

SHAREHOLDER SPREAD ANALYSIS

at 28 February 2006

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TYPE OF LISTED SECURITY

TOTAL NUMBER IN ISSUE

MAIN BOARD, VCM OR DCM

Type of shareholders

1. Public
2. Non-public

Total

ANALYSIS OF NON-PUBLIC SHAREHOLDERS

Type of shareholders

1. Directors of the applicant or any of its subsidiaries
2. Any associates of 1 above
- Total**
3. The trustee of any employees' share scheme or pension fund established for the benefit of any Director or employees of the applicant and its subsidiaries
4. Any person who, by virtue of any agreement, has a right to nominate a person to the Board of Directors of the applicant
5. Any person that is interested in 10% or more of the securities of the relevant class unless the JSE determines that, in all the circumstances, such person can be included in the public for the purposes of paragraphs 4.29 (d) and (e), 4.31 (g) (iv) and (v)

SHAREHOLDERS WITH A HOLDING GREATER THAN 5% OF THE ISSUED SHARES

Type of shareholders

- Trustees of the AFGRI Share Incentive Scheme
- OTK Investment House (Pty) Limited
- Public Investment Commissioner

Ordinary shares		
373 794 000		
Main Board		
Number of shareholders	Number of securities held	Percentage of securities issued
5 404	314 453 622	84,1
5	59 340 378	15,9
5 409	373 794 000	100
Number of shareholders	Number of securities held	Percentage of securities issued
4	34 533 590	9,3
–	–	–
4	34 533 590	9,3
1	24 806 788	6,6
–	–	–
–	–	–
	Number of securities held	Percentage of securities issued
Trustees of the AFGRI Share Incentive Scheme	24 806 788	6,6
OTK Investment House (Pty) Limited	32 608 635	8,7
Public Investment Commissioner	24 491 683	6,6

SHAREHOLDERS' DIARY

at 28 February 2006

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Financial year end

February

Annual General Meeting

Friday, 23 June 2006

Financial Reports

Announcement of interim results

November 2005

Interim report published

November 2005

Announcement of annual results

May 2006

Annual financial statements published

May 2006

Dividends

Interim dividend

– declared

November 2005

– paid

December 2005

Capital distribution

– declared

May 2006

– paid

June 2006

Notes

These dates are subject to change, and shareholders will be notified of any changes.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eleventh Annual General Meeting of shareholders in AFGRI will be held at AFGRI, Block B2, Knightsbridge Manor, 33 Sloane Street, Bryanston, on Friday, 23 June 2006 at 10:00, to transact the following matters:

- 1** To receive, approve and adopt the Group's annual financial statements for the year ended 28 February 2006.
- 2** RESOLVED THAT as contemplated in section 90 of the Companies Act No 61 of 1973, as amended, ("the Act"), the Directors of the Company shall be entitled to pay, by way of a capital distribution from the Company's share capital or share premium, in lieu of a dividend, an amount equal to the amount which the Directors of the Company would have declared and paid out of profits in respect of the Company's interim and final dividend for the year ended 28 February 2006, subject to the provisions of the Companies Act and the Listings Requirements of the JSE Limited ("JSE") and the following limitations:
 - that this authority shall not extend beyond 15 (fifteen) months from the date of this meeting or the date of the next annual general meeting, whichever is the earlier date;
 - that the maximum amount by which the share capital or share premium shall be reduced in terms of this authority, shall not exceed R73 000 000 (seventy three million Rand), which amount represents not more than the Rand value of 20% (twenty percent) of the Company's issued share capital at the date of this meeting (including share premium and reserves at the date of this meeting, but excluding minority interests and re-valuations of assets and intangible assets that are not supported by a valuation by an independent professional expert acceptable to the JSE prepared within the last six months, in any one financial year, measured as at the beginning of such financial year); and
 - that any capital distribution be made pro rata to all shareholders.

The Company's Directors undertake that they will not implement the proposed capital distribution, unless for a

period of 12 (twelve) months following the date of the annual general meeting:

- the Company and the Group are able to repay their debts in the ordinary course of business;
- the consolidated assets of the Company and the Group, fairly valued according to IFRS and on a basis consistent with the last financial year of the Company, exceed their consolidated liabilities;
- the Company and the Group have adequate share capital and reserves for ordinary business purposes; and
- the Company and the Group have sufficient working capital for ordinary business purposes.

The Directors of the Company intend to utilise the authority in terms of this Ordinary Resolution Number 2 in order to make payment to shareholders, in lieu of dividend, by way of a capital distribution from the Company's share capital or share premium.

An announcements will be published on SENS once the shareholder approval is obtained setting out the finalised dates, complying with Schedule 24. The financial effect of the capital distribution is insignificant (below 3%) and will therefore not be disclosed.

The Directors of the Company who hold shares in the Company intend to vote their shares in favour of this resolution and recommend that shareholders do the same.

