

## **NOTICE OF ANNUAL GENERAL MEETING**

### **KUMBA IRON ORE LIMITED**

(Incorporated in the Republic of South Africa)

(Registration number 2005/015852/06)

A member of the Anglo American plc Group

Share code: KIO

ISIN: ZAE000085346

("Kumba" or "the company" or "the group")

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the sixth annual general meeting (AGM) of members of Kumba will be held at the Kumba Corporate Office, Centurion Gate, Building 2B, 124 Akkerboom Road, Centurion at 10:00am on Friday, 4 May 2012, to consider, and if deemed fit, to pass the following resolutions with or without modifications. The board of directors of the company has determined that the record date for the purposes of determining which shareholders of the company are entitled to receive a notice of the AGM was Friday, 23 March 2012 and the record date for purposes of determining which shareholders can participate in and vote at the AGM is Thursday, 26 April 2012. Accordingly, the last day to trade in the company's shares in order to be recorded on the securities register of the company in order to be able to attend, participate and vote at the AGM is Thursday, 19 April 2012.

### **Memorandum of incorporation**

Until the Companies Act No. 71 of 2008, as amended, (the Companies Act) came into effect on 1 May 2011 (effective date), the memorandum of incorporation (MOI) of the company comprised its memorandum of association and articles of association. From the effective date, the company's memorandum of association and articles of association automatically converted into the company's MOI. Accordingly, for consistency, in this notice of AGM, the term MOI is used throughout to refer to the company's memorandum of incorporation and all references to the MOI in this notice of the AGM refer to provisions of that portion of the MOI that were previously called the company's articles of association.

## **ORDINARY BUSINESS**

### **Percentage of voting rights – ordinary resolutions**

Ordinary resolutions numbers 1 to 7, contained in this notice of the AGM, require the approval of a minimum of 50% plus 1 vote of the votes exercised on the resolutions by the shareholders present or represented by proxy at the AGM in order for the resolutions to be adopted. Ordinary resolution number 5 is proposed for a non-binding advisory vote only and any failure to pass this resolution will not have any effect on the company's existing arrangements, but the outcome of the vote will be taken into consideration when considering the company's remuneration policy:

### **1. ORDINARY RESOLUTION NUMBER 1**

#### **Approval of annual financial statements**

To receive and adopt the annual financial statements of the company for the year ended 31 December 2011, including the directors' report, the Audit Committee report and the report of the auditors thereon and to confirm all matters and things undertaken and discharged by the directors on behalf of the company.

### **2. ORDINARY RESOLUTION NUMBER 2**

#### **Reappointment of independent auditors**

To reappoint Deloitte & Touche as independent auditors of the company for the ensuing year and to appoint Mr Grant Krog as the individual designated auditor for the ensuing year.

### **3. ORDINARY RESOLUTION NUMBER 3**

#### **Rotation of directors**

To re-elect, by way of separate resolutions, directors retiring by rotation in terms of articles 16.1 and 16.2 of the MOI and directors who have been appointed during the year retiring by rotation as required by section 68(2) of the Companies Act and who are eligible and offer themselves for re-election.

### **Directors retiring by rotation:**

- 3.1 GS Gouws
- 3.2 DM Weston

### **Director appointed during the year:**

- 3.3 LM Nyhonyha

In accordance with good corporate governance the re-elections of directors are to be voted on individually.

Abridged curriculum vitae in respect of each director offering themselves for re-election are set out on pages 76 to 77 of the Abridged Integrated Report 2011.

## **4. ORDINARY RESOLUTION NUMBER 4**

### **Election of Audit Committee members**

To elect the following directors as members of the Audit Committee in terms of section 94 of the Companies Act. The board has determined that each of the members standing for appointment is independent, and that they possess the required qualifications and experience as determined by the board.

- 4.1 ZBM Bassa (chairman)
- 4.2 AJ Morgan
- 4.3 DD Mokgatle
- 4.4 LM Nyhonyha

The re-elections of members of the Audit Committee are to be voted on individually.

## **5. ORDINARY RESOLUTION NUMBER 5**

### **Approval of remuneration policy**

In accordance with Principle 2.27 of the King III Report, shareholder approval is sought for the company's remuneration policy by way of a non-binding advisory vote. The non-binding vote enables shareholders to express their views on the remuneration policy adopted and on its implementation.

