



Aspen Pharmacare Holdings Limited
Notice of annual general meeting 2014



10 000 employees
Products distributed in more than 150 countries
16 consecutive years of double-digit growth

Notice of annual general meeting

ASPEN PHARMACARE HOLDINGS LIMITED

Incorporated in the Republic of South Africa

Registration number 1985/002935/06

("Company" or "the Group")

JSE share code: APN

ISIN code: ZAE 000066692

A. NOTICE OF MEETING

Notice is hereby given that the 16th annual general meeting ("meeting") of the shareholders of the Company will be held at Building Number 1, Healthcare Park, Woodlands Drive, Woodmead, Johannesburg, Gauteng, on Monday, 8 December 2014 at 10:00.

B. ATTENDANCE AND PARTICIPATION AT THE MEETING

General

The date on which a person must be registered as a shareholder in the register of the Company for purposes of being entitled to attend and participate in, and speak and vote at, the meeting is Friday, 28 November 2014 ("Record Date").

Certificated shareholders and dematerialised shareholders with "own-name registration"

If you hold certificated shares or hold dematerialised shares with "own-name registration" (i.e. you specifically instructed your Central Securities Depository Participant ("CSDP") to hold your shares in your own name on the Company's sub-register):

- ▶ you may attend the meeting in person; or
- ▶ you may appoint a proxy to participate in, and speak and vote at, the meeting on your behalf by completing the attached proxy form and delivering it to the Company's transfer secretaries before 09:00 on Friday, 5 December 2014.

A proxy need not be a shareholder of the Company.

Dematerialised shareholders other than those with "own-name registration"

If you hold dematerialised shares other than with "own-name registration", you may:

- ▶ instruct your CSDP or broker to vote at the meeting on your behalf by providing your CSDP or broker with your voting instructions in terms of the custody agreement entered into between you and your CSDP or broker. You must not complete the attached form of proxy; or
- ▶ attend the meeting in person by instructing your CSDP or broker to issue you with the necessary letter of representation to attend the meeting in terms of the custody agreement entered into between you and your CSDP or broker.

Identification

Section 63(1) of the Act provides that all meeting participants must provide reasonably satisfactory identification to the Chairman of the meeting, who must be satisfied that the right of that person to participate in, and speak and vote at the meeting as a shareholder, as a proxy for a shareholder, or as a representative of a shareholder, has been verified.

Notice of annual general meeting continued

Electronic participation

Shareholders or their proxies may participate in (but not vote at) the meeting by way of telephone conference call, and if they wish to do so:

- ▶ must contact the Company Secretary & Group Governance Officer (by email at the address rverster@aspenspharma.com) by no later than Monday, 1 December 2014 in order to obtain a pin number and dial-in details for that conference call;
- ▶ will be required to provide reasonably satisfactory identification; and
- ▶ will be billed separately by their own telephone service providers for their telephone call to participate in the meeting.

Shareholders and their proxies will not be able to vote telephonically at the meeting and will still need to appoint a proxy or representative to vote on their behalf at the meeting.

C. PURPOSE OF THE MEETING

The purpose of the meeting is to:

- ▶ present the audited Annual Financial Statements of the Company and the Group for the year ended 30 June 2014 (including the Directors' Report and the Audit & Risk Committee Report);
- ▶ present and note the report of the Social & Ethics Committee, which is contained in the Integrated Report;
- ▶ note the retirement of, and vote on the re-election of, certain directors of the Company;
- ▶ vote on the approval of the appointment of an independent external auditor for the year ending 30 June 2015;
- ▶ vote on the appointment of the members of the Audit & Risk Committee;
- ▶ deal with such business as may lawfully be dealt with at the meeting; and
- ▶ consider and, if deemed fit, pass, with or without modification, the ordinary and special resolutions set out hereunder in the manner required by the Act.

D. INTERPRETATION

In this notice of meeting (including the proxy form attached hereto), the term:

- ▶ "Act" – means the Companies Act, No 71 of 2008 (as amended from time to time);
- ▶ "Annual Financial Statements" – means the Audited Consolidated Annual Financial Statements of the Company and the Group for the year ended 30 June 2014;
- ▶ "Integrated Report" – means the Integrated Report of the Company for the year ended 30 June 2014, which was posted to shareholders during November 2014 along with this notice of meeting;
- ▶ "Group" – the Company and any and all subsidiaries of the Company and, if appropriate, references to "the Group" will include each member of the Group;
- ▶ "Listings Requirements" – means the Listings Requirements of the JSE Limited, as amended from time to time and as interpreted and applied or disapplied by the JSE Limited;
- ▶ "Regulations" – the regulations promulgated under section 223 of the Act;
- ▶ "SENS" – JSE's Stock Exchange News Service; and
- ▶ "subsidiary/ies" – will bear the meaning assigned to this term in section 3 of the Act.

