

PROXY FORM



MICROmega HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)
 (Registration number 1998/003821/06)
 (Share code: MMG ISIN: ZAE000034435)
 ("MICROmega" or "the Company")

MICROmega

Directors

DC King, IG Morris, DSE Carlisle, DJ Case, PV Henwood, RC Lewin

FORM OF PROXY

For use by shareholders of MICROmega holding certificated shares and/or dematerialised shareholders who have elected "own name" registration, registered as such at the close of business on the voting record date, at the annual general meeting to be held in the MICROmega boardroom, 66 Park Lane, Sandton at 10:00 on Tuesday, 31 July 2012 ("annual general meeting") or any postponement or adjournment thereof. If you are a dematerialised shareholder, other than with "own name" registration, do not use this form. Dematerialised shareholders, other than with "own name" registration, should provide instructions to their appointed CSDP or broker in the form as stipulated in the agreement entered into between the shareholder and the CSDP or broker.

I/We (name in full)

of (address)

being the holders of ordinary shares in MICROmega, hereby appoint (see note 1)

..... or failing him/her

..... or failing him/her

the Chairman of the annual general meeting as my/our proxy to attend and speak and vote for me/us on my/our behalf at the annual general meeting which will be held for the purpose of considering, and if deemed fit, passing with or without modification, the ordinary and special resolutions to be proposed at the annual general meeting and at each adjournment of the annual general meeting and to vote for or against the ordinary and special resolutions or to abstain from voting in respect of the ordinary shares in the issued share capital of MICROmega registered in my/our name/s, in accordance with the following instructions (see note 5).

	Insert an "X" or the number of ordinary shares (see note 5)		
	For	Against	Abstain
Ordinary resolution number 1: To receive and adopt the annual financial statements for 31 December 2011			
Ordinary resolution number 2: To re-elect as directors, Messrs:			
2.1 PV Henwood			
2.2 RC Lewin			
Ordinary resolution number 3: Appointment of audit committee members			
3.1 PV Henwood			
3.2 RC Lewin			
Ordinary resolution number 4: To re-appoint Nexia SAB&T together with Bashier Adam as auditors			
Ordinary resolution number 5: To place the unissued share capital under the control of the directors until the next annual general meeting			
Ordinary resolution number 6: To give the directors general authority to allot and issue unissued ordinary shares in the company for cash			
Ordinary resolution number 7: To approve the Company's remuneration policy by way of a non-binding advisory vote			
Special resolution number 1: To give the directors general authority, up to and including the date of the following annual general meeting, to approve the purchase by the Company of its own shares			
Special resolution number 2: Adoption of a new Memorandum of Incorporation to replace current Memorandum of Incorporation			
Special resolution number 3: Approval of directors' remuneration for their services as directors			
3.1 Approval of meeting fee increase for non-executive directors			
3.2 Approval of annual inflationary increase for non-executive directors			
Ordinary resolution number 8: To give any director or the company secretary authority to implement the special and ordinary resolutions passed by shareholders			

Insert an "X" in the relevant spaces above according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of ordinary shares than you own in MICROmega, insert the number of ordinary shares held in respect of which you desire to vote (see note 5).

Signed at..... on2012

Signature..... Assisted by me (Where applicable)

Each shareholder holding certificated shares and/or dematerialised shareholders who have elected "own name" registration is entitled to appoint a proxy (who need not be a shareholder of MICROmega) to attend, speak and, on a poll, vote in place of that shareholder in the annual general meeting.

Forms of proxy must be lodged at Computershare Investor Services (Proprietary) Limited, 70 Marshall Street, Johannesburg 2001 or posted to P.O. Box 61051, Marshalltown 2107 so as to arrive by no later than 10:00 on Friday, 27 July 2012.

