

FORM OF PROXY

BRAIT S.A.
Société Anonyme
(Incorporated in Luxembourg)
(the "company")
R.C. Luxembourg B 13.861
Registered Office: 180, rue des Aubépines, L-1145 Luxembourg
Share code: BAT ISIN: LU0011857645

FOR USE IN RESPECT OF THE ANNUAL GENERAL MEETING OF SHAREOWNERS TO BE HELD AT THE REGISTERED OFFICE OF THE COMPANY ON 26 JULY 2006 AT 14:30

Brait S.A. shareowners in South Africa who have dematerialised their shares with a CSDP or broker, other than with Own Name Registration, must arrange with the CSDP or broker concerned to provide them with the necessary authorisation to attend the annual general meeting or the Brait S.A. shareowners concerned must instruct them as to how they wish to vote in this regard. This must be done in terms of the agreement entered into between the Brait S.A. shareowner and the CSDP or broker concerned.

I/We (BLOCK LETTERS PLEASE)

of (address)

Telephone (work) ()

Telephone (home) ()

being the holder(s) of Brait S.A. shares, appoint (see note 1):

1. or failing him/her,

2. or failing him/her,

3. the chairman of the annual general meeting, as my/our proxy to act 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 resolutions to be proposed thereat and at each adjournment thereof and to vote for or against such resolutions or to abstain from voting in respect of the Brait S.A. shares registered in my/our name(s), in accordance with the following instructions (see note 4):

Number of votes	For	Against	Abstain
Ordinary resolution number 1 (ratification of interim dividend)			
Ordinary resolution number 2 (adoption of directors and auditors reports)			
Ordinary resolution number 3 (approval of financial statements)			
Ordinary resolution number 4 (discharge of mandates)			
Ordinary resolution number 5 (re-election of existing directors)			
• Mr AC Ball			
• Mr PAB Beercroft			
• Mr JE Bodoni			
• Mr BI Childs			
• Mr JJ Coulter			
• Mr JA Gnodde			
• Mr ME King			
• Mr RJ Koch			
• Mr AM Rosenzweig			
• Mr CJ Tayelor			
• Mr HRW Troskie			
• Mr SJP Weber			
• Mr PL Wilmot			
Ordinary resolution number 6 (nomination of auditor)			
Ordinary resolution number 7 (allocation of profits to legal reserve)			
Ordinary resolution number 8 (declaration of dividend)			
Ordinary resolution number 9 (authority to purchase own shares)			
Special resolution number 10 (board authority to issue further shares)			

(Please indicate instructions to proxy in the space provided above by the insertion therein of the relevant number of votes exercisable.)

Each Brait S.A. shareowner is entitled to appoint one or more proxies (who need not be a Brait S.A. shareowner) to attend, speak and vote in place of that Brait S.A. shareowner at the annual general meeting.

Signed at _____ this _____ day of _____ 2006

Signature(s)

Capacity and authorisation (see note 7)

Please read the notes on the reverse side hereof.

- There is no quorum requirement for resolutions number 1 to 9 and these resolutions will be passed by a simple majority of the shares represented at the annual general meeting.
- For the passing of resolution number 10, a quorum of 50% of the shares in the company outstanding is required. This resolution requires the consent of two-thirds of the shares represented at the annual general meeting.