



IMPERIAL

Imperial Holdings Limited

(Incorporated in the Republic of South Africa)

(Registration number: 1946/021048/06)

JSE share code: IPL

ISIN: ZAE000067211

("Imperial" or "the Company")

FORM OF PROXY

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) instructions should be provided to their appointed CSDP or broker in the form stipulated in the custody agreement entered into between the shareholder and their CSDP or broker.

An ordinary shareholder entitled to attend and vote at the annual general meeting to be held in the boardroom of Imperial Holdings Limited, Imperial Place, Jeppe Quondam, 79 Boeing Road East, Bedfordview, Gauteng on Tuesday, 3 November 2009 at 09h00 ("the AGM"), is entitled to appoint a proxy to attend, speak or vote thereat in his/her stead. A proxy need not be a shareholder of the Company.

All forms of proxy must be lodged at the transfer secretaries, Computershare Investor Services (Proprietary) Limited, 11th Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) to be received by no later than 09h00 on Friday, 30 October 2009.

I/We _____

of _____

being an ordinary shareholder(s) of the Company holding ordinary shares in the Company do hereby appoint

1. _____ or failing him/her

2. _____ or failing him/her

3. the chairman of the AGM

as my/our proxy to vote for me/our behalf at the AGM (and any adjournment thereof) for the purpose of considering and, if deemed fit, passing with or without modifications, the following resolution to be considered at the AGM.

	Number of Votes (one per share)		
	In favour of	Against	Abstain
1. Ordinary Resolution 1 – Financial Statements			
2. Ordinary Resolution 2 – Directors' Remuneration			
3. Ordinary Resolution 3 – Appointment of Auditors			
4. Ordinary Resolution 4.1 – Re-appointment JR McAlpine			
Ordinary Resolution 4.2 – Re-appointment A Tugendhaft			
Ordinary Resolution 4.3 – Re-appointment P Langeni			
5. Ordinary Resolution 5 – Directors' Fees			
6. Special Resolution 1 – General authority to repurchase Company shares			
7. Ordinary Resolution 6 – Authority over unissued ordinary shares			
8. Ordinary Resolution 7 – Authority over unissued preference shares			
9. Ordinary Resolution 8 – Amendment of share incentive schemes			

Insert an X in the appropriate block. If no indications are given, the proxy will vote as he/she deems fit. Each shareholder entitled to attend and vote at the meeting may appoint one or more proxies (who need not be a shareholder of the Company) to attend, speak and vote in his/her stead.

Please read the notes on the reverse side hereof.

Signed at _____ on _____ 2009

Signature _____

Assisted by (where applicable) _____

NOTES TO THE FORM OF PROXY

Notes

1. A shareholder may insert the names of a proxy or the names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting "the chairman of the meeting", but any such deletion must be initialled by the shareholder. The person whose name appears first on the proxy and which has not been deleted shall be entitled to act as proxy to the exclusion of those whose names follows.
2. The authority of a person signing a proxy in a representative capacity must be attached to the proxy unless that authority has already been recorded with the Company's transfer secretaries.
3. Proxies must be lodged at or posted to the Company's transfer secretaries, Computershare Investor Services (Proprietary) Limited, 11th Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown 2107), to be received by no later than 09h00 on Friday, 30 October 2009.
4. The completion and lodging of this proxy shall not preclude the relevant shareholder from attending the meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.
5. The chairman of the meeting may reject or accept a proxy which is completed other than in accordance with these instructions, provided that he is satisfied as to the manner in which a shareholder wishes to vote.