

Abbreviations/Afkortings

The following abbreviations are used in the financial statements

Company names

Clover Beverages Limited:	Clover Beverages
Clover Botswana (Pty) Limited (incorporated in Botswana):	Clover Botswana
Clover Capital (Pty) Limited:	Clover Capital
Clover Fonterra Ingredients (Pty) Limited:	CFI/Clover Fonterra
Clover Industries Limited:	CIL
Clover Industries Limited and subsidiaries:	The Group/Clover
Clover Manhattan (Pty) Limited:	Clover Manhattan
Clover Manhattan Unincorporated Joint Venture:	Clover Manhattan J.V.
Clover S.A. (Pty) Limited:	Clover SA
Clover Swaziland (Pty) Limited (incorporated in Swaziland):	Clover Swaziland
Danone Southern Africa (Pty) Limited (formerly Danone Clover (Pty) Limited):	Danone Clover/Danone SA
Fonterra Limited:	Fonterra
The Real Juice Company (Pty) Limited:	RJC/RBC
Clover West Africa Limited:	Clover West Africa

Other

Branded Consumer Goods:	BCG
Broad-based Black Economic Empowerment:	BBBEE
Capital Gains Tax:	CGT
Depreciated Replacement Cost:	DRC
International Accounting Standards:	IAS
International Financial Reporting Standards:	IFRS
Johannesburg Stock Exchange:	JSE
Margin on Material:	MOM
Net Current Replacement Cost:	NCRC
Nomination Committee:	Nomco
Property, plant and equipment:	PP&E
Rand Merchant Bank:	RMB
Remuneration Committee:	Remco
Share appreciation rights:	SAR

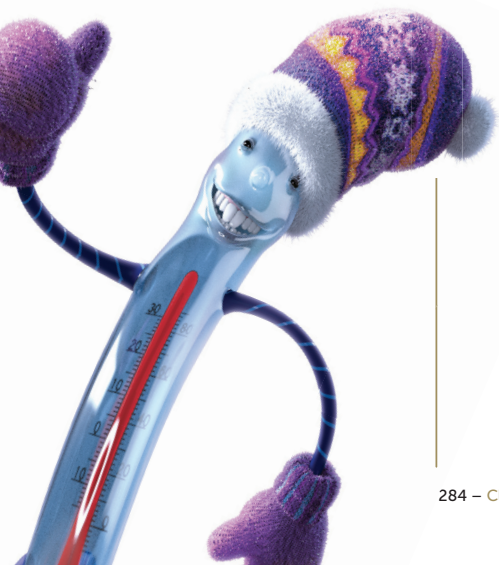
Die volgende afkortings word in die finansiële state gebruik

Maatskappyname

Clover Beverages Bpk:	Clover Beverages
Clover Botswana (Edms) Bpk (geïnkorporeer in Botswana):	Clover Botswana
Clover Capital (Edms) Bpk:	Clover Capital
Clover Fonterra Ingredients (Edms) Bpk:	CFI/Clover Fonterra
Clover Industries Bpk:	CIL
Clover Industries Bpk en filiale:	Die Groep/Clover
Clover Manhattan (Edms) Bpk:	Clover Manhattan
Clover Manhattan Ongeïnkorporeerde Gesamentlike Onderneming:	Clover Manhattan G.O.
Clover S.A. (Edms) Bpk:	Clover SA
Clover Swaziland (Edms) Bpk (geïnkorporeer in Swaziland):	Clover Swaziland
Danone Southern Africa (Edms) Bpk (voorheen Danone Clover (Edms) Bpk):	Danone Clover/Danone SA
Fonterra Bpk:	Fonterra
The Real Juice Company (Edms) Bpk:	RJC/RBC
Clover West Africa Bpk:	Clover West Africa

Ander

Handelsmerk-verbruikersprodukte:	HVP
Breedgebaseerde Swart Ekonomiese Bemagtiging:	BBBEE
Kapitaalwinstbelasting:	KWB
Gedepresieerde Vervangingskoste:	DVK
Internasionale Rekeningkundige Standaard:	IAS
Internasionale Finansiële Verslagdoeningstandaarde:	IFRS
Johannesburgse Effektebeurs:	JSE
Marge op Materiaal:	MOM
Netto Huidige Vervangingskoste:	NHVK
Nominasiekomitee:	Nomco
Eiendom, aanleg en toerusting:	EA&T
Rand Merchant Bank:	RMB
Vergoedingskomitee:	Remco
Aandeelgroeieregte:	AGR



CLOVER INDUSTRIES LIMITED

(Registration number 2003/030429/06)
(Incorporated in the Republic of South Africa)
(Ordinary share code code: CLR)
(ISIN code: ZAE000152377)
(Preference share code: CLRP)
(ISIN code: ZAE000152385)
("the Company")

A. Notice

Notice is hereby given of the annual general meeting (the "Annual General Meeting ") of Clover Industries Limited to be held at 200 Constantia Drive, Constantia Kloof on Friday, 30 November 2012, at 09h00 or any adjournment/postponement thereof.