ORDINARY BUSINESS

ORDINARY RESOLUTION NUMBER 1 – presentation and adoption of Annual Financial Statements

Resolution

To receive and adopt the Annual Financial Statements, including the Directors' Report and the Audit & Risk Committee Report (included by reference), of the Company and the Group for the year ended 30 June 2014.

Notice of annual general meeting continued

Explanation

In order for this ordinary resolution to be adopted, the support of a majority of the votes cast by the shareholders present or represented by proxy at the meeting is required.

A hard copy of the Annual Financial Statements may be obtained from the registered office of the Company or from the Company Secretary (by email at the address rverster@aspenpharma.com). An electronic copy of these statements may be obtained from the Company's website www.aspenpharma.com.

ORDINARY RESOLUTION NUMBER 2 – re-election of directors

Resolution

To re-elect the following directors, who are retiring by rotation in terms of the memorandum of incorporation of the Company, all of whom are eligible and offer themselves for re-election:

- (a) Rafique Bagus;
- (b) John Buchanan;
- (c) Judy Dlamini;
- (d) Abbas Hussain; and
- (e) Maureen Manyama-Matome.

Explanation

Abbreviated biographical details of the directors are set out on pages 76 to 77 of the Integrated Report.

Each of the ordinary resolutions above will be considered by way of a separate vote and, in order for each ordinary resolution to be adopted, the support of a majority of the votes cast by the shareholders present or represented by proxy at the meeting is required.

ORDINARY RESOLUTION NUMBER 3 – re-appointment of independent external auditors

Resolution

To re-appoint the auditors, PricewaterhouseCoopers Inc, as the independent registered auditors of the Company and the Group, upon the recommendation of the Audit & Risk Committee, and to note that Tanya Rae will be the individual registered auditor who will undertake the audit for the financial year ending 30 June 2015.

Explanation

In order for this ordinary resolution to be adopted, the support of a majority of the votes cast by the shareholders present or represented by proxy at the meeting is required.

ORDINARY RESOLUTION NUMBER 4 – election of Audit & Risk Committee members

Resolution

To elect the following independent non-executive directors as members of the Audit & Risk Committee of the Company:

- (a) Roy Andersen;
- (b) John Buchanan;
- (c) Maureen Manyama-Matome; and
- (d) Sindi Zilwa.

Explanation

Abbreviated biographical details of the directors are set out on pages 76 to 77 of the Integrated Report.

Each of the ordinary resolutions above will be considered by way of a separate vote and, in order for each ordinary resolution to be adopted, the support of a majority of the votes cast by the shareholders present or represented by proxy at the meeting is required.

Notice of annual general meeting continued

ORDINARY RESOLUTION NUMBER 5 – place unissued shares under the control of directors

Resolution

To place the ordinary shares in the authorised but unissued share capital of the Company at the disposal and under the control of the directors, subject to a maximum amount of 22 801 306 ordinary shares, which represents the equivalent of approximately 5% of the ordinary shares in issue as at 30 June 2014, being 456 341 037 ordinary shares, excluding treasury shares, until the next annual general meeting of the Company, who are hereby authorised and empowered, subject to the provisions of the Act and the Listings Requirements, to allot, issue and otherwise dispose of such shares to such person/s on such terms and conditions and at such time/s as the directors may from time to time in their discretion deem fit; provided that this resolution shall not authorise the directors to effect an issue of shares for cash as contemplated in the Listings Requirements.

Explanation

In order for this ordinary resolution to be adopted, the support of a majority of the votes cast by the shareholders present or represented by proxy at the meeting is required.

ORDINARY RESOLUTION NUMBER 6 – general but restricted authority to issue shares for cash

Resolution

To authorise the directors, by way of a general authority and subject to the provisions of the Act and the Listings Requirements, to issue ordinary shares for cash as and when suitable situations arise, subject to the following limitations:

- ▶ this authority contained in this ordinary resolution is valid until the Company's next annual general meeting or for a period of 15 months from the date of passing of this ordinary resolution, whichever period is shorter;
- ▶ the directors may only issue ordinary shares pursuant to this ordinary resolution to public shareholders, as defined in paragraphs 4.25 to 4.27 of the Listings Requirements, and not to related parties;
- ▶ the number of ordinary shares that are the subject of any general issues for cash cannot exceed, in the aggregate in any one financial year of the Company, 10% of the ordinary issued share capital as at 30 June 2014, being 456 341 037 ordinary shares, excluding treasury shares. Based on this limitation, the directors cannot issue more than 45 634 103 ordinary shares pursuant to the authority granted in this ordinary resolution;
- ▶ the maximum discount at which any ordinary shares may be issued pursuant to the authority in this ordinary resolution is 10% of the weighted average traded price of the ordinary shares measured over the 30 business days prior to the date that the price of the issue is agreed between the Company and the person subscribing for the ordinary shares; and
- ▶ an announcement must be published, at the time of an issue representing, on a cumulative basis within one year, 5% or more of the number of ordinary shares in issue prior to such issue, giving full details of the issue, including (i) the number of ordinary shares issued; (ii) the average discount to the weighted average traded price of the ordinary shares over the 30 business days prior to the date that the price of the issue is agreed between the Company and the person subscribing for the ordinary shares; and (iii) the intended use of funds.

