

## FORM OF PROXY

### HULAMIN LIMITED

Incorporated in the Republic of South Africa

Registration number: 1940/013924/06

Share code: HLM

ISIN: ZAE000096210

("Hulamin" or "the company" or "the group")



**HULAMIN**

**Note:** All beneficial shareholders that have dematerialised their shares through a CSDP or broker, other than those which are in "own name", must not complete this form.

Instead, they must either provide the CSDP or broker with their voting instructions, or alternatively, should they wish to attend the annual general meeting themselves, they may request the CSDP or broker to provide them with a letter of representation in terms of the custody agreement entered into between themselves and the CSDP or broker.

Completed forms of proxy must be received at the office of the company's transfer secretaries, Computershare Investor Services (Pty) Ltd, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107), by not later than 15:00 on Tuesday, 16 April 2013. Any forms of proxy not lodged by this time may be handed to the chairperson of the annual general meeting immediately prior to its commencement.

A shareholder entitled to attend and vote at the meeting mentioned below is entitled to appoint a proxy or proxies to attend, speak and, on a poll, to vote in his stead. A proxy need not be a shareholder of the company.

I/We \_\_\_\_\_ (name in block letters)

of \_\_\_\_\_ (address in block letters)

being the holder/holders of \_\_\_\_\_ ordinary shares in Hulamin do hereby appoint

1. of \_\_\_\_\_ (or failing him/her)

2. of \_\_\_\_\_ (or failing him/her)

3. the chairman of the annual general meeting as my/our proxy to attend and speak and to vote for me/us at the annual general meeting of the company to be held at 15:00 on Thursday, 18 April 2013, for the purpose of considering and, if deemed fit, passing, with or without modification, all the resolutions to be proposed thereat, or at any adjournment thereof, as follows:

Resolution	For	Against	Abstain
1. Adoption of annual financial statements			
2. Confirmation of appointment of auditors – retaining the services of PricewaterhouseCoopers and to appoint H Govind as the designated auditor			
3. Appointment of group Audit Committee members and T P Leeuw as chairman of the group Audit Committee:			
3.1 L C Cele			
3.2 T P Leeuw as chairman			
3.3 N N A Matyumza			
4. Re-election of directors retiring by rotation:			
4.1 V N Khumalo			
4.2 P H Staude			
4.3 G H M Watson			
5. Re-election of D A Austin as director			
6. <b>Ordinary resolution number 1:</b> Adopt the amendments to the overall company limit and individual limit in the Hulamin Share Appreciation Right Scheme 2007; in the Hulamin Long Term Incentive Plan 2007 and in the Hulamin Deferred Bonus Plan 2007			
7. <b>Special resolution number 1:</b> Approval of non-executive directors' fees			
8. <b>Special resolution number 2:</b> Provision of financial assistance			
9. <b>Special resolution number 3:</b> Adoption of new Memorandum of Incorporation			
10. Non-binding advisory vote – remuneration policy			

Signed at \_\_\_\_\_ on this \_\_\_\_\_ day of \_\_\_\_\_ 2013

Signature: \_\_\_\_\_

## NOTES TO THE FORM OF PROXY

---

1. A shareholder's instructions to the proxy must be indicated in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote or abstain from voting at the annual general meeting as he/she deems fit. A shareholder may instruct the proxy to vote less than the total number of shares held by inserting the relevant number of shares in the appropriate box provided. A shareholder who fails to do so will be deemed to have authorised the proxy to vote or abstain from voting, as the case may be, in respect of all the shareholder's votes exercisable at the annual general meeting.
2. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity (e.g. for a company, close corporation, trust, pension fund, deceased estate, etc.) must be attached to this form of proxy unless previously recorded by the company's share registrar or waived by the chairman of the annual general meeting.
3. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
4. A minor must be assisted by the minor's parent or guardian unless the relevant documents establishing the minor's legal capacity are produced or have been registered by the share registrars of the company.
5. 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 of the annual general meeting is satisfied as to the manner in which the shareholder wishes to vote.

### Summary in terms of section 58(8)(b)(i) of the Companies Act, 2008, as amended

Section 58(8)(b)(i) provides that if a company supplies a form of instrument for appointing a proxy, the form of proxy supplied by the company for the purpose of appointing a proxy must bear a reasonably prominent summary of the rights established by section 58 of the Companies Act, 2008, as amended, which summary is set out below:

- A shareholder of a company may, at any time, appoint any individual, including an individual who is not a shareholder of that company, as a proxy, among other things, to participate in, and speak and vote at, a shareholders' meeting on behalf of the shareholder.
- A shareholder may appoint two or more persons concurrently as proxies, and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder.
- A proxy may delegate the proxy's authority to act on behalf of the shareholder to another person.
- A proxy appointment must be in writing, dated and signed by the shareholder; and remains valid only until the end of the meeting at which it was intended to be used, unless the proxy appointment is revoked, in which case the proxy appointment will be cancelled with effect from such revocation.
- A shareholder may revoke a proxy appointment in writing.
- A proxy appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder.
- A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction.