

Illovo Sugar Limited

Registration number: 1906/000622/06

Share code: ILV

ISIN: ZAE000083846



Form of proxy for the 99th annual general meeting

For completion only by shareholders holding certificated shares, and shareholders that have dematerialised their shares and have elected own name registration.

I/We _____ (name/s in block letters)

Of _____ (address)

being the shareholder of the abovenamed company and entitled to: _____ Number of votes

1 share = 1 vote

do hereby appoint

1. _____ of _____ or failing him/her

2. _____ of _____ or failing him/her

3. the Chairman of the meeting

as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the annual general meeting of the company to be held at the registered office of the company, Illovo Sugar Park, 1 Montgomery Drive, Mount Edgecombe, KwaZulu-Natal on Wednesday, 16 July 2014 at 14h00 and at any adjournment thereof as follows:

RESOLUTION NUMBER	AGENDA ITEM	Mark with X where applicable		
		For	Against	Abstain
Ordinary resolutions				
Ordinary resolution 1	Confirmation of appointment of director – Mr J P Hulley			
Ordinary resolution 2	Confirmation of appointment of director – Mr G M Rhodes			
Ordinary resolution 3	Re-election of non-executive directors			
	Dr M I Carr			
	Mr A R Mpungwe			
	Mr T S Munday			
Ordinary resolution 4	Appointment of the members of the Audit Committee			
	Dr D Konar (Chairman)			
	Mr M J Hankinson			
	Mrs C W N Molope			
Ordinary resolution 5	Appointment of Deloitte & Touche as independent registered auditor			
Ordinary resolution 6	Non-binding advisory approval of the remuneration policy			
Ordinary resolution 7	Authority to implement the ordinary and special resolutions passed at the annual general meeting			
Special resolutions				
Special resolution 1	Approval of non-executive directors' fees			
Special resolution 2	Approval of additional daily fee for unscheduled board and committee meetings/other services.			
Special resolution 3	Approval of financial assistance in terms of s 44 of the Companies Act, for the purchase of shares in terms of the company's Forfeitable Share Plan			
Special resolution 4	Approval of financial assistance to related or inter-related companies, corporations or other legal entities in terms of s 45 of the Companies Act.			

Signed at _____ on this _____ day of _____ 2014

Signature _____

Assisted by me _____ (where applicable) (see note 4)

Full name/s of signatory/ies if signing in a representative capacity (see note 5)

1. A shareholder entitled to attend and vote at the 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. This proxy form is not for completion by those shareholders who have dematerialised their shares (other than those whose shareholding is recorded in their own name in the sub-register maintained by their Central Securities Depository Participant (CSDP)). Such shareholders should provide their CSDP/broker with their voting instructions.
3. If this proxy form is returned without any indication as to how the proxy should vote, the proxy will be entitled to vote or abstain from voting as he/she thinks fit.
4. A minor must be assisted by his/her guardian.
5. The authority of a person signing a proxy in a representative capacity must be attached to the proxy unless that authority has already been recorded by the company.
6. In order to be effective, proxy forms must reach the transfer secretaries, Link Market Services South Africa Proprietary Limited, (PO Box 4844, Johannesburg, 2000 or Rennie House, 13th Floor, 19 Ameshoff Street, Braamfontein, 2001) no later than 12:00 on Monday 14 July 2014.
7. The delivery of the duly completed proxy form shall not preclude any shareholder or his/her duly authorised representative from attending the meeting, speaking and voting instead of such duly appointed proxy.
8. If two or more proxies attend the meeting, then that person attending the meeting whose name appears first on the proxy form, and whose name is not deleted, shall be regarded as the validly appointed proxy.
9. Proxies attending the meeting will be required to provide satisfactory identification.