

Notice of Annual General Meeting 2010



Harmony Gold Mining Company Limited

Incorporated in the Republic of South Africa

Registration Number 1950/038232/06

("Harmony" or "Company")

JSE Share code: HAR

NYSE Share code: HMY

ISIN Code: ZAE 000015228

Directors:

Mr PT Motsepe* (Chairman)

Ms FFT De Buck*^ (Lead independent non-executive director)

Mr GP Briggs (Chief Executive Officer)

Mr HO Meyer (Financial Director)

Mr F Abbott (Executive Director)¹

Mr HE Mashego (Executive Director)

Mr JA Chissano*#

Dr CM Diarra*##^

Mr KV Dicks*^

Dr DS Lushaba*^

Ms CE Markus *^

Mr MJ Motloba*^

Mr CML Savage*^

Mr AJ Wilkens*

^ Independent

* Non-executive

Mozambican

Mali/US Citizen

1 Mr F Abbott retired as executive director in July 2010 and was appointed non-executive director from 1 August 2010

Secretary: Ms NY Maluleke

Please refer to the Annual Report for details of the Company's directors and management, its major shareholders, material changes, contingencies, directors' interests in securities, share capital and the Directors' Statement of Responsibility



Notice to shareholders

Notice is hereby given that the Annual General Meeting of the Company will be held on Wednesday, 1 December 2010 at 11h00 (SA time) at the Johannesburg Country Club, 1 Napier Road, Auckland Park, Johannesburg, South Africa (see map on page 7), to consider and, if deemed fit, pass, with or without modification, the following ordinary resolutions:

Ordinary Resolution Number 1

Adoption of financial statements for the year ended 30 June 2010

“Resolved that the consolidated audited annual financial statements of the Company and its subsidiaries for the year ended 30 June 2010 be adopted.”

The reason for proposing Ordinary Resolution Number 1 is to adopt the consolidated annual financial statements of the Company and its subsidiaries for the last completed financial year. These are contained in the annual report which is posted with this notice (“Annual Report”).

Ordinary Resolution Number 2

Re-election of director

“Resolved that Mr PT Motsepe, who retires in terms of the Company's articles of association and who is eligible and available for re-election, be and is hereby re-elected as a director of the Company.” (Mr PT Motsepe's curriculum vitae appears in the Annual Report under the heading “Board of directors”).

The reason for proposing Ordinary Resolution Number 2 is that Mr PT Motsepe retires as a director of the Company by rotation.

Ordinary Resolution Number 3

Election of director

“Resolved that Mr HE Mashego, whose period of office terminates in accordance with the Company's articles of association on the date of this Annual General Meeting and who is eligible and available for election, be and is hereby elected as a director of the Company.” (Mr HE Mashego's curriculum vitae appears in the Annual Report under the heading “Board of Directors”).

The reason for proposing Ordinary Resolution Number 3 is that Mr HE Mashego's appointment as a director of the Company terminates in accordance with the Company's articles of association on the date of this Annual General Meeting.

Ordinary Resolution Number 4

Re-election of director

“Resolved that Mr JA Chissano, who retires in terms of the Company's articles of association and who is eligible and available for re-election, be and is hereby re-elected as a director of the Company.” (Mr JA Chissano's curriculum vitae appears in the Annual Report under the heading “Board of Directors”).

The reason for proposing Ordinary Resolution Number 4 is that Mr JA Chissano retires as a director of the Company by rotation.

Ordinary Resolution Number 5

Re-election of director

“Resolved that Ms CE Markus, who retires in terms of the Company's articles of association and who is eligible and available for re-election, be and is hereby re-elected as a director of the Company.” (Ms CE Markus' curriculum vitae appears in the Annual Report under the heading “Board of directors”).

The reason for proposing Ordinary Resolution Number 5 is that Ms CE Markus retires as a director of the Company by rotation.

Notice to shareholders

Ordinary Resolution Number 6

Re-election of director

“Resolved that Mr AJ Wilkens, who retires in terms of the Company's articles of association and who is eligible and available for re-election, be and is hereby re-elected as a director of the Company.” (Mr AJ Wilkens' curriculum vitae appears in the Annual Report under the heading “Board of directors”).