The detailed remuneration policy, for which approval is being sought, is contained in the remuneration report on pages 19 to 26 of the Annual Financial Statements 2011 which is available on the company's website: [www.angloamericankumba.com](http://www.angloamericankumba.com).

## **6. ORDINARY RESOLUTION NUMBER 6**

### **General authority for directors to control 5% of the authorised but unissued shares**

Resolved that the unissued shares in the company, limited to 5% of the number of shares in issue at 31 December 2011, be and are hereby placed under the control of the directors until the next annual general meeting and that the directors be and are hereby authorised to issue any such shares as they may deem fit, subject to the Companies Act, the MOI of the company, and the provisions of the Listings Requirements of the JSE Limited (JSE), save that the aforementioned 5% limitation shall not apply to any shares issued in terms of a rights offer.

In terms of the Companies Act, the shareholders have to approve the placing of unissued ordinary shares under the control of the directors. Unless renewed, the existing authority granted by shareholders at the annual general meeting on 6 May 2011 expires at the forthcoming AGM. The reason for ordinary resolution number 6 is that the board requires authority from shareholders in terms of its MOI to issue shares in the company.

## NOTICE OF ANNUAL GENERAL MEETING

This general authority, once granted, allows the board from time to time, when it is appropriate to do so, to issue ordinary shares as may be required. This general authority is subject to the restriction that it is limited to 5% of the number of shares in issue at 31 December 2011 on the terms more fully set out in ordinary resolution number 6 and subject to the further restrictions set out in ordinary resolution number 7 below in relation to the issue of shares for cash. It is noted that any issue of shares or grants of options to directors, future directors, prescribed officers or future prescribed officers and persons related or interrelated to the company must first be approved by way of a special resolution in terms of section 41 of the Companies Act and is not authorised in terms of this resolution.

## 7. ORDINARY RESOLUTION NUMBER 7

### General authority to issue shares for cash

Resolved that in terms of the Listings Requirements of the JSE, the directors are hereby authorised by way of a general authority, to issue the authorised but unissued ordinary shares of one cent each in the capital of the company for cash, as and when suitable opportunities arise, subject to the memorandum of incorporation of the company, the Companies Act, as amended, and the following conditions, namely that:

- 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;
- any such issue will only be made to “public shareholders” as defined by the Listings Requirements of the JSE and not to related parties;
- this authority shall only be valid until the next annual general meeting of the company but shall not extend beyond 15 months from the date this authority is given;
- that a paid press announcement giving full details, including the impact on the net asset value and earnings per share, will be published at the time of any issue representing, on a cumulative basis within 1 financial year, 5% or more of the number of shares in issue prior to the issue concerned;
- that the issues in aggregate in any one financial year shall not exceed 5% of the number of shares of the company's issued ordinary share capital (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), and 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, aggregated with the securities of that class into which they are compulsorily convertible;
- as regards the number of securities which may be issued (the 5%), 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:
- less any securities of the class issued, or to be issued in future arising from options/convertible securities issued, during the current financial year;
- plus any securities of that class to be issued pursuant to:
  - a rights issue which has been announced, is irrevocable and is fully underwritten; or
  - acquisition (which has had final terms announced) may be included as though they were securities in issue at the date of application;
- any issue of shares for cash will be subject to Exchange Control regulations and approval at that point in time; and
- that in determining the price at which an issue of shares for cash may be made in terms of this authority post the listing of the company, the maximum discount permitted shall be 10% of the weighted average traded price of the ordinary shares on the JSE, (adjusted for any dividend declared but not yet paid or for any capitalisation award made to shareholders) over the 30 business days prior to the date that the price of the issue is agreed between the directors of the company and the party subscribing for the securities. The JSE should be consulted for a ruling if the company's securities have not traded in such 30 day business period.

- A 75% majority of votes cast in favour of the resolution by all equity securities present or represented by proxy at the AGM is required for the approval of the above resolution.