Shareholders or their proxies may participate in the Annual General Meeting by way of a teleconference call and, if they wish to do so:

- must contact the Company Secretary (by email at the address manie.roode@clover.co.za) no later than 12h00 on Tuesday, 27 November 2012, in order to obtain a pin number and dial-in details for that conference call;
- will be required to provide reasonably satisfactory identification; and
- will be billed separately by their own telephone service providers for their telephone call to participate in the Annual General Meeting.

B. Who may attend and vote

The board of directors of the Company has determined that the record date for the purpose of determining which shareholders of the Company are entitled to receive notice of the Annual General Meeting is Friday, 14 September 2012 and the record date for purposes of determining which shareholders of the Company are entitled to vote at the Annual General Meeting is Friday, 23 November 2012. Accordingly, only shareholders who have traded by the last trading day, being Friday, 16 November 2012, and are registered in the securities register of the Company on Friday, 23 November 2012, will be entitled to participate in and vote at the Annual General Meeting.

Holders of ordinary shares will be entitled to vote on all of the resolutions put to shareholders at the Annual General Meeting. Holders of preference shares, to which this notice of Annual General Meeting is addressed, are entitled to attend the Annual General Meeting, but not to vote on any resolution put to ordinary shareholders at the Annual General Meeting.

If you hold dematerialised shares which are registered in your name or if you are the registered holder of certificated shares:

- you may attend the Annual General Meeting in person; or

- alternatively, you may appoint a proxy (who need not be a shareholder of the Company) to represent you at the Annual General Meeting by completing the attached form of proxy in accordance with the instructions it contains and returning it to the transfer secretaries to be received by not later than 09h00 on Thursday, 29 November 2012.

If you hold dematerialised shares which are not registered in your name:

- and wish to attend the Annual General Meeting, you must obtain the necessary letter of authority from your CSDP or broker;
- and do not wish to attend the Annual General Meeting but would like your vote to be recorded at the Annual General Meeting, you should contact your CSDP or broker and furnish them with your voting instructions; and
- you must not complete the attached form of proxy.

All meeting participants will be required to provide reasonably satisfactory identification to the Chairman of the Annual General Meeting.

C. Purpose of the meeting

The purpose of the Annual General Meeting is to conduct the following business:

- the adoption of a new memorandum of incorporation for the Company in substitution for its existing memorandum and articles of association;
- to present and note:
 - the annual financial statements of the Company for the year ended 30 June 2012, which annual financial statements are attached to the notice of the Annual General Meeting ("Annual Financial Statements");
 - the director's report on the Annual Financial Statements;
 - the audit and risk committee's report relating to the Annual Financial Statements;
- to note the retirement of certain directors, in terms of the Company's existing memorandum of incorporation, and to present and vote on the re election of those same directors;
- to present and vote on:
 - the re-appointment of the Independent External Auditors for the year ending 30 July 2013;
 - the election of an independent Audit and Risk Committee;
- to provide the Chairman of the Social and Ethics Committee with an opportunity to report back to the shareholders as provided for in regulation 43 of the Companies Act; and
- to consider and, if deemed fit, pass, with or without modification, all resolutions set out below.

Notice of Annual General Meeting

A. Normal business

1. Ordinary resolution number 1: Adoption of Annual Financial Statements

1.1 Resolution

To receive, consider and adopt the Company's audited annual financial statements and Group audited annual financial statements, including the director's report, auditor's report, report by the Audit and Risk Committee and the report by the Social and Ethics Committee for the year ended 30 June 2012.

1.2 Approval

In order for this ordinary resolution to be adopted, the support of a majority of votes cast by shareholders present or represented by proxy at this meeting is required.