The reason for proposing Ordinary Resolution Number 6 is that Mr AJ Wilkens retires as a director of the Company by rotation.

Ordinary Resolution Number 7

Re-appointment of external auditors

“Resolved that the re-appointment of PricewaterhouseCoopers Incorporated, with Mr FJ Lombard as the designated partner, as the external auditors of the Company be and is hereby approved.”

The reason for proposing Ordinary Resolution Number 7 is to provide for the re-appointment of PricewaterhouseCoopers Incorporated as the external auditors of the Company.

Ordinary Resolution Number 8

Increase in remuneration of non-executive directors

“Resolved that, the remuneration payable to non-executive directors be increased as indicated in the table below.”

Figures in thousand (rands)	Board		Audit		Sustainability		Empowerment Remuneration Investment Nomination		Technical		Lead Independent
	Chair	Director	Chair	Director	Chair	Director	Chair	Director	Chair	Director	Director
FY10	700	150	150	75	130	65	98	50	130	65	
FY11	756	162	180	90	140	70	123	62	140	70	243

The reason for proposing Ordinary Resolution Number 8 is to make the necessary adjustment to ensure that non-executive directors' remuneration is competitive in relation to the skills and experience required.

Ordinary Resolution Number 9

Authorisation to allot and issue certain of the unissued ordinary shares

“Resolved that the directors of the Company be and are hereby authorised to allot and issue authorised but unissued ordinary shares with a par value of R0.50 each in the share capital of the Company (“Unissued Shares”) under and in accordance with the terms of the Harmony (2001) Share Option Scheme, the Harmony (2003) Share Option Scheme and the Harmony 2006 Share Plan and, in addition, as a general authority, to allot and issue up to 42 865 478 Unissued Shares, being 10% of the total share capital of the Company as at 30 June 2010, at such time or times to such person or persons or bodies corporate upon such terms and conditions as the directors may from time to time in their sole discretion determine, subject to the provisions of the Companies Act, No 61 of 1973 (“Companies Act”) and the Listings Requirements of the Johannesburg Stock Exchange (“JSE Listings Requirements”).

The reason for proposing Ordinary Resolution Number 9 is to authorise the directors of the Company to allot and issue certain of the authorised but unissued ordinary shares in the share capital of the Company.

Ordinary Resolution Number 10

General authority to allot and issue equity securities for cash

“Resolved that the directors of the Company be and are hereby authorised to allot and issue equity securities (including the grant or issue of options or convertible securities that are convertible into an existing class of equity securities) for cash (or the extinction of a liability, obligation or commitment, restraint, or settlement of expenses) on such terms and conditions as the directors may from time to time at their sole discretion deem fit, but subject to the following:

- a) the equity securities which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue;
- b) the equity securities must be issued to public shareholders, as defined in the JSE Listings Requirements, and not to related parties;
- c) securities which are the subject of general issues for cash:
 - i) in the aggregate in any one financial year may not exceed 5% of the Company's relevant number of equity securities in issue of that class (for purposes of determining the securities comprising the 5% number in any one year, account must be taken of the dilution effect, in the year of issue of options/convertible securities, by including the number of any equity securities which may be issued in future arising out of the issue of such options/convertible securities);
 - ii) of a particular class, will be aggregated with any securities that are compulsorily convertible into securities of that class, and, in the case of the issue of compulsorily convertible securities, be aggregated with the securities of that class into which they are compulsorily convertible;
 - iii) as regards the number of securities which may be issued (the 5% number), shall be based on the number of securities of that class in issue added to those that may be issued in future (arising from the conversion of options/convertible securities), at the date of such application:
 - 1) less any securities of the class issued, or to be issued in future arising from options/convertible securities issued, during the current financial year;
 - 2) plus any securities of that class to be issued pursuant to:
 - aa) a rights issue which has been announced, is irrevocable and is fully underwritten; or
 - bb) an acquisition (which has had final terms announced) may be included as though they were securities in issue at the date of application;
- d) the maximum discount at which equity securities may be issued is 10% of the weighted average traded price of such equity securities measured over the 30 business days prior to the date that the price of the issue is agreed between the Company and the party subscribing for the securities. The JSE will be consulted for a ruling if the Company's securities have not traded in such 30 business day period in terms of the JSE Listings Requirements. The passing of Ordinary Resolution Number 10 requires the approval of a 75% majority of the votes cast by shareholders present or represented by proxy at this Annual General Meeting.