Explanation

In order for this ordinary resolution to be adopted, the support of at least 75% of the votes cast by the shareholders present or represented by proxy at the meeting is required.

Notice of annual general meeting continued

ORDINARY RESOLUTION NUMBER 7 – Remuneration Policy

Resolution

To endorse, by way of a non-binding advisory vote, the remuneration policy of the Company and the Group, as set out in the Remuneration Report commencing on page 82 of the Integrated Report.

Explanation

In order for this ordinary resolution to be adopted, the support of a majority of votes cast by the shareholders present or represented by proxy at the meeting is required.

ORDINARY RESOLUTION NUMBER 8 – authorisation of an executive director to sign necessary documents

Resolution

That any of the executive directors of the Company are authorised to sign all such documents and instruments and to do all such things as may be necessary for or incidental to the implementation of the resolutions passed at the meeting.

Explanation

In order for this ordinary resolution to be adopted, the support of a majority of the votes cast by the shareholders present or represented by proxy at the meeting is required.

SPECIAL BUSINESS

SPECIAL RESOLUTION NUMBER 1 – remuneration of non-executive directors

Resolution

To approve the remuneration of non-executive directors for the year ending 30 June 2015, and for the period 1 July 2014 to the date of the 2015 annual general meeting, on the basis set out below:

| | Year to 30 June 2015 | | Year to 30 June 2014 | |
|--|------------------------|--|-----------------------|------------------------------|
| | Proposed base fee R | Proposed fee per meeting [#] R | Current base fee R | Current fee per meeting R |
| Board | | | | |
| (a) Chairman* | 922 311 | n/a | 866 020 | n/a |
| (b) Board member | 133 210 | 25 062 | 125 080 | 23 532 |
| Audit & Risk Committee | | | | |
| (c) Chairman | 167 134 | 30 848 | 156 933 | 28 965 |
| (d) Member | 85 006 | 15 184 | 79 818 | 14 257 |
| Remuneration & Nomination Committee | | | | |
| (e) Chairman | 60 114 | 14 393 | 56 445 | 13 515 |
| (f) Member | 30 480 | 7 056 | 28 620 | 6 625 |
| Social & Ethics Committee | | | | |
| (g) Chairman | 68 524 | 23 510 | 64 342 | 22 075 |
| (h) Member | 34 206 | 11 769 | 32 118 | 11 051 |

* The Chairman does not receive any additional fees for her role as Chairman or for her attendance of committee meetings.

[#] Unscheduled meetings are remunerated at an hourly rate.

Notice of annual general meeting continued

Explanation

This special resolution will be considered by way of a separate vote on the remuneration of each category of non-executive directors (as specified in each line item of the table on the previous page) and, in order for each special resolution to be adopted, the support of at least 75% of the votes cast by the shareholders present or represented by proxy at the meeting is required. Five scheduled Board meetings, five scheduled Audit & Risk Committee meetings, three scheduled Remuneration & Nomination Committee meetings and four scheduled Social & Ethics Committee meetings are to be held in the 2015 financial year. Unscheduled meetings of the Board and its committees may be held as required.

SPECIAL RESOLUTION NUMBER 2 – financial assistance to related or inter-related company

Resolution

That the Company or any of its subsidiaries be authorised, in terms of and subject to the requirements of section 45 of the Act, at any time and from time to time during the period of two years commencing on the date of adoption of this special resolution, to provide direct or indirect financial assistance by way of loan, guarantee, the provision of security or otherwise to any companies or corporations that are related or inter-related to the Company (as contemplated in the Act) up to a maximum amount of R16 billion.

Explanation

In order for this special resolution to be adopted, the support of at least 75% of the votes cast by the shareholders present or represented by proxy at the meeting is required.

This special resolution does not authorise the provision of financial assistance to a director or a prescribed officer of the Company or any company or person related to a director or prescribed officer of the Company as the Company does not provide such financial assistance.

The Board shall, before authorising the provision of any financial assistance contemplated in this special resolution, comply with the requirements set out in section 45 of the Act relating to, *inter alia*, solvency and liquidity.