## 8. SPECIAL RESOLUTION 1

### Remuneration of non-executive directors

Resolved that in terms of section 66(9) of the Companies Act, that the company be and is hereby authorised to remunerate its directors for their services as directors and/or pay any fees related thereto on the following basis and on any other basis as may be recommended by the remuneration committee and approved by the board of directors, provided that the aforementioned authority shall be valid until the next annual general meeting of the company as follows:

Rand	2011	2012
Chairman	1,100,000	1,116,000
Director	177,375	188,000
Audit Committee chairman	197,800	251,000
Audit Committee member	117,175	124,800
Risk Committee chairman	158,025	167,000
Risk Committee member	78,475	83,500
Safety, Sustainable Development, Social and Ethics Committee* chairman	158,025	251,000
Safety, Sustainable Development, Social and Ethics Committee* member	78,475	124,800
Human Resources, Remuneration and Nomination Committee chairman	158,025	251,000
Human Resources, Remuneration and Nomination Committee member	78,475	124,800

\* Previously the Safety and Sustainable Development Committee

### Reason and effect

The reason for special resolution number 1 is for the company to obtain the approval of shareholders by way of special resolution for the payment of remuneration to its non-executive directors in accordance with the requirements of the Companies Act.

The effect of special resolution number 1 is that the company will be able to pay its non-executive directors for the services they render to the company as directors without requiring further shareholder approval until the next annual general meeting.

## 9. SPECIAL RESOLUTION NUMBER 2

### Approval to the granting of financial assistance in terms of Sections 44 and 45 of the Companies Act:

Resolved that, to the extent required by the Companies Act, the board of directors of the company may, subject to compliance with the requirements of the company's memorandum of incorporation, the Companies Act, as amended, and the Listings Requirements of the JSE, each as presently constituted and as amended from time to time, authorise the company to provide direct or indirect financial assistance by way of loan, guarantee, the provision of security or otherwise, to:

- any of its present or future subsidiaries and/or any other company or corporation that is or becomes related or inter-related to the company, for any purpose or in connection with any matter, including, but not limited to, the subscription of any option, or any securities issued or to be issued by the company or a related or inter-related company, or for the purchase of any securities of the company or a related or inter-related company; and/or

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- any of the present or future directors or prescribed officers of the company and/or another company related or inter-related to the company (or any person related to any of them or to any company or corporation related or inter-related to any of them), or to any other person who is a participant in any of the share or other employee incentive schemes operating in the Kumba group, for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the company or a related or inter-related company, or for the purchase of any securities of the company or a related or inter-related company, where such financial assistance is provided in terms of any such scheme that does not constitute an employee share scheme that satisfies the requirements of section 97 of the Companies Act, such authority to endure until the forthcoming annual general meeting of the company.

### Reason and effect

The reason for and effect of special resolution number 2 is to grant the directors of the company the authority until the next annual general meeting to provide financial assistance to any company or corporation which is related or inter-related to the company. This means that the company is authorised to grant loans to its subsidiaries and to guarantee the debt of its subsidiaries.

## 10. SPECIAL RESOLUTION NUMBER 3

### General authority to repurchase shares

Resolved that as a special resolution that the company and any of its subsidiaries be and is hereby authorised, as a general approval, to repurchase any of the shares issued by the company, upon such terms and conditions and in such amounts as the directors may from time to time determine, but subject to the provisions of section 46 and 48 of the Companies Act, the memorandum of incorporation of the company, the Listings Requirements of the JSE and the requirements of any other stock exchange on which the shares of the company may be quoted or listed, including, *inter alia*, that:

- the general repurchase of the shares may only be implemented on the open market of the JSE and done without any prior understanding or arrangement between the company and the counterparty;
- this general authority shall only be valid until the next annual general meeting of the company, provided that it shall not extend beyond fifteen months from the date of this resolution;
- an announcement must be published as soon as the company has acquired shares constituting, on a cumulative basis, 3% of the number of shares in issue prior to the acquisition, pursuant to which the aforesaid 3% threshold is reached, containing full details thereof, as well as for each 3% in aggregate of the initial number of shares acquired thereafter;
- the general authority to repurchase is limited to a maximum of 20% in the aggregate in any one financial year of the company's issued share capital at the time the authority is granted, provided that the number of shares purchased and held by a subsidiary/ies of the company shall not exceed 10% in the aggregate of the number of issued shares in the company at the relevant times ;
- a resolution has been passed by the board of directors approving the purchase, that the company has satisfied the solvency and liquidity test as defined in the Companies Act, and that since the solvency and liquidity test was applied there have been no material changes to the financial position of the group;
- repurchases must not be made at a price more than 10% above the weighted average of the market value of the shares for five business days immediately preceding the date that the transaction is affected. The JSE should be consulted for a ruling if the applicants securities have not traded in such five business day period;
- the company may at any point in time only appoint one agent to effect any repurchase(s) on the company's behalf;
- any such general repurchases are subject to Exchange Control regulations and approval at that point in time;
- the company may not effect a repurchase during any prohibited period as defined in terms of the Listings Requirements of the JSE unless there is a repurchase programme in place as contemplated in terms of 5.72(g) of the Listings Requirements of the JSE; and

- the company must ensure that its sponsor provides the JSE with the required working capital letters before it commences the repurchase of any shares.

### **Reason and effect**

The reason for and effect of special resolution number 3 is to authorise, by way of a general authority, the company and any of its subsidiary companies to acquire its own issued shares on such terms, conditions and in such amounts as determined from time to time by the directors of the company subject to the limitations set out above.

At the present time the directors have no specific intention with regard to the utilisation of this authority, which will only be used if the circumstances are appropriate. The company wishes to confirm that any repurchase of shares, if implemented, will only be dealt with via the formal JSE trading system.

## **DISCLOSURES REQUIRED IN TERMS OF THE JSE LISTINGS REQUIREMENTS**

In terms of the Listings Requirements of the JSE, the following disclosures are required when requiring shareholders' approval to authorise the company, or any of its subsidiaries, to repurchase any of its shares as set out in special resolution number 3 above.

### **WORKING CAPITAL STATEMENT**

The directors of the company agree that they will not undertake any repurchase, as contemplated in special resolution 3 above, unless:-

- the company and the group are in a position to repay their debts in the ordinary course of business for a period of 12 months after the date of the general repurchase;
- the assets of the company and the group, being fairly valued in accordance with International Financial Reporting Standards, are in excess of the liabilities of the company and the group for a period of 12 months after the date of the general repurchase;
- the share capital and reserves of the company and the group are adequate for ordinary business purposes for the next 12 months following the date of the general repurchase;
- the available working capital of the company and the group will be adequate for ordinary business purposes for a period of 12 months after the date of the general repurchase; and
- before entering the market to proceed with the general repurchase, the company's sponsor has confirmed the adequacy of the company's and the group's working capital in writing to the JSE.

### **LITIGATION STATEMENT**

Other than disclosed or accounted for in the Integrated Report 2011 which is available on the company's website: [www.angloamericankumba.com](http://www.angloamericankumba.com), the directors of the company, whose names are given on page 86 of the Integrated Report 2011, are not aware of any legal or arbitration proceedings, including proceedings that are pending or threatened against the group, which may have or have had a material effect 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 page 86 of the Integrated Report 2011, collectively and individually accept full responsibility for the accuracy of the information pertaining to special resolution 1 and 2 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 Listings Requirements of the JSE.

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### MATERIAL CHANGES

Other than the facts and developments reported on in the Annual Financial Statements 2011, there have been no material changes in the financial or trading position of the company and its subsidiaries since the signature date of the Annual Financial Statements 2011.

The following further disclosures required in terms of the Listings Requirements of the JSE are set out in accordance with the reference pages in the Annual Financial Statements 2011:

- Directors – page 16
- Major shareholders of the company – page 84
- Directors' interests in the company's shares – page 26
- Share capital of the company – page 54

### ELECTRONIC PARTICIPATION

Should any Kumba shareholder wish to participate in the AGM by way of electronic participation, that Kumba shareholder should make application in writing (including details as to how the shareholder or its representative can be contacted) to so participate to the Transfer Secretaries at the address below, to be received by the transfer secretaries at least five business days prior to the AGM in order for the transfer secretaries to arrange for the shareholder (and its representative) to provide reasonably satisfactory identification to the transfer secretaries for the purposes of section 63(1) of the Companies Act, and for the transfer secretaries to provide the Kumba shareholder (or its representative) with details as to how to access any electronic participation to be provided. The company reserves the right to elect not to provide for electronic participation at the AGM in the event that it determines that it is not practical to do so. The costs of accessing any means of electronic participation provided by the company will be borne by the Kumba shareholder so accessing the electronic participation.