The reason for proposing Ordinary Resolution Number 10 is to authorise the directors to issue equity securities (including the grant or issue of options or convertible securities that are convertible into an existing class of equity securities) for cash. The proposed authority is in compliance with the JSE Listings Requirements relating to the issue of shares for cash.

Notice to shareholders

Ordinary Resolution Number 11

Establishment of a Broad-Based Employee Share Ownership Plan

“Resolved that in accordance with Schedule 14 of the JSE Listings Requirements, the directors of the Company be and are hereby authorised to establish the Harmony Employees’ Share Trust (“ESOP”) and to enter into the trust deed in respect of the ESOP (“Trust Deed”), the salient terms and conditions of which are attached as Annexure 1 to this notice. A copy of the Trust Deed, which has been initialled by the chairman of this Annual General Meeting for purposes of identification, is available for inspection.”

In terms of the JSE Listing Requirements, the passing of Ordinary Resolution Number 11 requires the approval of a 75% majority of the votes cast by shareholders present or represented by proxy at this Annual General Meeting.

The reason for proposing Ordinary Resolution Number 11 is to establish and implement a Broad-Based Employee Share Ownership Plan that will benefit employees who do not participate in any of the Company’s existing share incentive schemes.

Ordinary Resolution Number 12

Authorisation to allot and issue shares for purposes of the ESOP

“Resolved that, subject to the passing of Ordinary Resolution Number 11, the directors of the Company be and are hereby authorised, as a specific authority, to allot and issue a maximum of 12,864,000 authorised but unissued ordinary shares with a par value of R0.50 each in the share capital of the Company to “Qualifying Employees” and “New Qualifying Employees” as envisaged in the Trust Deed on such terms and conditions and at such times as envisaged under the Trust Deed.”

The reason for proposing Ordinary Resolution Number 12 is to authorise the directors to allot and issue authorised but unissued ordinary shares in the share capital of the Company in accordance with the ESOP.

Ordinary Resolution Number 13

Amendment to the Harmony 2006 Share Plan

“Resolved that the amendments to the Harmony 2006 Share Plan (2006 Share Plan”) contained in Annexure 2 to this notice, a copy of which has been initialled by the chairman of this Annual General Meeting for purposes of identification and which is available for inspection, be and is hereby approved and the directors of the Company be and are hereby authorised to implement the amendments.”

In terms of the JSE Listing Requirements, the passing of Ordinary Resolution Number 13 requires the approval of a 75% majority of the votes cast by shareholders present or represented by proxy at this Annual General Meeting, excluding participants in the 2006 Share Plan.

The reason for proposing Ordinary Resolution Number 13 is to bring the 2006 Share Plan in line with the amendments to Schedule 14 of the JSE Listing Requirements, which must be implemented no later than 1 January 2011, and to provide for a net settlement mechanism in respect of the 2006 Share Plan.

Voting and proxies

Each shareholder of the Company who, being an individual, is present in person or by proxy, or, being a company, is represented at the general meeting is entitled to one vote on a show of hands. On a poll, each shareholder present in person or by proxy or represented shall have one vote for every share held by such shareholder. A shareholder entitled to attend and vote at the meeting may appoint one or more proxies to attend, speak and vote in his stead. A proxy need not be a shareholder of the Company.

Certificated shareholders and 'own name' dematerialised shareholders who are unable to attend the general meeting but wish to be represented thereat must complete and return the attached form of proxy to the transfer secretaries of the Company, being Link Market Services South Africa (Proprietary) Limited or Capita Registrars, to reach them by no later than 11h00 (SA time) on Monday, 29 November 2010. The completion of a form of proxy will not preclude a shareholder from attending, speaking and voting at the general meeting to the exclusion of the proxy so appointed.

Dematerialised shareholders, other than those who have elected 'own name' registration, who wish to attend the general meeting must request their Central Securities Depository Participant (CSDP) or broker to provide them with a letter of representation or must instruct their CSDP or broker to vote on their behalf in terms of the agreement entered into between the shareholder and its CSDP or broker.