SPECIAL RESOLUTION NUMBER 3 – general authority to repurchase shares

Resolution

To authorise the directors, by way of a general authority, to facilitate an acquisition by the Company or any of its subsidiaries, from time to time, of up to 20% of the Company's ordinary issued share capital in terms of the Act and the Listings Requirements, provided that a subsidiary may not hold more than 10% of the Company's issued share capital. Such general approval shall be valid until the earlier of the date of the next annual general meeting of the Company or the date that is 15 months from the date of the passing of this special resolution.

Explanation

It is recorded that the Listings Requirements currently require, *inter alia*, that the Company may make a general repurchase of securities only if:

- ▶ the repurchase of shares is effected through the order book operated by the JSE's trading system and done without any prior understanding or arrangement between the Company and the counterparty (reported trades are prohibited);
- ▶ acquisitions in the aggregate, in any one financial year, may not exceed 20% of the Company's issued share capital as at the date of passing this special resolution;
- ▶ repurchases are not made at a price more than 10% above the weighted average of the market value for the securities for the five business days immediately preceding the date of the repurchase;

Notice of annual general meeting continued

- ▶ an announcement containing full details of the share repurchase is published in accordance with the Listings Requirements as soon as the Company or Group has acquired shares constituting, on a cumulative basis, 3% of the number of the ordinary shares in issue at the time the authority is granted and for each subsequent 3% purchase thereafter;
- ▶ at any point in time, the Company may only appoint one agent to effect any repurchase on the Company's behalf;
- ▶ there is a resolution by the Board of Directors that resolved that it authorised the repurchase, that the Company passed the solvency and liquidity test, and that since the test was done there have been no material changes to the financial position of the Group; and
- ▶ the Company and/or the Group do not repurchase any shares during a prohibited period as defined by the Listings Requirements, unless a repurchase programme is in place, that has been submitted to the JSE prior to the prohibited period.

The directors have no specific intention, at present, for the Company or Group to repurchase any of the Company's shares, but should the authority be granted at the meeting, it will provide the Board of Directors with the flexibility to repurchase such shares as and when the best interests of the Company require it to do so.

Additional information required to be disclosed in connection with this special resolution in terms of the Listings Requirements is contained under section F of this notice of meeting.

In order for this special resolution to be adopted, the support of at least 75% of the votes cast by the shareholders present or represented by proxy at the meeting is required.

E. PRESENTATION OF THE REPORT OF THE SOCIAL & ETHICS COMMITTEE

Shareholders are referred to the Social & Ethics Committee Report for the year ending 30 June 2014, which can be accessed from the Company's website www.aspenpharma.com. Copies of the report are available from the Company Secretary (by email at the address rverster@aspenpharma.com) and will be available at the meeting. The Chairman of the Social & Ethics Committee will be present at the meeting to answer any questions that shareholders may have on this report, but the report will be regarded as having been read.

F. ADDITIONAL DISCLOSURE REQUIRED IN TERMS OF THE LISTINGS REQUIREMENTS RELATING TO SPECIAL RESOLUTION 3

Solvency and liquidity statement

The directors of the Company, after considering the effect of the repurchase of the maximum number of the Company's shares in terms of the general authority to be provided in terms of Special Resolution Number 3, are satisfied that for a period of 12 months after the date of this notice of meeting:

- ▶ the Company and the Group will be able in the ordinary course of business to pay their debts;
- ▶ the assets of the Company and the Group, recognised and measured in accordance with the accounting policies used in the latest audited Group Annual Financial Statements, will be in excess of the liabilities of the Company and the Group, recognised and measured in the same way as the assets;
- ▶ the share capital and reserves of the Company and the Group will be adequate for ordinary business purposes; and
- ▶ the working capital of the Company and the Group will be adequate for ordinary business purposes.

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The Company undertakes to advise its sponsor before embarking on a general repurchase or capital distribution, in order to enable the sponsor to furnish the JSE with written confirmation of the Company's working capital.

Additional information

The following additional information is provided in terms of the Listings Requirements for purposes of the general authority to repurchase the Company's shares, as applicable:

- information relating to the major shareholders of the Company can be found on page 112 of the Integrated Report; and
- information relating to the share capital of the Company can be found in note 13 of the Group Annual Financial Statements.

Directors' responsibility statement

The directors, whose names appear on pages 76 and 77 of the Integrated Report, collectively and individually accept full responsibility for the accuracy of the information pertaining to Special Resolution Number 3 and certify that, to the best of their knowledge and belief, there are no facts that have been omitted that would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that Special Resolution Number 3 contains all information required by the Listings Requirements.

Material changes

Other than the facts and developments reported on in the Integrated Report and Annual Financial Statements, there have been no material changes in the affairs or financial position of the Company and its subsidiaries since the date of signature of the audit report and up to the date of this notice of meeting.