NOTES

1. This form of proxy is only to be completed by those ordinary shareholders who are:
 - (a) holding ordinary shares in certificated form; or
 - (b) recorded in the sub-register in electronic form in their "own name",on the date on which shareholders must be recorded as such in the register maintained by the transfer secretaries, Computershare Investor Services (Proprietary) Limited, being Friday, 20 July 2012, and who wish to appoint another person to represent them at the annual general meeting.
2. Certificated shareholders wishing to attend the annual general meeting have to ensure beforehand with the transfer secretaries of the Company that their shares are registered in their name.
3. Dematerialised shareholders, other than with "own name" registration, should provide instructions to their appointed Central Securities Depository Participant ("CSDP") or broker in the form as stipulated in the agreement entered into between the shareholder and the CSDP or broker.
4. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space, with or without deleting "the chairman of the annual general meeting". The person whose name stands first on the form of proxy and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
5. A shareholder's instructions to the proxy must be indicated by means of a tick or a cross in the appropriate box provided. However if you wish to cast your votes in respect of a lesser number of shares than you own in the Company, insert the number of shares in respect of which you desire to vote. If: (i) a shareholder fails to comply with the above; or (ii) gives contrary instructions in relation to any matter; or any additional resolution(s) which are properly put before the annual general meeting; or (iii) the resolution listed in the proxy form is modified or amended, the shareholder will be deemed to authorise the chairman of the annual general meeting, if the chairman is the authorised proxy, to vote in favour of the resolutions at the annual general meeting, or any other proxy to vote or to abstain from voting at the annual general meeting as he/she deems fit, in respect of all the shareholder's votes exercisable thereat. If however the shareholder has provided further written instructions which accompany this form of proxy and which indicate how the proxy should vote or abstain from voting in any of the circumstances referred to in (i) to (iii) above, then the proxy shall comply with those instructions.
6. The forms of proxy should be lodged at Computershare Investor Services (Proprietary) Limited, 70 Marshall Street, Johannesburg 2001 or posted to P.O. Box 61051, Marshalltown 2107 so as to arrive by no later than 10:00 on Friday, 27 July 2012.
7. The completion and lodgement of this form of proxy will not preclude the relevant shareholder from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so. In addition to the foregoing, a shareholder may revoke the proxy appointment by (i) cancelling it in writing, or making a later inconsistent appointment of a proxy; and (ii) delivering a copy of the revocation instrument to the proxy, and to the company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as at the later of the date stated in the revocation instrument, if any, or the date on which the revocation instrument was delivered in the required manner.
8. The chairman of the annual general meeting may reject or accept any form of proxy which is completed and/or received, other than in compliance with these notes provided that, in respect of acceptances, he is satisfied as to the manner in which the shareholder(s) concerned wish(es) to vote.
9. Any alteration to this form of proxy, other than a deletion of alternatives, must be initialled by the signatory/ies.
10. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the Company or Computershare Investor Services (Proprietary) Limited or waived by the chairman of the annual general meeting.
11. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by Computershare Investor Services (Proprietary) Limited.
12. Where there are joint holders of shares:
 - (a) any one holder may sign the form of proxy; and
 - (b) the vote of the senior (for that purpose seniority will be determined by the order in which the names of shareholders appear in the register of shareholders) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint holder(s) of shares.
13. If duly authorised, companies and other corporate bodies who are shareholders of the company having shares registered in their own name may, instead of completing this form of proxy, appoint a representative to represent them and exercise all of their rights at the annual general meeting by giving written notice of the appointment of that representative. This notice will not be effective at the annual general meeting unless it is accompanied by a duly certified copy of the resolution or other authority in terms of which that representative is appointed and is received at Computershare Investor Services (Proprietary) Limited, 70 Marshall Street, Johannesburg 2001 (P.O. Box 61051, Marshalltown 2107) so as to arrive by no later than 10:00 on Friday, 27 July 2012.
14. This form of proxy may be used at any adjournment or postponement of the annual general meeting, including any postponement due to a lack of quorum, unless withdrawn by the shareholder.
15. The foregoing notes contain a summary of the relevant provisions of section 58 of the Companies Act, 2008 (the "Companies Act"), as required in terms of that section.