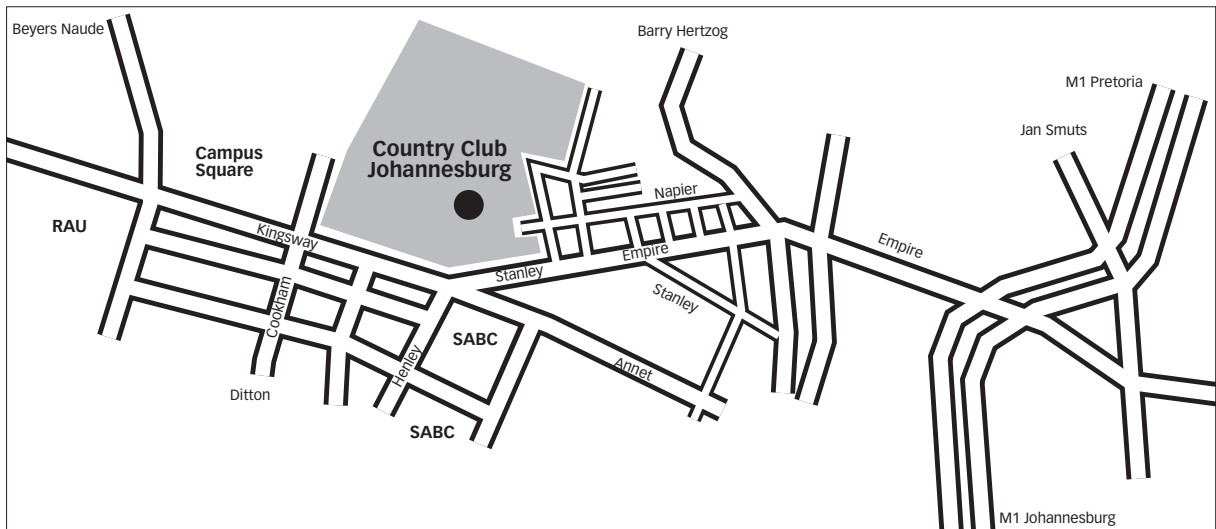
By order of the Board

Harmony Gold Mining Company Limited



Ms NY Maluleke
Company Secretary
Randfontein
South Africa

Finding your way to the annual general meeting:



Notice to shareholders

Annexure 1

Salient terms of the new employee share ownership scheme

The proposed new employee share ownership scheme ("ESOP") will be an equity-settled share incentive and share appreciation right ("SAR") scheme in terms of which certain qualifying employees will be issued ordinary shares of R0.50 each in the share capital of the company ("Ordinary Shares") and SARs. The ESOP will benefit those employees who do not currently benefit from any other of the company's share incentive schemes and who qualify for the Employee Share Ownership Scheme in terms of the Broad-Based Black Economic Empowerment Codes of Good Practice, as issued under the Broad-Based Black Economic Empowerment Act, 53 of 2003.

The ESOP will be implemented via a trust ("Trust"). A copy of the Trust deed will be available for inspection by shareholders from the date of this notice until the date of the Annual General Meeting, during normal business hours on business days at the company's registered office.

In terms of the ESOP, all persons permanently employed by the Company and who do not participate in any of the company's other share incentive schemes ("Qualifying Employees"), will be issued Ordinary Shares and receive an allocation of share appreciation rights (collectively hereinafter referred to as "Equity"), thereby aligning such employees with the Company's shareholders, by giving them the opportunity of benefiting in the economic growth of the company. One SAR will be underpinned by one notional Ordinary Share.

The Trust will offer, and if such offer is accepted, issue and allocate to Qualifying Employees who were employed by the company:

- as at as at 1 December 2010, 3 500 000 Ordinary Shares and 7 000 000 SARs on the basis that the Ordinary Shares and SARs will be issued and allocated on a 1:2 ratio (i.e. one Ordinary Share for every two SARs) and the amount of Equity issued and allocated will be determined in accordance with the number of years of a Qualifying Employee's service with the company ("Initial Allocation"); and
- after 1 December 2010, 788 000 Ordinary Shares and 1 576 000 SARs to new Qualifying Employees each year until the fourth anniversary of the Initial Allocation, mutatis mutandis on the basis set out above, provided that the amount of Equity offered to new Qualifying Employees will reduce by one fifth on each anniversary of the Initial Allocation ("Future Allocation").