Please refer to the additional disclosure of information contained in this notice, which disclosure is required in terms of the Listings Requirements.

- 3** To confirm the interim cash dividend of 9,05 cents per share paid in December 2005.
- 4** To appoint three Directors to the positions of the under mentioned Directors who retire in terms of the Company's Articles of Association, and who, being eligible, offer themselves for re-election:

NOTICE OF ANNUAL GENERAL MEETING

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- 4.1 JJ Claassen
- 4.2 JJ Ferreira
- 4.3 FJ van der Merwe

Abbreviated CV's appear on page 6 of the annual report.

Shareholders have the opportunity to nominate Directors in terms of the Articles of Association, up to seven (7) clear days before the meeting. Proxy forms for this purpose will be obtainable on request during normal business hours at the Company's head office, 33 Sloane Street, Bryanston, as from 1 June 2006.

5 To re-appoint PricewaterhouseCoopers Inc as the auditors of the Company and to approve their remuneration.

6 RESOLVED THAT the authorised but unissued share capital of the Company be and is hereby placed under the authority of the Directors, who are hereby authorised to allot and issue such shares upon and subject to such terms and conditions as they may deem fit, but restricted specifically to the allotment and issue of shares which may be allocated during the year to certain employees and Executive Directors in terms of the employee share incentive scheme to a maximum of 10% (ten percent) of the issued share capital, and subject to the following:

- 1 the Company's Articles of Association;
- 2 the provisions of the Act;
- 3 the Listings Requirements of the JSE; and
- 4 the terms and conditions of the Company's share incentive scheme, as previously approved by the shareholders.

Shareholders are advised that the employee share incentive scheme currently holds 6,6% of the issued share capital and is authorised by way of a previous resolution, to hold up to a maximum of 15% of the Company's issued share capital at any one time.

7 SPECIAL RESOLUTION

"RESOLVED THAT the Board of Directors of the Company be authorised by way of a general authority to facilitate the acquisition by the Company or a subsidiary of the Company of the issued ordinary shares of the Company, upon such terms and conditions and in such amounts as the Directors may from time to time determine ("the Repurchase"), but subject to the Articles of Association of the Company, the provisions of the Act and the JSE Listings Requirements, when applicable, and provided that:

- the repurchase of securities will be effected 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;
- this general authority shall only be valid until the Company's next Annual General Meeting, provided that it shall not extend beyond 15 (fifteen) months from the date of passing of this special resolution;
- in determining the price at which the Company's ordinary shares are acquired by the Company in terms of this general authority, the maximum premium at which such ordinary shares may be acquired will be 10% (ten percent) of the weighted average of the market price at which such ordinary shares are traded on the JSE, as determined over the 5 (five) trading days immediately preceding the date of the repurchase of such ordinary shares by the Company;
- the acquisitions of ordinary shares in the aggregate in any one financial year do not exceed 20% (twenty per cent) of the Company's issued ordinary share capital from the date of the grant of this general authority;
- the Company and the Group are in a position to repay their debt in the ordinary course of business for the next 12 months;

- the consolidated assets of the Company and the Group, being fairly valued in accordance with International Financial Reporting Standards are in excess of the consolidated liabilities of the Company and the Group in the next 12 months;
- the ordinary capital and reserves of the Company and the Group are adequate for the next 12 months;
- the available working capital is adequate to continue the operations of the Company and the Group in the next 12 months;
- upon entering the market to proceed with the repurchase, the Company's sponsor has confirmed the adequacy of the Company's working capital for the purposes of undertaking a repurchase of shares in writing to the JSE;
- after such Repurchase the Company will still comply with the JSE Listings Requirements concerning shareholder spread requirements;
- the Company or its subsidiary are not repurchasing securities during a prohibited period as defined in the JSE Listings Requirements;
- when the Company has cumulatively repurchased 3% of the initial number of the relevant class of securities, and for each 3% in aggregate of the initial number of that class acquired thereafter, an announcement will be made; and
- the Company only appoints one agent to effect any repurchase(s) on its behalf."

The JSE Listings Requirements require the following disclosure, some of which are elsewhere in the annual report of which this notice forms part as set out below:

Directors and management	pages 6 and 7
Major shareholders of the Company	page 111
Directors' interests in securities	page 37; and
Share capital of the Company	pages 77 and 107

LITIGATION STATEMENT

In terms of section 11.26 of the Listings Requirements of the JSE, the Directors, whose names are given on page 6 of the

annual report of which this notice forms part, are not aware of any legal or arbitration proceedings, including proceedings that are pending or threatened, that may have or have had in the recent past, being at least the previous 12 months, a material effect on the Group's financial position.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors, whose names are given on pages 6 and 7 of the annual report, collectively and individually accept full responsibility for the accuracy of the information pertaining to this resolution 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.