2. Ordinary resolution number 2: Re-election of Directors who have Retired by Rotation

2.1 Resolution

Each of the following directors (who are retiring, but are eligible for and have offered their services for re-election) are re-elected, in terms of articles 29.5 of the Company's articles of association (henceforth known as the Memorandum of Incorporation, in terms of the Companies Act), namely:

- (a) WI Büchner as a Non-executive Director of the Company; and
- (b) Dr JC Hendriks as a Non-executive Director of the Company.

2.2 Approval

Each of these resolutions will be considered by way of a separate vote and in order for each ordinary resolution to be adopted, the support of a majority of votes cast by shareholders present or represented by proxy at this meeting is required.

2.3 A brief biography of each of WI Büchner and Dr JC Hendriks is set out below:

- 2.3.1 WI Büchner obtained a Bachelor of Engineering in 1989. He is a milk producer who has been farming in the Eastern Cape since 1994. Prior to 1994, he was First Engineer at Eloptro (Denel) for a period of five years.
- 2.3.2 Dr JC Hendriks is a farmer in the Heilbron area. He obtained a Bachelor of Science in 1971 and practised as a veterinarian for 13 years before becoming a full-time farmer.

3. Ordinary resolution number 3: Re-appointment of Independent External Auditors

3.1 Resolution

Ernst & Young Inc. is reappointed, upon the recommendation of the current Audit and Risk Committee, as the independent registered auditor of the Company, and to note that the individual registered auditor who will undertake the audit during the ensuing financial year ending 30 June 2013 will be Mr FF Scheepers.

3.2 Approval

In order for this ordinary resolution to be adopted, the support of a majority of votes cast by shareholders present or represented by proxy at this meeting is required.

4. Ordinary resolution number 5: Approval of the Group Remuneration Policy

4.1 Resolution

The Company's Group Remuneration Policy, as described In the Remuneration Report on pages 74 and 83 of the Integrated Annual Report of which this notice forms part, is endorsed by way of a non-binding advisory vote as recommended in the King Code of Corporate Governance for South Africa 2009.

4.2 Approval

In order for this ordinary resolution to be adopted, the support of a majority of votes cast by shareholders present or represented by proxy at this meeting is required.

5. Ordinary resolution number 6: Election of Independent Audit and Risk Committee

5.1 Resolution

To elect, as separate resolutions:

- (i) Dr SF Booysen;
- (ii) JNS Du Plessis;
- (iii) NP Mageza; and
- (iv) TA Wixley;

who are independent Non-executive Directors of the Company, as the members of the Company's Audit and Risk Committee for the ensuing year. As is evident from the biographies (which appear below) of these Directors, they have the required qualification and/or experience to fulfil their duties as committee members.

5.2 A brief biography of each of Dr Booysen and Messrs Du Plessis, Mageza and Wixley is set out below.

- 5.2.1 Dr SF Booysen obtained a doctorate degree in commerce from the University of Pretoria and is a qualified Chartered Accountant. He was the Group Chief Executive Officer of Absa Bank from 2004 to 2009.
- 5.2.2 Adv JNS du Plessis obtained a BCom LLB degree from the University of Stellenbosch. He was admitted to as counsel during 1974 and took silk in 1989. He has occasionally acted as an acting judge of the High Court. He has been a non-executive director of the Steinhoff Group Services Team and as an alternate executive director with effect from 1 March 2008.
- 5.2.3 NP Mageza is a fellow of the Association of Chartered Certified Accountants. He is the former chief operations officer and executive director of Absa Bank Ltd. He worked as an

audit manager within Transnet Limited's group internal audit service before becoming chief executive officer of Autonet – the road passenger and freight logistics division of Transnet

- 5.2.4 TA Wixley was appointed as the Company's Lead Independent director by the Board. He obtained a bachelor of Commerce from the University of Cape Town in 1959 and is a Chartered Accountant (South Africa). He was with Ernst & Young and its predecessor firms for 41 years – 31 as a partner and as Chairman last 10. He is a member of SAICAs committee on corporate law, the Actuarial Governance Board and the King III sub-committee on directors and boards. He has been a Director of the Company since 2007.

5.3 Approval

Each of these resolutions will be considered by way of a separate vote and in order for these ordinary resolutions to be adopted, the support of a majority of votes cast by shareholders present or represented by proxy at this meeting is required.