### VOTING AND PROXIES

Members 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 member. Proxy forms must be forwarded to reach the company's transfer secretaries, Computershare Investor Services (Pty) Limited, 70 Marshall Street, Johannesburg, 2001, South Africa, by no later than 10:00am on Wednesday, 2 May 2012. Proxy forms must only be completed by members who have not dematerialised their shares or who have dematerialised their shares with "own name" registration. Any forms of proxy not received by this time must be handed to the chairperson of the AGM immediately prior to the meeting.

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

Members who have dematerialised their shares, other than those members who have dematerialised their shares with "own name" registration, should contact their Central Securities Depository Participant (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.

Equity securities held by a share trust or scheme will not have their votes taken into account for the purposes of resolutions proposed in terms of the Listings Requirements of the JSE.

By order of the board



**VF Malie**

Company secretary

30 March 2012  
Centurion



## FORM OF PROXY

### Kumba Iron Ore Limited

A member of the Anglo American plc group  
(Incorporated in the Republic of South Africa)

**Registration number:** 2005/015852/06

**JSE code:** KIO

**ISIN:** ZAE000085346

("Kumba" or "the company")

To be completed by certificated shareholders and dematerialised shareholders with "own name" registration only.

For completion by registered members of Kumba who are unable to attend the annual general meeting of the company to be held at 10:00am on Friday, 4 May 2012 at Kumba Corporate Office, Centurion Gate, Building 2B, 124 Akkerboom Road, Centurion or at any adjournment thereof.

I/We \_\_\_\_\_ (please print names in full)

Of (address) \_\_\_\_\_

Being the holder/s or custodians of \_\_\_\_\_ ordinary shares in the company, do hereby appoint:

1. \_\_\_\_\_
2. \_\_\_\_\_
3. the chairman of the annual general meeting, as my/our proxy to act for me/us at the annual general meeting which be held for the purpose of considering and if deemed fit, passing, with or without modification, the ordinary resolutions to be proposed thereat and at each adjournment thereof and to vote on such resolutions in respect of the ordinary share in the issued capital of the company registered in my/our name/s with the following instructions:

		Number of votes (one vote per share)		
		In favour of	Against	Abstain
1.	<b>Ordinary resolution number 1</b> (To consider the annual financial statements for the year ended 31 December 2011)			
2.	<b>Ordinary resolution number 2</b> (To reappoint Deloitte & Touche as independent auditors and G Krog as the individual designated auditor)			
3.	<b>Ordinary resolution number 3</b> (To re-elect the directors who retire in terms of articles 16.1 & 16.2 of the Memorandum of Incorporation)			
	3.1 GS Gouws			
	3.2 DM Weston			
	3.3 LM Nyhonyha			
4.	<b>Ordinary resolution number 4</b> (To elect members of the Audit Committee in terms of the Companies Act No. 71 of 2008, as amended)			
	4.1 ZBM Bassa (Chairman)			
	4.2 AJ Morgan			
	4.3 DD Mokgatle			
	4.4 LM Nyhonyha			
5.	<b>Ordinary resolution number 5</b> (Approval of remuneration policy)			
6.	<b>Ordinary resolution number 6</b> (Authority to control 5% of unissued shares)			
7.	<b>Ordinary resolution number 7</b> (General authority to issue shares for cash)			
8.	<b>Special resolution number 1</b> (Remuneration of directors)			
9.	<b>Special resolution number 2</b> (Approval to the granting of financial assistance in terms of Sections 44 and 45 of the Companies Act No. 71 of 2008, as amended)			
10.	<b>Special resolution number 3</b> (General authority to repurchase shares)			

Insert an "X" in the relevant space above according to how you wish your votes to be cast, however, if you wish to cast your votes in respect of less than all of the shares that you own in the company, insert the number of ordinary shares held in respect of which you desire to vote.