MATERIAL CHANGE

Other than the facts and developments reported on in the annual report, there have been no material changes in the trading or financial position of the Company and its subsidiaries since the date of signature of the audit report and the date of this notice.

The reason and effect for this special resolution is to grant the Company a general authority to acquire its own shares, which general authority shall be valid until the earlier of the next annual general meeting of the Company or its variation or revocation of such general authority by special resolution by any subsequent general meeting of the Company, provided that it does not extend beyond 15 (fifteen) months from the date of this general meeting. (Refer to the attached report of the independent auditors (page 117).

- 8** To transact such other matters as may be transacted at an Annual General Meeting.

"Shareholders who have not dematerialised their shares or who have dematerialised their shares with "own name" registration are entitled to attend and vote at the meeting and are entitled to appoint a proxy or proxies to attend, speak and vote in their stead. The person so appointed need not be a shareholder.

NOTICE OF ANNUAL GENERAL MEETING

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Proxy forms must be forwarded to reach the Company's transfer secretaries, Computershare Investor Services 2004 (Pty) Ltd, 70 Marshall Street, Johannesburg, 2001, PO Box 61051, Marshalltown, 2107, so as to reach them by no later than 10:00 on Wednesday, 21 June 2006. Proxy forms must only be completed by shareholders who have not dematerialised their shares or who have dematerialised their shares with "own name" registration."

On a show of hands, every shareholder of the Company present in person or represented by proxy shall have one vote only. On a poll, every shareholder of the Company shall have one vote for every share held in the Company by such shareholder.

Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with "own name" registration, should contact their CSDP or broker in the manner and time stipulated in their agreement:

- to furnish them with their voting instructions; and
- in the event that they wish to attend the meeting, to obtain the necessary authority to do so.

By order of the Board of the Company



SL REYNOLDS (Ms)

Group Company Secretary

JOHANNESBURG

16 May 2006

REPORT OF THE INDEPENDENT AUDITORS ON THE FORECAST FOR REPURCHASE OF SHARES

Report of the independent auditors to the Directors of AFGRI Limited on the forecast consolidated balance sheet, income statement and cash flow statement up to 28 February 2007.

We have examined the forecast balance sheet, income statement and cash flow statement for the twelve months ended 28 February 2007. The forecasts were compiled by you and are the sole responsibility of the Directors of AFGRI Limited. Our responsibility is to report on the results of our review for the purpose of meeting the Listing Requirements of the JSE Limited regarding share repurchases.

SCOPE

Our examination was carried out in terms of section 5.140 of the JSE Limited requirements and was conducted in accordance with the Audit and Accounting Guide on profit forecasts and additional guidance issued by the South African Institute of Chartered Accountants. In carrying out our examination we have analysed the accounting policies, checked the calculations used in the forecast and have confirmed that the underlying information used in the forecast has been presented on a basis consistent with the accounting policies normally adopted by AFGRI Limited. We consider that our procedures were appropriate in the circumstances to enable us to express our opinion presented below.

ASSUMPTIONS

The profit forecast of the Directors was made in accordance with existing budget procedures and accounting policies and is based on the following main assumptions:

- An average crop return and general farming conditions in the AFGRI Limited operating areas;
- No material changes in market circumstances, inflation rate, exchange rate and interest rates;
- No extraordinary disruptions due to political and labour-related factors;
- No major capital projects or acquisitions to take place (normal capital expenditure was provided for), except for:
 - the acquisition of Daybreak; and
 - the disposal of the cotton ginning interests
- The proposed 20% share repurchase will be carried out during this forecast period.

IN OUR OPINION

- The assumptions set out above provide a reasonable basis for the preparation of the forecast;
- The forecast has been properly compiled on the basis of the assumptions;
- The forecast is presented on a basis consistent with the accounting policies normally adopted by AFGRI Limited.

Since the forecast is based on assumptions concerning future events, actual results may vary from the forecast, which has been presented, and the variation may be material. Accordingly we express no opinion on whether or not the forecast will be achieved.



PRICEWATERHOUSECOOPERS INC

Registered Accountants and Auditors

JOHANNESBURG

16 May 2006

ADMINISTRATION

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AFGRI LIMITED

Registration number 1995/004030/06

Incorporated in South Africa

GROUP SECRETARY

SL Reynolds (Ms)

BA LLB

POSTAL ADDRESS

PO Box 3559

CRAMERVIEW 2060

BUSINESS ADDRESS AND REGISTERED OFFICE

33 Sloane Street

Knightsbridge Manor, Block B2

BRYANSTON

Fax (011) 463 4139 / 706 7662

Tel (011) 706 7897 / 549 0600

INTERNET ADDRESS

www.AFGRI.co.za

BANKERS

ABSA Bank Limited

FirstRand Bank Limited

Land and Agricultural Development Bank of SA Limited

Nedcor Bank Limited

Standard Bank of SA Limited

AUDITORS

PricewaterhouseCoopers Inc

SPONSOR

Rand Merchant Bank (A division of FirstRand Bank Limited)

