

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, 24 October 2008 at AFGRI Limited, 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 ratify and approve the change in financial year-end to 30 June			
2 To receive and approve the annual financial statements for the 16 months ended 30 June 2008			
3 To confirm the two interim cash dividends of 11,65 and 21,70 cents per share			
4 To confirm the payment of a special dividend of 8,0 cents per share			
5 To appoint three directors to the positions of the under mentioned directors who retire in terms of the Company's articles of association and being eligible, offer themselves for re-election:			
5.1 CA Apsey			
5.2 JJ Claassen			
5.3 JJ Ferreira			
6 To approve the remuneration payable to non-executive directors			
7 To appoint PricewaterhouseCoopers Inc as auditors			
8 To adopt and approve the ordinary resolution placing the unissued share capital under the authority of the directors for purposes of the share incentive scheme			
9 To adopt and approve the special resolution number 1 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 \_\_\_\_\_ 2008

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.
- 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 (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, 22 October 2008.
- 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.

### 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.
- 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.