By order of the Board

Riaan Verster

Company Secretary & Group Governance Officer
Johannesburg
22 October 2014

Explanatory notes to resolutions for consideration at the annual general meeting

ORDINARY BUSINESS

Ordinary Resolution Number 1 – presentation and adoption of Annual Financial Statements

The directors must present to shareholders at the meeting the Annual Financial Statements incorporating the Directors' Report and the Audit & Risk Committee report for the year ended 30 June 2014. These are contained within the unabridged Annual Financial Statements.

Ordinary Resolution Number 2 – re-election of directors

In terms of the memorandum of incorporation of the Company, one-third of the directors are required to retire at each annual general meeting and may offer themselves for re-election. In addition, any person appointed subsequent to the last annual general meeting is similarly required to retire and is eligible for re-election at the next annual general meeting. The Remuneration & Nomination Committee considered the contribution, performance and attendance of the directors offering themselves for re-election and has no hesitation in recommending them for re-appointment by the shareholders.

Ordinary Resolution Number 3 – re-appointment of independent external auditors

The reason for proposing this ordinary resolution is to confirm, upon the recommendation of the Audit & Risk Committee, the appointment of PricewaterhouseCoopers Inc as the independent external auditors of the Company and the Group, and to note that Tanya Rae will be the individual registered auditor who will undertake the audit for the financial year ending 30 June 2015.

Ordinary Resolution Number 4 – election of Audit & Risk Committee members

In terms of King III, the Audit & Risk Committee must comprise a minimum of three independent non-executive directors and further, in terms of the regulations to the Act, at least one-third of the members of the Committee must have academic qualifications or experience in economics, law, corporate governance, finance, accounting, commerce, industry, public affairs or human resource management. Having regard to the aforementioned, the Remuneration & Nomination Committee considered the expertise, experience and independence requirements of the members offering themselves for election and recommended to the Board that the directors be proposed to shareholders for approval.

Ordinary Resolution Number 5 – place unissued shares under the control of directors

It is considered advantageous to grant the directors authority to enable the Company to take advantage of business opportunities that might arise in the future. This authority is due to expire at the next annual general meeting.

Ordinary Resolution Number 6 – general but restricted authority to issue shares for cash

The reason for proposing this ordinary resolution is to enable the directors to undertake a general issue of shares for cash in accordance with, and subject to the requirements of, the JSE Listings Requirements when they consider such corporate activity advantageous in light of prevailing market conditions. When a company proposes to issue shares for cash (or in order to extinguish a liability, obligation or commitment, restraint or settle any expenses), among others, the shareholders must authorise that issue by way of an ordinary resolution that achieves the support of a super-majority of 75% of those shareholders present or represented by proxy and voting on such resolution.

Ordinary Resolution Number 7 – remuneration policy

The reason for proposing this ordinary resolution is in order that shareholders may endorse, by way of a non-binding advisory vote, the Company's Remuneration Policy as set out in the Remuneration Report on pages 83 to 87 of the Integrated Report.

Ordinary Resolution Number 8 – authorisation of an executive director to sign necessary documents

It is necessary to confer upon an executive director of the Company an authority to sign all documents as may be necessary for or incidental to the resolutions to be proposed at the meeting.

Explanatory notes to resolutions for consideration at the annual general meeting continued

SPECIAL BUSINESS

Special Resolution Number 1 – remuneration of non-executive directors

The Company, in general meeting, as per its memorandum of incorporation and the Act, shall from time to time determine the remuneration of non-executive directors, subject to shareholder approval.

Special Resolution Number 2 – financial assistance to related or inter-related company

In accordance with section 45 of the Act, the Company may not provide financial assistance (as contemplated in section 45 of the Act) without a special resolution. The reason for proposing the special resolution is to permit and authorise the Company and/or any subsidiaries to provide direct or indirect financial assistance, by way of a loan, the guaranteeing of a loan or other obligation or the securing of a debt or other obligation, to the recipients contemplated in Special Resolution Number 2.

It is difficult to foresee the exact details of financial assistance that the Company and/or its subsidiaries may be required to provide over the next two years. It is essential, however, that the Company is able to organise effectively its internal financial administration. For these reasons, and because it would be impractical and difficult to obtain shareholder approval every time the Company and/or its subsidiaries wish/es to provide financial assistance as contemplated above, it is necessary to obtain the approval of shareholders, as set out in Special Resolution Number 2.

It should be noted that this resolution does not authorise financial assistance to a director or a prescribed officer of the Company or any company or person related to a director or prescribed officer of the Company.