Signed at \_\_\_\_\_ on \_\_\_\_\_

Signature \_\_\_\_\_

Assisted by me (where applicable) \_\_\_\_\_

Each member is entitled to appoint one or more proxies (none of whom need be a member of the company) to attend, speak and, on a poll, vote in place of that member at the general meeting. **Please read the notes on the reverse side hereof.**

## NOTES TO PROXY

1. A form of proxy is only to be completed by those ordinary shareholders who are:
  - 1.1 holding ordinary shares in certificated form; or
  - 1.2 recorded on sub register electronic form in "own name".
2. If you have already dematerialised your ordinary shares through a Central Securities Depository Participant (CSDP) or broker and wish to attend the annual general meeting, you must request your CSDP or broker to provide you with a Letter of Representation or you must instruct your CSDP or broker to vote by proxy on your behalf in terms of the agreement entered into between you and your CSDP or broker.
3. A member may insert the name of a proxy or the names of two alternative proxies of the member's choice in the space. The person whose name stands first on the form of proxy and who is present at the annual general meeting of shareholders will be entitled to act to the exclusion of those whose names follow.
4. On a show of hands a member of the company present in person or by proxy shall have one (1) vote irrespective of the number of shares he/she holds or represents, provided that a proxy shall, irrespective of the number of members he/she represents, have only one (1) vote. On a poll a member who is present in person or represented by proxy shall be entitled to that proportion of the total votes in the company, which the aggregate amount of the nominal value of the shares held by him/her bears to the aggregate amount of the nominal value of all the shares issued by the company.
5. A member's instructions to the proxy must be indicated by the insertion of the relevant numbers of votes exercisable by the member 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 annual general meeting as he/she deems fit in respect of all the member's votes exercisable thereat. A member or the proxy is not obliged to use all the votes exercisable by the member or by the proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the member or by the proxy.
6. Forms of proxy must be lodged at, or posted to Computershare Investor Services (Pty) Limited, to be received not later than 48 hours before the time fixed for the meeting (excluding Saturdays, Sundays and public holidays).

For shareholders on the South African register:  
Computershare Investor Services (Pty) Limited  
Ground Floor, 70 Marshall Street  
Johannesburg, 2001  
PO Box 61051  
Marshalltown  
2107  
[www.computershare.com](http://www.computershare.com)  
Tel: +27 11 370 5000

Over-the-counter American Depository Receipt (ADR) holders: Kumba has an ADR facility with BNY Mellon under a deposit agreement. ADR holders may instruct BNY Mellon as to how the shares represented by their ADRs should be voted.

American Depository Receipt Facility  
BNY Mellon  
101 Barclay Street, New York, NY 10286  
[www.adrbny.com](http://www.adrbny.com)  
(00-1) 888 815 5133
7. The completion and lodging of this form of proxy will not preclude the relevant member from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.
8. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity or other legal capacity must be attached to this form of proxy, unless previously recorded by the transfer secretaries or waived by the chairman of the AGM.
9. Any alteration or correction made to this form of proxy must be initialed by the signatory/ies.
10. Notwithstanding the foregoing, the chairman of the AGM may waive any formalities that would otherwise be a prerequisite for a valid proxy.
11. If any shares are jointly held, all joint members must sign this form of proxy. If more than one of those members is present at the AGM either in person or by proxy, the person whose name appears first in the register shall be entitled to vote.

## ADMINISTRATION

### Registered office:

Centurion Gate  
Building 2B  
124 Akkerboom Road  
Centurion, 0157  
Republic of South Africa

Tel: +27 (0) 12 683 7000

Fax: +27 (0) 12 683 7009

### Transfer secretaries:

Computershare Investor Services (Pty) Limited  
70 Marshall Street  
Republic of South Africa  
PO Box 61051, Marshalltown, 2107

### Sponsor to Kumba:

Rand Merchant Bank (a division of FirstRand Bank Limited)

### Directors:

**Non-executive** – AJ Morgan (interim chairman),  
GS Gouws, PB Matlare, DD Mokgatle, ZBM Bassa,  
DM Weston, GG Gomwe, LM Nyhonyha

**Executive** – Cl Griffith (chief executive)

### Company secretary:

VF Malie

### Company registration number:

2005/015852/06

Incorporated in the Republic of South Africa

### JSE code:

KIO

### ISIN:

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