TRANSFER SECRETARIES

Computershare Investor Services 2004 (Pty) Ltd

(Registration number 2004/002649/07)

70 Marshall Street

JOHANNESBURG 2001

PO Box 61051

MARSHALLTOWN 2107

Tel (011) 370 5320



FORM OF PROXY

Registration number 1995/004030/06
 ISIN code ZAE 000040549 Share code AFR
 "the Company"

ONLY FOR USE BY SHAREHOLDERS WHO HAVE NOT DEMATERIALISED THEIR SHARES OR SHAREHOLDERS WHO HAVE DEMATERIALISED THEIR SHARES WITH "OWN NAME" REGISTRATION. ALL OTHER DEMATERIALISED SHAREHOLDERS MUST CONTACT THEIR CSDP OR BROKER TO MAKE THE RELEVANT ARRANGEMENTS CONCERNING VOTING AND/OR ATTENDANCE AT THE MEETING.

I/We (block letters) _____
 (Name of shareholder)

of (address) _____

being a member/members of the Company, holding _____ number of shares, do hereby appoint

(name of proxy) _____

of (address) _____

or failing him, the Chairman of the meeting, as my/our proxy to represent me/us at the Annual General Meeting of the Company to be held on Friday, 23 June 2006 at AFGRI Ltd, Block B2, Knightsbridge Manor, 33 Sloane Street, Bryanston, Sandton, at 10:00, or at any adjournment thereof, to speak thereon and to vote as follows:

	In favour of resolution	Against resolution	Abstain from voting
1 To adopt the annual financial statements for the year ended 28 February 2006			
2 To confirm the payment of a capital distribution of 21,18 cents per share			
3 To confirm the interim cash dividend of 9,05 cents per share			
4 To appoint Directors to the positions of the undermentioned Directors who retire in terms of the Company's Articles of Association and being eligible, offer themselves for re-election:			
4.1 JJ Claassen			
4.2 JJ Ferreira			
4.3 FJ van der Merwe			
5 Auditors			
5.1 To appoint PricewaterhouseCoopers Inc as auditors			
5.2 To approve the auditors' remuneration			
6 To adopt the special resolution authorising the issue of unissued share capital in terms of the share incentive scheme			
7 To adopt the special resolution to repurchase shares by way of a general authority			

Please indicate instruction to proxy by way of a cross in the space provided above.

Signed at _____ on _____ 2006

Signature _____

NOTES TO THE FORM OF PROXY

1 A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a shareholder of the Company.

2 Every shareholder present in person or by proxy and entitled to vote at the Annual General Meeting of the Company shall, on a show of hands, have one vote only, irrespective of the number of shares such shareholder holds, but in the event of a poll, every ordinary share in the Company shall have one vote.

3 Dematerialised shareholders registered in their own names are shareholders who appointed Computershare Custodial Services as their Central Securities Depository Participant (CSDP) with the express instruction that their uncertificated shares are to be registered in the electronic sub-register of shareholders in their own names.

Instructions on signing and lodging the proxy form

1 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, with or without deleting "the chairman of the Annual General Meeting", but any such deletion must be initialled by the shareholder. Should this space be left blank, the chairman of the Annual General Meeting will exercise the proxy. The person whose name appears 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 follow.

2 A shareholder's voting instructions to the proxy must be indicated by the insertion of the number of votes exercisable by that shareholder in the appropriate spaces provided. Failure to do so shall be deemed to authorise the proxy to vote or to abstain from voting at the Annual General Meeting, as he/she thinks fit in respect of all the shareholders' exercisable votes. A shareholder or his/her proxy is not obliged to use all the votes exercisable by his/her proxy, but the total number of votes cast, or those in respect of which abstention is recorded, may not exceed the total number of votes exercisable by the shareholder or by his/her proxy.

3 A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.

4 To be valid the completed proxy forms must be lodged with the transfer secretaries of the Company at Computershare Investor Services 2004 (Pty) Ltd, 70 Marshall Street, Johannesburg 2001, PO Box 61051, Marshalltown 2107, so as to reach them by no later than 10:00 on Wednesday, 21 June 2006.

5 Documentary evidence establishing the authority of a person signing this proxy form in a representative capacity must be attached to this proxy form unless previously recorded by the transfer secretaries or waived by the chairman of the Annual General Meeting.

6 The completion and lodging of this proxy form shall not preclude the relevant shareholder from attending the Annual General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.

7 The completion of any blank spaces need not be initialled. Any alterations or corrections to this proxy form must be initialled by the signatory/ies.

8 The chairman of the Annual General Meeting may reject or accept any proxy form 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.