Special Resolution Number 3 – general authority to repurchase shares

The reason for proposing this special resolution is to permit and authorise the Company and/or any subsidiaries to acquire the Company's ordinary issued shares. The effect will be to grant the directors a general authority to facilitate the repurchase by the Company or any of its subsidiaries of up to 20% of the Company's ordinary issued share capital. Such general authority will provide the Board with the flexibility, subject to the requirements of the Act and the Listings Requirements, to repurchase the Company's shares should it be in the interests of the Company while the general authority exists. This general authority shall be valid until the next annual general meeting; provided that it shall not extend beyond 15 months from the date of adoption of this special resolution.

Form of proxy

ASPEN PHARMACARE HOLDINGS LIMITED

Incorporated in the Republic of South Africa
 Registration number 1985/002935/06
 ("Company" or "the Group")
 JSE Share Code APN
 ISIN Code ZAE 000066692

This proxy form relates to the annual general meeting ("meeting") to be held at Building Number 1, Healthcare Park, Woodlands Drive, Woodmead, Johannesburg, Gauteng, on Monday, 8 December 2014 at 10:00.

This proxy form is for use by certificated shareholders and dematerialised shareholders whose shareholding is recorded in their own name in the subregister maintained by their Central Securities Depository Participant ("CSDP") ("own-name" dematerialised shareholders). It is not for use by dematerialised shareholders (other than "own-name" dematerialised shareholders). Such dematerialised shareholders should provide their CSDP or broker with their voting instructions.

This proxy form must be returned to the Company's transfer secretaries, Computershare Investor Services (Pty) Limited, First Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107), to be received by no later than 09:00 on Friday, 28 November 2014.

Please read the notes on the reverse hereof carefully, which, among other things, set out the rights of shareholders under section 58 of the Act with respect to the appointment of proxies.

If you are a shareholder who is entitled to attend and participate in, and speak and vote at, the meeting, you may appoint not more than one person as your proxy to attend and participate in, and speak and vote (or abstain from voting) at, the meeting on your behalf. A proxy need not be a shareholder of the Company.

Please print clearly when completing this form and see the instructions on the reverse of this form for an explanation of the use of this proxy form and the rights of the shareholder and the proxy.

I/We (please print name in full)

of (address)

being the holder(s) of _____ ordinary shares in the Company (see note 5),

do hereby appoint

or, failing him/her, the Chairman of the meeting (see note 6), as my/our proxy to attend, speak and vote for me/us, or abstain from voting for me/us, and on my/our behalf at the meeting (including on any poll and on all resolutions put to the meeting), even if the meeting is postponed, and at any resumption of the meeting after any adjournment or postponement (see note 7).

I/We desire my/our proxy to vote as follows (see note 8):

Voting instructions

ORDINARY BUSINESS

Ordinary Resolution Number 1 – presentation and adoption of Annual Financial Statements

Ordinary Resolution Number 2 – re-election of directors

- (a) Rafique Bagus
- (b) John Buchanan
- (c) Judy Dlamini
- (d) Abbas Hussain
- (e) Maureen Manyama-Matome

Ordinary Resolution Number 3 – re-appointment of independent external auditors

Ordinary Resolution Number 4 – election of Audit & Risk Committee members

- (a) Roy Andersen
- (b) John Buchanan
- (c) Maureen Manyama-Matome
- (d) Sindi Zilwa

Ordinary Resolution Number 5 – place unissued shares under the control of directors

Ordinary Resolution Number 6 – general but restricted authority to issue shares for cash

Ordinary Resolution Number 7 – Remuneration Policy

Ordinary Resolution Number 8 – authorisation of an executive director to sign necessary documents

SPECIAL BUSINESS

Special Resolution Number 1 – remuneration of non-executive directors

Board

- (a) Chairman
- (b) Member

Audit & Risk Committee

- (c) Chairman
- (d) Member

Remuneration & Nomination Committee

- (e) Chairman
- (f) Member

Social & Ethics Committee

- (g) Chairman
- (h) Member

Special Resolution Number 2 – financial assistance to related or inter-related company

Special Resolution Number 3 – general authority to repurchase shares

| | For | Against | Abstain |
|-------------------------------------|-----|---------|---------|
| Ordinary Resolution Number 1 | | | |
| Ordinary Resolution Number 2 | | | |
| (a) Rafique Bagus | | | |
| (b) John Buchanan | | | |
| (c) Judy Dlamini | | | |
| (d) Abbas Hussain | | | |
| (e) Maureen Manyama-Matome | | | |
| Ordinary Resolution Number 3 | | | |
| Ordinary Resolution Number 4 | | | |
| (a) Roy Andersen | | | |
| (b) John Buchanan | | | |
| (c) Maureen Manyama-Matome | | | |
| (d) Sindi Zilwa | | | |
| Ordinary Resolution Number 5 | | | |
| Ordinary Resolution Number 6 | | | |
| Ordinary Resolution Number 7 | | | |
| Ordinary Resolution Number 8 | | | |
| Special Resolution Number 1 | | | |
| (a) Chairman | | | |
| (b) Member | | | |
| (c) Chairman | | | |
| (d) Member | | | |
| (e) Chairman | | | |
| (f) Member | | | |
| (g) Chairman | | | |
| (h) Member | | | |
| Special Resolution Number 2 | | | |
| Special Resolution Number 3 | | | |