B. Special business

1. Special resolution number 1: General Authority to Repurchase Shares

1.1 Resolution

The Company and/or any of its subsidiaries be and is hereby authorised by way of a general authority to acquire, from time to time, ordinary shares issued by the Company, on such terms and conditions as the directors may deem fit, and in terms of the Company's Memorandum of Incorporation,, section 48 of the Companies Act and the JSE Listings Requirements, provided that:

- 1.1.1 such acquisitions shall be implemented through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and the counter party (reported trades are prohibited);
- 1.1.2 such general authority shall be valid only until the next Annual General Meeting of the Company or the variation or revocation of such general authority by special resolution at any subsequent general meeting of the Company, provided that it shall not extend beyond 15 months from the date of passing of this resolution;
- 1.1.3 such acquisitions may not be made at a price greater than 10% (ten percent) above the weighted average of the market value for the shares for the five business days immediately preceding the date on which the acquisition is effected;
- 1.1.4 when the Company has cumulatively repurchased 3% (three percent) of the initial number (the number of that class of shares in issue at the time that general authority from shareholders is granted) of the relevant class of shares, and for each 3% (three percent) in aggregate of the initial number of that class acquired thereafter, an announcement must be made giving the details required in terms of the JSE Listings Requirements in respect of such acquisitions;
- 1.1.5 the Company has been given authority by its Memorandum of Incorporation;

- 1.1.6 no repurchases of shares shall be effected during a prohibited period as contemplated in the JSE Listings Requirements, unless a repurchase programme is in place, where dates and quantities of shares to be traded during the prohibited period are fixed and full details of the programme have been disclosed in an announcement over SENS prior to the commencement of the prohibited period;
- 1.1.7 the Company only appoints one agent to effect any repurchase(s) on its behalf;
- 1.1.8 the aggregate of such acquisitions may not, in any one financial year, exceed 20% (twenty percent) of the Company's issued share capital of that class as at the beginning of the financial year;
- 1.1.9 a resolution has been passed by the Board of Directors confirming that the Board has authorised the general repurchase, that the Company passed the solvency and liquidity test and that since the test was done there have been no material changes to the financial position of the Company and Group;
- 1.1.10 the Company undertaking that it will not enter the market to acquire the Company's shares until the Company's sponsor has provided written confirmation to the JSE regarding the adequacy of the Company's working capital in accordance with Schedule 25 of the JSE Listings Requirement;
- 1.1.11 any such general repurchases are subject to exchange control regulations and approval at that point in time; and
- 1.1.12 the aggregate of such acquisitions held by subsidiaries of the Company may not exceed 10% (ten percent) of the Company's issued share capital at any one time.

1.2 Explanation

The reason for and effect of this special resolution is to authorise the Company and/or any of its subsidiaries by way of a general authority, in terms of section 48 of the Companies Act, to acquire the shares issued by it on such terms as the directors may deem fit. Any shares acquired as aforesaid by the Company (as opposed to its subsidiaries) shall be cancelled and restored to the status of authorised but unissued shares in the capital of the Company.

Statement of Board's intention

The directors of the Company have no specific intention to give effect to the provisions of special resolution number 1, but will, however, continually review the Company's position, having regard to prevailing circumstances and market conditions, in considering whether to effect the provisions of special resolution number 1.

1.3 Approval

In order for this special resolution to be adopted, the support of at least 75% of the total number of votes, which the shareholders present or represented by proxy at this meeting are entitled to cast, is required.

Notice of Annual General Meeting

2. Special resolution number 2: Remuneration of Non-executive Directors

2.1 Resolution

To approve the Non-executive Directors' remuneration commencing with effect from 1 July 2012 and as indicated below:

		Informal responsi- bilities	Retainer and meeting	Services rendered which fall outside scope of services	Total fees
2.1.1	Board				
2.1.2	Chairman	21 600	957 960	1 650	979 560
				per hour	
2.1.3	Lead Independent Director	21 600	717 120	1 650	738 720
				per hour	
2.1.4	Vice-Chairman	21 600	304 560	1 650	326 160
				per hour	
2.1.5	Board members	21 600	250 560	1 650	272 160
				per hour	

2.1.6 The Chairman and Lead Independent Director's fees include the board and all committee membership.

2.2 Committees

		Attendance fee
2.2.1	Audit and Risk Committee	
	(a) Chairman	41 375
	(b) Member	27 585
2.2.2	Remuneration Committee	
	(a) Chairman	38 800
	(b) Member	17 620
2.2.3	Sustainability Committee	
	(a) Chairman	38 800
	(b) Member	17 620
2.2.4	Nomination Committee	
	(a) Chairman	20 682
	(b) Member	13 780
2.2.5	Other Sub-Committees	
	(a) Chairman	20 682
	(b) Member	13 780

2.3 Explanation

The reason for and the effect of this special resolution is to grant the Company authority to pay remuneration to its Non-Executive Directors for their services as directors of the Company with effect from 1 July 2012.