The other salient features, of the ESOP include, inter alia, the following:

- the Trust will allocate a maximum of 12 864 000 Ordinary Shares to the ESOP, whether as a result of an issue of Ordinary Shares or pursuant to the allocation of SARs;
- no single Qualifying Employee may be offered more than 600 Ordinary Shares whether as a result of an issue of Ordinary Shares or pursuant to the allocation of SARs;
- the Ordinary Shares will be issued to the Trust for the beneficial interest of the relevant Qualifying Employees ("Participants") until such time as the Ordinary Shares have vested in the Participants;
- before the Ordinary Shares are issued, each Qualifying Employee will be required to pay the subscription price (i.e. the par value) of the Ordinary Shares which have been offered to him/her;
- whether in respect of the Initial Allocation or in respect of Future Allocations, the Equity will vest in each of the Participants in equal tranches, commencing from the date on which the issue and allocation were made and terminating on the fifth anniversary of the Initial Allocation;

- Participants will be entitled to exercise their SARs from the vesting date thereof until the eighth anniversary of the Initial Allocation;
- upon the vesting of an Ordinary Share in a Participant, the Trust will deliver the vested Ordinary Share to the Participant, subject to the Participant settling any income tax or other tax liability arising from the vesting and the transfer of the Ordinary Shares;
- upon the exercise of a SAR, a Participant will be issued with Ordinary Shares equal in value to the growth in the price of the notional Ordinary Share underpinning the SAR, from the date on which the SAR was offered until the exercise date, subject to the Participant settling any income tax or other tax liability arising from the exercise of the SAR and the issue of the Ordinary Shares;
- each Participant will cede his voting rights in respect of the Ordinary Shares issued to him to the Trustees until such time as the Ordinary Shares vest in and are delivered to the Participant;
- the Participants will not be entitled to dispose of or encumber their Ordinary Shares until such time as the Ordinary Shares vest in and are delivered to the Participant;
- Participants will be entitled to receive all distributions made in respect of the Ordinary Shares issued to them but which have not yet vested in them;
- the SARs will not carry a vote nor the right to receive dividends and will not be capable of being disposed of by Participants prior to vesting;
- in the event of a reconstruction or merger of the company, all Ordinary Shares and SARs that have not vested and/or have not been exercised will become immediately vested and exercisable;
- upon termination of a Participant's employment with the company by virtue of -
 - dismissal or resignation, that Participant will forfeit all Ordinary Shares and SARs which have not vested or, in the case of SARs, have vested but have not been exercised, and the Ordinary Shares issued to him/her shall be purchased by the Trustees at par value and shall revert back to the Trust;
 - retirement or retrenchment, that Participant will not forfeit Equity which has not vested or, in the case of SARs, have vested but have not been exercised, and the vested and unvested Equity will remain subject to the terms and conditions of the ESOP including the exercise dates; and
 - death, serious disability or serious incapacity, vested and unvested Equity will be deemed to have vested in the Participant and the Participant will be entitled to delivery of the vested Ordinary Shares and to exercise all of his SARs or, in the case of death, to his/her estate;
- The Trustees have not been authorised to purchase Ordinary Shares through the market, in order to satisfy their obligation to deliver Ordinary Shares to Participants pursuant to an offer of Ordinary Shares nor the exercise of SARs in accordance with the terms of the ESOP; and
- Neither participants in the scheme nor Executive Directors shall be eligible to be trustees.

Shareholders are referred to the notice of general meeting for detail of the ordinary and special resolutions to be proposed at the general meeting in relation to the creation of the ESOP as detailed above.

Notice to shareholders

Annexure 2

Salient features of proposed amendments to the Harmony Gold Mining Company Limited 2006 Share Plan (The share plan)

Capitalised terms in Salient Features document shall bear the same meanings as in the Annual Report or the Share Plan, as the context requires.