Signed this _____ day _____ of _____ 2014

Signature _____

Notes to the form of proxy

Summary of rights contained in section 58 of the Act

Section 58 of the Act confers the following rights on holders of shares in the Company ("Aspen shareholders") and their proxies:

- ▶ an Aspen shareholder may, at any time and in accordance with section 58 of the Act, appoint not more than one individual (including an individual who is not an Aspen shareholder) as a proxy to participate in, and speak and vote at, the meeting on behalf of such Aspen shareholder;
- ▶ a proxy may delegate his/her authority to act on behalf of an Aspen shareholder to another person, subject to any restriction/s set out in the instrument appointing such proxy;
- ▶ irrespective of the form of instrument used to appoint a proxy, the appointment of a proxy is suspended at any time and to the extent that the relevant Aspen shareholder chooses to act directly and in person in the exercise of any such Aspen shareholder's rights as a shareholder;
- ▶ any appointment by an Aspen shareholder of a proxy is revocable, unless the form of instrument used to appoint such proxy states otherwise;
- ▶ any appointment remains valid until the end of the meeting for which it is given (or any adjournment or postponement thereof), unless it is revoked in the manner contemplated in the instrument used to give effect to such appointment;
- ▶ if an appointment of a proxy is revocable, an Aspen shareholder may revoke the proxy appointment by: (i) cancelling it in writing, or making a later inconsistent appointment of a proxy; and (ii) delivering a copy of the revocation instrument to the proxy and to the Company or the Company's transfer secretaries. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the Aspen shareholder in question as of the later of (i) the date stated in the revocation instrument, if any; or (ii) the date on which the revocation instrument was delivered to the Company or the Company's transfer secretaries; and
- ▶ a proxy appointed by an Aspen shareholder is entitled to exercise, or abstain from exercising, any voting right of such shareholder without direction, except to the extent that the memorandum of incorporation of the Company, or the instrument appointing the proxy, provides otherwise.