2.4 Approval

In order for this special resolution to be adopted, the support of at least 75% of the total number of votes which the shareholders present or represented by proxy at this meeting are entitled to cast is required.

3. Special resolution number 3: Adoption of New Memorandum of Incorporation

3.1 Resolution

To adopt a new memorandum of incorporation of the Company, in substantially the same form as the one attached to this notice of Annual General Meeting, in substitution for its existing memorandum and articles of association in order to align the Company's constitutional documents with the Companies Act.

3.2 Explanation

In order for this special resolution to be adopted, the support of at least 75% of the total number of votes which the shareholders present or represented by proxy at this meeting are entitled to cast is required.

C. Other business

- To transact such other business as may be transacted at an Annual General Meeting.

Disclosure required in terms of the JSE Listings Requirements relating to Special Resolution Number 1

Solvency and Liquidity Statement

The board of directors of the Company confirm that the Company will not commence a general repurchase of shares in respect of special resolution number 1 unless, for a period of 12 months after the date of the general repurchase/distribution as contemplated in special resolution 1:

- the Company and the Group's assets will be in excess of the liabilities of the Company and the Group. For this purpose, the assets and liabilities will be recognised and measured in accordance with the accounting policies used in the latest audited consolidated annual financial statements which comply with the Companies Act;
- the share capital and reserves of the Company and the Group will be adequate for ordinary business purposes;
- the working capital available to the Company and the Group will be adequate for the ordinary business purposes; and
- the Company and the Group will be able to pay their debts as they become due in the ordinary course of business.

Director's responsibility statement

The Directors, whose names are given on pages 13 and 15 of the Integrated Annual Report for 2012, collectively and individually accept full responsibility for the accuracy of the information given in special resolution number 1 and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this resolution contains all information required by law and the JSE Listings Requirements.

General information

- Information relating to the Directors and management of the Company can be found on pages 13 of the Integrated Annual Report for 2012.
- Information relating to the major shareholders of the Company can be found on page 10 of the Integrated Annual Report for 2012.
- Information relating to the directors' interests in the Company can be found on page 194 of the Integrated Annual Report for 2012.
- Information relating to the share capital of the Company can be found on page 162 of the Integrated Annual Report for 2012.
- There are no legal or arbitration proceedings which may have, or have had in the recent past, being the twelve months preceding the date of this notice, a material effect on the financial position of the Company and the Company is not aware of any such pending or threatened proceedings.
- There have been no material changes in the financial or trading position of the Company and the Group since the date of the audit report and the signature of this notice.

Proxy appointments

Any shareholder who is entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend, speak and, on a poll or by show of hands, vote in his or her stead. A proxy need not be a shareholder of the Company. Forms of proxy must be received by the transfer secretaries, Computershare Investor Services (Proprietary) Limited, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107), telefacsimile number (011) 688-5238, by not later than 09h00 on Thursday, 29 November 2012. Any form of proxy not received by this time must be handed to the Chairperson of the Annual General Meeting immediately prior to the Annual General Meeting.

Interpretation of this notice

- All references in this notice of Annual General Meeting to the "JSE Listings Requirements" mean the Listings Requirements of the JSE Limited, as amended from time to time and as interpreted and applied by the JSE Limited.
- All references in this notice of annual general meeting to the "Companies Act" mean the "Companies Act No 71 of 2008, as amended".

By order of the Board



HB Roode
Director and Secretary

Date: 21 September 2012

CLOVER INDUSTRIES LIMITED

(Registration number 2003/030429/06)
 (Incorporated in the Republic of South Africa)
 (Ordinary share code code: CLR)
 (ISIN code: ZAE000152377)
 (Preference share code: CLRP)
 (ISIN code: ZAE000152385)
 ("the Company")

Holders of ordinary shares will be entitled to vote on all of the resolutions put to shareholders at the Annual General Meeting. Holders of preference shares are entitled to attend the Annual General Meeting, but not to vote. This proxy form is for use by ordinary certificated shareholders and dematerialised shareholders whose shares are registered in their own names on Friday, 23 November 2012 ("Record Date"), being the Record Date for the Annual General Meeting to be held at 200 Constantia Drive, Constantia Kloof, Roodepoort on Friday, 30 November 2012 at 09:00 (see note 1 and 2).