It is proposed to amend the Share Plan as set out below. The reason for the amendments is to bring the Share Plan in line with the amendments to Schedule 14 of the JSE Listings Requirements (JSE Sch 14). The design and methodology of the Share Plan remains unaffected. A copy of the amended Share Plan is available for inspection by shareholders from the date of this notice until the date of the Annual General Meeting, during normal business hours on business days at the Company's registered office.

These proposed amendments have been approved by the JSE Limited and management, but are still required to be approved by the Company in general meeting.

The salient features of the proposed amendments are the following:

- To allow for the possibility of the introduction of the new Companies Act. [Clause 1.1.1 of the Plan Rules]
- To ensure that executive board members are not involved in decisions involving their own Awards, Allocations or Grants. [Clause 1.1.19 in compliance with JSE Sch 14]
- To ensure that Shares may only be issued or purchased for purposes of the Share Plan once a Participant (or group of Participants) to whom they will be Awarded, Granted or Allocated has been formally identified. [Clause 6.2 of the Plan Rules in compliance with JSE Sch 14.9(a)]
- To ensure that Shares held for purposes of the Share Plan will not have their votes at general/annual general meetings taken into account for the purposes of resolutions proposed in terms of the JSE Listings Requirements or for purposes of determining categorisations as detailed in Section 9 of the JSE Listings Requirements. [Clause 6.3 of the Plan Rules in compliance with JSE Sch 14.10]
- To require the prior approval, if required, of any securities exchange on which Shares are listed, and the prior authority of the shareholders of the Company in general meeting if the aggregate number of Shares which may be acquired by Participants under the Share Plan together with Any Other Plan is to exceed 60 011 669 Shares. [Clause 8.1 of the Plan Rules in compliance with JSE Sch 14.1(b)]
- To require the prior approval, if required, of any securities exchange on which Shares are listed, and the prior authority of the shareholders of the Company in general meeting if the aggregate number of Shares that may be acquired by any one Participant in terms of the Share Plan together with Any Other Plan is to exceed 2 100 000 Shares. [Clause 8.2 of the Plan Rules in compliance with JSE Sch 14.1(c)]
- To provide that in the determination of the number of Shares which may be acquired by Participants in terms of clauses 8.1 and 8.2 of the Plan Rules, Shares shall not be taken into account, which have been purchased through the market. [Clause 8.3 of the Plan Rules in compliance with JSE Sch 14.9(c) and JSE Sch 14.12]
- To require that the participation of executive directors in the Share Plan shall at all times comply with section 222 of the Companies Act. [Clause 25.2 of the Plan Rules]
- To require that no adjustments shall be required in terms of clause 31.3 of the Plan Rules in the event of the issue of equity securities as consideration for an acquisition in terms of clause 31.4 of the Plan Rules, the issue of securities for cash and the issue of equity securities for a vendor consideration placing. [Clause 31.3 of the Plan Rules in compliance with JSE Sch 14.3(c)]
- To provide that any proposed amendment of the following matters shall be competent unless it is approved by ordinary resolution of 75% (seventy-five percent) of the shareholders of the Company in general meeting, excluding all of the votes attached to Shares owned or controlled by existing Participants in the Share Plan:
 - the voting, dividend, transfer or other rights (including rights on liquidation of the Company) which may attach to any Grant or Award;
 - the provisions in these Rules dealing with the rights (whether conditional or otherwise) in and to the Bonus Shares or Performance Shares of Participants who leave the employment of the Group prior to Vesting ;
 - the basis for Grants and Awards in terms of these Rules;
 - the provisions of clause 31.4 of the Plan Rules, which is the clause dealing with a change of control of the Company. [Clause 35 of the Plan Rules in compliance with JSE Sch 14.2]
- To provide for an updated and easier dispute resolution procedure. [Clause 37 of the Plan Rules]

Form of proxy

Harmony Notice of Annual General Meeting 2010

Harmony Gold Mining Company Limited

Incorporated in the Republic of South Africa

Registration Number 1950/038232/06

("Harmony" or the "Company")

JSE share code: HAR; NYSE share code: HMY; ISIN Code: ZAE 000015228

For use by certificated and 'own name' dematerialised shareholders of Harmony at the Annual General Meeting of Harmony to be held at 11:00 (SA time) on Wednesday, 1 December 2010, at the Johannesburg Country Club, 1 Napier Road, Auckland Park, Johannesburg, South Africa, and any adjournment thereof.