Explanatory notes to proxy form

1. This proxy form will not be effective at the meeting unless it is received by the Company's transfer secretaries, Computershare Investor Services (Pty) Limited, First Floor, 70 Marshall Street, Johannesburg, 2001, before 09:00 on Friday, 28 November 2014 (or 24 hours before the time appointed for the resumption of an adjourned or the commencement of a postponed meeting). If an Aspen shareholder does not wish to deliver this proxy form to that address, it may also be posted, at the risk of such shareholder, to Computershare Investor Services (Pty) Limited, PO Box 61051, Marshalltown, 2107.
2. This proxy form is for use by certificated shareholders and dematerialised shareholders with "own-name" registration who wish to appoint another person (a proxy) to participate in, and speak and vote at, the meeting on their behalf. Other Aspen shareholders should not use this form. All beneficial shareholders who have dematerialised their shares through a CSDP or broker must provide the CSDP or broker with their voting instructions. Alternatively, if they wish to attend the meeting in person, they should request the CSDP or broker to provide them with a letter of representation in terms of the custody agreement entered into between the beneficial shareholder and the CSDP or broker. If duly authorised, companies and other corporate bodies that are Aspen shareholders may appoint a proxy using this proxy form, or may appoint a representative in accordance with note 16 below.
3. This proxy form need not bear the hand-written signature of an Aspen shareholder appointing the proxy and may be an instrument created by electronic or other means, including email or facsimile.
4. Where a share is held jointly, then the person who has been nominated by all of the joint holders as the registered shareholder will be entitled to attend and participate in, and speak and vote at, the meeting on behalf of all of the joint holders. If the joint holders do not nominate any such person, then any of the joint holders may exercise, or abstain from exercising, the voting rights in relation to that share as if he/she were solely entitled to do so, provided that, if more than one such joint holder is present or represented at the meeting, then the joint holder whose name stands first in the securities register in respect of that share or his/her proxy, as the case may be, is solely entitled to exercise or abstain from exercising such voting rights.
5. This proxy form shall apply to all the ordinary shares registered in the name of the shareholder who signs this proxy form at the record date unless a lesser number of shares is inserted in the relevant space/s on the previous page. A shareholder or the proxy is not obliged to cast all the votes exercisable by the shareholder or by the proxy, but the total of the votes cast or in respect of which an abstention is recorded may not exceed the total number of the votes exercisable by the shareholder or by the proxy.
6. A shareholder may appoint not more than one person of his own choice as his proxy by inserting the name of such proxy in the space provided, and by signing and dating the proxy form. Any such proxy need not be a shareholder of the Company. If the name of the proxy is not inserted, the Chairman of the meeting will be appointed as proxy. If more than one name is inserted, then the person whose name appears first on the proxy form and who is present at the meeting will be entitled to act as proxy to the exclusion of any persons whose names follow. The proxy appointed in this proxy form may delegate the authority given to him in this proxy form by delivering to the Company, in the manner required by these instructions, a further proxy form, which has been completed in a manner consistent with the authority given to the proxy in this proxy form.
7. Unless revoked in accordance herewith, the appointment of a proxy in terms of this proxy form will remain valid until the end of the meeting, even if the meeting or a part thereof is postponed or adjourned. This proxy form will not be used at the resumption of an adjourned meeting if it could not have been used at the meeting from which it was adjourned for any reason other than that it was not lodged timeously for the meeting from which the adjournment took place.
8. A shareholder must insert an "X" in the space provided according to how he/she wishes the votes attaching to his/her ordinary shares to be cast.
9. This proxy form shall, in addition to the authority granted under the Act, except insofar as this proxy form provides otherwise, be deemed to confer the power generally to act at the meeting, subject to the specific direction as to the manner of voting in this proxy form or on separate written instructions that accompany this proxy form.
Accordingly, if:
 - 9.1 an Aspen shareholder does not indicate on this instrument that the proxy is to vote in favour of, or against, or to abstain from voting on, any resolution; or
 - 9.2 the shareholder gives contradictory instructions in relation to any matter; or
 - 9.3 any additional resolution/s are properly put before the meeting; or
 - 9.4 any resolution listed in the proxy form is modified or amended,then the proxy will be entitled to vote or abstain from voting, as he/she thinks fit, in relation to that resolution or matter. If, however, an Aspen shareholder has provided further written instructions that accompany this form and that indicate how the proxy should vote or abstain from voting in any of the circumstances referred to in 9.1 to 9.4 above, then the proxy shall comply with those instructions.
10. If this proxy is signed by a person (signatory) on behalf of an Aspen shareholder, whether in terms of a power of attorney or otherwise, then this proxy form will not be effective unless:
 - 10.1 it is accompanied by a certified copy of the authority given by such shareholder to the signatory; or
 - 10.2 the Company has already received a certified copy of that authority.
11. A minor or any other person under legal incapacity must be assisted by his parent or guardian, as applicable, unless the relevant documents establishing his/her capacity are produced or have been registered with the Company.
12. The Chairman of the meeting may, in his discretion, accept or reject any proxy form or other written appointment of a proxy that is received by the Chairman prior to the time when the meeting deals with a resolution or matter to which the appointment of the proxy relates, even if that appointment of a proxy has not been completed and/or received in accordance with these instructions. However, the Chairman will not accept any such appointment of a proxy unless the Chairman is satisfied that it reflects the intention of the Aspen shareholder appointing the proxy.
13. Any alterations made to this proxy form must be initialled by the authorised signatory/ies.
14. A vote cast or act done in accordance with the terms of this proxy form will be deemed to be valid notwithstanding:
 - 14.1 the previous death, insanity or any other legal disability of the person appointing the proxy; or
 - 14.2 the revocation of the proxy in terms hereof; or
 - 14.3 the transfer of a share in respect of which the proxy was given,unless notice as to any of the abovementioned matters will have been received by the Company at the registered office of the Company or by the Chairman of the meeting, before the commencement or resumption (if adjourned or postponed) of the meeting at which the vote was cast or the act was done or before the poll on which the vote was cast.
15. All notices that an Aspen shareholder is entitled to receive in relation to the Company will continue to be sent to that shareholder and will not be sent to the proxy, unless such shareholder has directed the Company to do so, in writing, and paid any reasonable fee charged by the Company for doing so.
16. Companies and other corporate bodies which are Aspen shareholders having shares registered in their own names may, instead of completing this proxy form, appoint a representative to represent them and exercise all of their rights at the meeting by giving written notice of the appointment of that representative. That notice will not be effective at the meeting unless it is accompanied by a duly certified copy of the resolution/s or other authorities in terms of which that representative is appointed and is received by the Company's transfer secretaries, Computershare Investor Services (Pty) Limited, First Floor, 70 Marshall Street, Johannesburg, 2001 by not later than 09:00 on Friday, 28 November 2014 (or 24 hours before the time appointed for the resumption of an adjourned or postponed meeting). If an Aspen shareholder does not wish to deliver that notice to that address, it may also be posted, at the risk of such shareholder, to PO Box 61051, Marshalltown, 2107.



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