Italtile Limited
(Incorporated in the Republic of South Africa)
(Registration No 1955/000558/06)
("the Company" or "Italtile")
JSE code: ITE
ISIN code: ZAE000099123

ONLY TO BE COMPLETED BY CERTIFICATED SHAREHOLDERS AND DEMATERIALISED SHAREHOLDERS WITH 'OWN NAME' REGISTRATION

For use at the annual general meeting of the holders of ordinary shares in the Company (Italtile shareholders) to be held at Italtile Place, Cnr William Nicol Drive and Peter Place, Bryanston on Friday, 28 November 2014 at 08:00.

Italtile shareholders who have dematerialised their shares through a CSDP or broker must not complete this form of proxy but must provide their CSDP or broker with their voting instructions, except for Italtile shareholders who have elected 'own name' registration in the subregister through a CSDP or broker. It is these shareholders who must complete this form of proxy and lodge it with the transfer secretaries.

Holders of dematerialised Italtile shares wishing to attend the annual general meeting must inform their CSDP or broker of such intention and request their CSDP or broker to issue them with the relevant authorisation to attend.

A member entitled to attend and vote at the annual general meeting may appoint one or more proxies to attend, vote and speak in his/her/ its stead at the annual general meeting. A proxy need not be a member of the Company.

I/We _____ (Name in block letters)

of (address) _____

being a member(s) of the Company, and entitled to _____ votes do hereby appoint _____

of _____ or, failing him/her _____

of _____ or, failing him/her _____

the Chairman of the annual general meeting, as my/our proxy to represent me/us at the annual general meeting, which will be held at Italtile Place, Cnr William Nicol Drive and Peter Place, Bryanston for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at each adjournment or postponement thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares in the issued share capital of the Company registered in my/our name (see note 2 overleaf) as follows:

Resolutions	For	Against	Abstain
1.1 To re-elect S M du Toit as a director			
1.2 To re-elect A Zannoni as a director			
1.3 To confirm appointment of N Medupe as a director			
1.4 To confirm appointment of N Booth as a director			
1.5 To confirm appointment of J N Potgieter as a director			
1.6 To confirm appointment of G A M Ravazzotti as non-executive Chairman			
2. To reappoint Ernst & Young Inc. as auditors and Sarel Strydom as designated auditor			
3. To appoint S M du Toit, S I Gama and S G Pretorius as members of the Audit and Risk Committee			
4. To approve the Company's remuneration policy			
5. To place the unissued shares of the Company under the control of the directors			
6. To issue shares or sell treasury shares for cash			
7. Special Resolution No 1 – Acquisition of own securities			
8. Special Resolution No 2 – Financial assistance			
9. Special Resolution No 3 – Non-executive directors remuneration			
10. Special Resolution No 4 – Amendments to the Employee Share Incentive Scheme			
11. To authorise the signature of documentation to implement above resolutions			

and generally to act as my/our proxy at the said annual general meeting. (Indicate with an 'X' or the relevant number of votes, in the applicable space, how you wish your votes to be cast. If no directions are given, the proxy holder will be entitled to vote or to abstain from voting as that proxy holder deems fit.)

Signed at _____ on _____ 2014.

Signature of member(s) _____ Assisted by (where applicable) _____

Please read the notes on the reverse side hereof.

Notes to the form of proxy

1. A shareholder may insert the name of a proxy or the names of two alternative proxies of his/her choice in the space(s) provided, with or without deleting 'Chairman of the annual general meeting', but any such deletion or insertion must be initialled by the shareholder. Any insertion or deletion not complying with the aforegoing will be declared not to have been validly effected. The person whose name stands first on the proxy form and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names that follow. In the event that no names are indicated, the proxy shall be exercised by the Chairman of the annual general meeting.
2. A shareholder's instructions to the proxy must be indicated by the insertion of an 'X' or the relevant number of votes exercisable by that shareholder in the appropriate box provided. An 'X' in the appropriate box indicates the maximum number of votes exercisable by that shareholder. Failure to comply with the above will be deemed to authorise the 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. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or by his/her proxy, but the total of the votes cast and in respect of which abstention is recorded, may not exceed the maximum number of votes exercisable by the shareholder or by his/her proxy.
3. To be effective, completed proxy forms must be lodged with the transfer secretaries or at the registered office of the Company not less than 48 hours (excluding Saturdays, Sundays and public holidays) before the time appointed for the holding of the annual general meeting. As the annual general meeting is to be held at 08:00 on 28 November 2014, proxy forms must be lodged on or before 08:00 on 26 November 2014.
4. The completion and lodging of this proxy form will not preclude the relevant shareholder attending the annual general meeting and speaking and voting in person thereat instead of any proxy appointed in terms hereof.
5. The Chairman of the annual general meeting may reject or accept any proxy form which is completed and/or received other than in compliance with these notes.
6. Any alteration to this proxy form, other than a deletion of alternatives, must be initialled by the signatories.
7. Documentary evidence establishing the authority of a person signing this proxy form in a representative or other legal capacity must be attached to this proxy form unless previously recorded by the Company or its registrars or waived by the chairman of the annual general meeting.
8. Where there are joint holders of shares:
   8.1 any one holder may sign the proxy form; and
   8.2 the vote of the senior shareholder (for that purpose seniority will be determined by the order in which the names of the shareholders appear in the Company's register) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint shareholders.