For instructions on the use of this proxy form and a summary of the rights of the shareholder's to be represented by proxy and the proxy, please see the instructions and notes at the end of this form.

I/We (full names in BLOCK LETTERS please)

of (address)

Telephone (work) (home)

being the holder of () ordinary share (s), hereby 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 participate in, and speak and vote at, 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 resolutions to be proposed and considered at the Annual General Meeting, and at each adjournment of the Annual General Meeting, and to vote for or against the said resolutions or to abstain from voting in respect of the ordinary shares registered in my/our name/s, in accordance with the following instructions (see note 4 and 6).

Number of votes		Ordinary shares		
		*In favour of	*Against	*Abstain
A.	Normal business			
1.	Ordinary resolution number 1: Adoption of Annual Financial Statements			
2.	Ordinary resolution number 2: Re-election of Directors who have retired by rotation			
	To be inserted Wl Büchner			
	To be inserted Dr J C Hendriks			
3.	Ordinary resolution number 4: Re-appointment of Independent External Auditors			
4.	Ordinary resolution number 5: Approval of the Group Remuneration Policy			
5.	Ordinary resolution number 6: Election of Independent Audit and Risk Committee			
	(a) S F Booysen as a member of the Audit and Risk Committee			
	(b) Dr J N S Du Plessis as a member of the Audit and Risk Committee			
	(c) N P Mageza as a member of the Audit and Risk Committee			
	(d) T A Wixley as a member of the Audit and Risk Committee			
B.	Special business			
1.	Special resolution number 1: General Authority to Repurchase Shares			
2.	Special resolution number 2: Approval of Non-Executive Directors' Remuneration			
3.	Special resolution number 3: Adoption of the Memorandum of Incorporation			

* Insert an "X" in the relevant space above according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of less than your entire holding of ordinary shares in the Company, insert the number of ordinary shares in respect of which you desire to vote (see note 5).

Signature:

Signed at:

on 2012.

Assisted by me (where applicable):

Summary of rights contained in section 58 of the Companies Act

In terms of section 58 of the Companies Act:

- A shareholder may, at any time and in accordance with the provisions of section 58 of the Companies Act, appoint any individual (including an individual who is not a shareholder) as a proxy to participate in, and speak and vote at, the Annual General Meeting on behalf of such shareholder.
- A proxy may delegate her or his authority to act on behalf of the shareholder to another person, subject to any restriction set out in the instrument appointing such proxy.
- Irrespective of the form of instrument used to appoint a proxy, the appointment of a proxy is suspended at any time and to the extent that the relevant shareholder chooses to act directly and in person in the exercise of any such shareholder's rights as a shareholder.
- Any appointment by the shareholder of a proxy is revocable, unless the form of instrument used to appoint such proxy states otherwise.
- Any appointment remains valid until the end of the Annual General Meeting (or any adjournment thereof), unless it is revoked in the manner contemplated herein.
- If an appointment of a proxy is revocable, the 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.
- A proxy appointed by the shareholder is entitled to exercise, or abstain from exercising, any voting right of such shareholder without direction, except to the extent that the memorandum of incorporation of the Company, or the instrument appointing the proxy, provides otherwise.