I/We _____ (Name in block letters)

of _____ (Address)

being the holders of _____ shares in the Company, do hereby appoint:

1. _____ or failing him/her

2. _____ or failing him/her

3. _____ the chairman of the general meeting

as my/our proxy to act for me/us and 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 ordinary resolutions to be proposed there at and at any adjournment thereof, and to vote for or against the resolutions and/or abstain from voting in respect of the shares registered in my/our name/s, in accordance with the instructions over the page under the heading 'Notes':

Ordinary business	For	Against	Abstain
Ordinary resolution number 1 – Adoption of the financial statements for the year ended 30 June 2010			
Ordinary resolution number 2 – Re-election of Mr PT Motsepe as director			
Ordinary resolution number 3 – Election of Mr HE Mashego as director			
Ordinary resolution number 4 – Re-election of Mr JA Chissano as director			
Ordinary resolution number 5 – Re-election of Ms CE Markus as director			
Ordinary resolution number 6 – Re-election of Mr AJ Wilkens as director			
Ordinary resolution number 7 – Re-appointment of external auditors			
Ordinary resolution number 8 – Increase in remuneration of non-executive directors			
Ordinary resolution number 9 – Authorisation to allot and issue certain of the unissued ordinary shares			
Ordinary resolution number 10 – General authority to allot and issue equity securities for cash			
Ordinary resolution number 11 – Establishment of a Broad-based Employee Share Ownership Plan			
Ordinary resolution number 12 – Authorisation to allot and issue ordinary shares for purposes of the ESOP			
Ordinary resolution number 13 – Amendment of the Harmony 2006 Share Plan			

Signed at _____ on _____ 2010

Signature _____

Assisted by me (where applicable) _____

Note:

1. A shareholder entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote in his/her stead. Such proxy need not also be a shareholder of the company.
2. This form of proxy is not for use by holders of American Depositary Receipts issued by the Bank of New York Mellon.
3. Please read the notes on the following page under the heading "Notes".

Notes to proxy

Notes:

1. A certificated or "own name" dematerialised shareholder may insert the name of a proxy or the names of two alternate proxies of the certificated "own name" dematerialised shareholder's choice in the space/s provided, with or without deleting "the chairman of the general meeting"; but any such deletion must be initialled by the certificated or "own name" dematerialised shareholder. The person whose name appears first on the 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.
2. A certificated or "own name" dematerialised shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the general meeting as she/he deems fit in respect of all the certificated shareholders' votes exercisable thereat. A certificated or "own name" dematerialised shareholder or his proxy is not obliged to use all the votes exercisable by the shareholder or by his proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of votes exercisable by the certificated or "own name" dematerialised shareholder or by his/her proxy.
3. This duly completed form of proxy must be received by the Company's transfer secretaries, Link Market Services South Africa (Pty) Limited, 11 Diagonal Street, Johannesburg, 2001 (P.O. Box 4844, Johannesburg, 2000) or Capita Registrars, The Registry, 39 Beckenham Road, Beckenham, Kent, BR3 4TU, England, by 11h00 (SA time) on Monday, 29 November 2010, 48 hours before the time fixed for the Annual General Meeting.
4. The completion and lodging of this form of proxy will not preclude the relevant certificated or "own name" dematerialised shareholder from attending the general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms thereof.
5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative or other legal capacity must be attached to this form or proxy unless previously recorded by the Company's transfer secretaries or waived by the chairman of the general meeting.
6. Every person present and entitled to vote at the Annual General Meeting as a registered member or as a representative of a body corporate shall on a show of hands have one vote only, irrespective of the number of shares such person holds or represents, but in the event of a poll, such person or representative, will have one vote per share.
7. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
8. Dematerialised shareholders other than those with "own name" registration who wish to attend the Annual General Meeting must request their Central Securities Depository Participant (CSDP) or broker to provide them with a Letter of Representation or they must instruct their CSDP or broker to vote on their behalf in terms of the agreement entered into between the shareholders and their CSDP broker.