

FORM OF PROXY



TO BE COMPLETED ONLY BY CERTIFICATED AND OWN-NAME SHAREHOLDERS OF GROWTHPOINT PROPERTIES LIMITED (Growthpoint)

I/We (Name in block capitals):

of (Address in block capitals):

being the registered holder of

ordinary shares in Growthpoint, hereby appoint

of

or failing him

of

or failing him

of

or failing him

the chairman of the meeting, as my/our proxy to vote for me/us on my/our behalf at the annual general meeting of the Company to be held at The Place, 1 Sandton Drive, Sandown, Sandton 2196, on Tuesday, 17 November 2015 at 09:00 or at any adjournment thereof, as follows:

Resolutions	In favour of	Against	Abstain
1.1 Adoption of annual financial statements			
1.2 Re-election of non-executive directors who are to retire at the meeting:			
1.2.1 Mr MG Diliza			
1.2.2 Mr PH Fechter			
1.2.3 Mr JC Hayward			
1.2.4 Mr HSP Mashaba			
1.3 Election of Audit Committee members			
1.3.1 Mrs LA Finlay (Chairman)			
1.3.2 Mr PH Fechter			
1.3.3 Mr JC Hayward			
1.4 Appointment of KPMG Inc. as auditor			
1.5 Advisory, non-binding approval of remuneration policy			
1.6 To place the unissued authorised ordinary shares of the Company under the control of the directors			
1.7 Specific and exclusive authority to issue ordinary shares to afford shareholders distribution reinvestment alternatives			
1.8 General but restricted authority to issue shares for cash			
1.9 To receive and accept the report of the Social, Ethics and Transformation Committee Chairman			
2.1 Special resolution: Approval of non-executive directors' fees for financial year ending 30 June 2016			
2.2 Special resolution: Financial assistance to related and inter-related companies			
2.3 Special resolution: Authority to repurchase ordinary shares			

My/our proxy has been instructed to vote in accordance with my/our wishes as indicated by the placing of a cross in the appropriate space above. Unless so instructed, my/our proxy may vote as he/she thinks fit.

Signed at this day of 2015

Signature/s of member/s

Telephone No. Cell No. Fax No.

(State area code)

NOTES

1. A shareholder entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. Notwithstanding the appointment of a proxy by a shareholder who is a natural person, such shareholder may attend the annual general meeting in person and vote thereat, to any exclusion of the appointed proxy.
2. A proxy form is provided with the annual financial statements containing this notice. Additional proxy forms are obtainable from the Company's Share Transfer Secretaries or may be reproduced by photo-copying the proxy form provided in the annual financial statements.
3. The "record date" for the meeting in terms of Section 62(3)(a) of the Companies Act, 2008, as amended shall be **Friday, 6 November 2015**.
4. All proxy forms or other instruments of authority must be deposited with the Transfer Secretaries, Computershare Investor Services (Pty) Limited, Ground Floor, 70 Marshall Street, Johannesburg 2001 (PO Box 61051, Marshalltown 2107) **so as to be received not less than 24 hours before the appointed time for the holding of the meeting** (excluding Saturdays, Sundays and public holidays).
5. If you are a *certificated* Growthpoint shareholder *or an own-name dematerialised* Growthpoint shareholder and are unable to attend the annual general meeting of Growthpoint shareholders to be held at 09:00 on Tuesday, 17 November 2015 (the Growthpoint annual general meeting), but wish to be represented thereat, you must complete the form of proxy attached hereto in accordance with the instructions therein and return it to the Transfer Secretaries, Computershare Investor Services (Pty) Limited, Ground Floor, 70 Marshall Street, Johannesburg 2001 (PO Box 61051, Marshalltown 2107) **so as to be received by no later than 09:00 on Monday, 16 November 2015**.
6. If you are a beneficial owner of *dematerialised* Growthpoint ordinary shares and are not an own-name dematerialised Growthpoint shareholder, then you may instruct your CSDP or broker as to how you wish to cast your vote at the Growthpoint annual general meeting in order for them to vote in accordance with your instructions. If you wish to attend the Growthpoint annual general meeting in person, please request your CSDP or broker to issue the necessary letter of representation to you. This must be done in terms of the agreement entered into between the dematerialised Growthpoint shareholder (who is not an own-name dematerialised Growthpoint shareholder) and the CSDP or broker.
7. **It is a requirement in terms of Section 62(3)(e)(iii) of the Companies Act, 2008, as amended that attendees and/or participants at shareholders' meetings must provide satisfactory identification. Production of a valid ID document, valid passport or drivers' licence upon arrival for the meeting and before signing of the attendance register at the meeting shall be acceptable.**