Instructions and notes to this form of proxy

1. This form of proxy should only be used by shareholders whose shares are registered in their own names on the Record Date and who wish to appoint another person to represent them at the Annual General Meeting. If duly authorised, companies and other corporate bodies who are shareholders of the Company having shares registered in their own names may, instead of completing this proxy form, 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. Other shareholders should not use this form of proxy.
2. All beneficial holders who have dematerialised their shares through a Central Securities Depository Participant ("CSDP") or broker, and do not have their shares registered in their own name, must provide the CSDP or broker with their voting instructions. Alternatively, if they wish to attend the Annual General Meeting in person, they should request the CSDP or broker to provide them with a letter of representation in terms of the custody agreement entered into between the beneficial owner and the CSDP or broker.
3. This proxy form will not be effective at the Annual General Meeting unless received at the Company's transfer office, Computershare Investor Services (Pty) Ltd, 70 Marshall Street, Johannesburg, 2001 (P.O. Box 61051, Marshalltown, 2107), telefacsimile number (011) 688-5238, by not later than 09:00 on Thursday, 29 November 2012. If a shareholder does not wish to deliver this form of proxy to that address, it may also be posted, at the risk of the shareholder, to P.O. Box 6161, Weltevredenpark, 1715. Any forms of proxy not received by this time must be handed to the Chairman of the Annual General Meeting immediately prior to the Annual General Meeting.
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/s provided, which proxy need not be a shareholder of the Company, with or without deleting "the Chairman of the Annual General Meeting", but any such deletion must be signed in full by the shareholder; provided that:
 - 4.1 If more than one name is inserted, the person whose name stands first on this 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.
 - 4.2 If the name of the proxy is not inserted, the Chairman of the Annual General Meeting will be appointed as proxy.
 - 4.3 The proxy appointed in this proxy form may delegate the authority given to him in this proxy form by delivering to the Company, in the manner required by these instructions, a further form of proxy which has been completed in a manner consistent with the authority given to the proxy in this form of proxy.

- 4.4 Unless revoked, the appointment of proxy in terms of this form of proxy remains valid until the end of the Annual General Meeting even if the Annual General Meeting or a part thereof is postponed or adjourned.
5. Shareholders are to insert an "X" in the space provided according to how they wish their votes to be cast. However, if a shareholder wishes to cast its votes in respect of a lesser number of shares than it owns in the Company, it is to insert the number of shares held in respect of which it wishes to vote. Where there are joint holders of any shares, only that holder whose name appears first in the register of shareholders of the Company in respect of such shares needs to sign this form of proxy.
6. The form of proxy shall, in addition to the authority granted under the Companies Act, be deemed to confer the power generally to act at the Annual General Meeting, subject to the specific direction as to the manner of voting in this form of proxy or on separate written instructions which accompany this form of proxy. A proxy is therefore entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction, except to the extent that the voting instructions are indicated on the form of proxy or on separate written instructions which accompany this form of proxy. Without derogating from the foregoing, none of the following circumstances will qualify, or be construed as, or deemed to be, a qualification of, the powers of the proxy referred to above:
 - 6.1 The shareholder does not indicate on this instrument that the proxy is to vote in favour of, or against, or to abstain from voting on, any resolution.
 - 6.2 The shareholder gives contradictory instructions in relation to any matter.
 - 6.3 Any additional resolution/s are properly put before the Annual General Meeting.
 - 6.4 Any resolution listed in the form of proxy is modified or amended.
7. A shareholder or the proxy is not obliged to use all the votes exercisable by the shareholder or by proxy, but the total of the votes cast in respect of which abstention is recorded may not exceed the total number of the votes exercisable by the shareholder or by proxy.
8. If this form of proxy is signed by a person (signatory) on behalf of the shareholder, whether in terms of a power of attorney or otherwise, then this proxy form will not be effective unless (i) it is accompanied by a certified copy of the authority given by the shareholder to the signatory; or (ii) the Company has already received a certified copy of that authority.
9. Any alterations or corrections to this form of proxy must be signed in full and not initialled. If this form of proxy is signed under a power of attorney or other form of authority, then such power of attorney or other form of authority, or a notarially certified copy thereof, must be sent with this form of proxy for noting (unless it has already been noted by the transfer secretaries). A minor must be assisted by his or her parent or guardian unless the relevant documents establishing his or her legal capacity are produced or have been registered by the transfer secretaries.
10. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the Annual General Meeting and speaking and voting in person at the Annual General Meeting to the exclusion of any proxy appointed in terms of this form of proxy.
11. This form of proxy is revoked if the shareholder who granted the proxy:
 - 11.1 Gives written notice of cancellation of the appointment of proxy to the Company, so that it is received by hand by the Company by not later than 09:00 on Thursday, 29 November 2012 at 200 Constantia Drive, Constantia Kloof, Roodepoort, 1709.
 - 11.2 Appoints another proxy for the Annual General Meeting.
 - 11.3 Attends the Annual General Meeting himself in person.
12. The Chairman of the Annual General Meeting may accept any form of proxy which is completed, other than in accordance with these notes, if the Chairman is satisfied as to the manner in which the shareholder wishes to vote.
13. All notices which a shareholder is entitled to receive in relation to the Company shall continue to be sent to that shareholder and shall not be sent to the proxy.
14. Additional forms of proxy are available from the transfer secretaries on request.