GROUP FIVE LIMITED

(Registration number 1969/000032/06)
(Incorporated in the Republic of South Africa)
Share code: GRF ISIN code: ZAE000027405
("Group Five" or "the company")

Form of proxy

For use at the annual general meeting of the holders of ordinary shares in the company ("Group Five shareholders") to be held at the registered office of Group Five, 371 Rivonia Boulevard, Rivonia on Tuesday 8 November 2011 ("the annual general meeting") at 11:00.

Group Five shareholders who have dematerialised their Group Five shares through a CSDP or broker must not complete this form of proxy and must provide their CSDP or broker with their voting instructions, except for Group Five shareholders who have elected own name registration in the sub-register through a CSDP or broker and certificated shareholders, which shareholders must complete this form of proxy and lodge it with the transfer secretaries.

Holders of dematerialised Group Five shares wishing to attend the annual general meeting must inform their CSDP or broker of such intention and request their CSDP/broker to issue them with the relevant authorisation to attend.

I/We

of (address)

being the registered holder/s of ordinary shares in the capital of the company, hereby appoint (see note 1):

1. or, failing him/her
2. or, failing him/her
3. or, failing him/her

the chairperson of the annual general meeting as my/our proxy to act for me/us at the annual general meeting for the purposes of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at each adjournment thereof and to vote for and/or against the resolutions and/or abstain from voting in respect of the ordinary shares registered in my/our name/s in accordance with the instructions/notes on the reverse side hereof.

	Proposed ordinary/special resolutions		In favour	Against	Abstain
	Ordinary business				
1.	Ordinary resolution number 1:	Receive, consider and approve the annual financial statements for the year ended 30 June 2011			
2.	Ordinary resolution number 2.1:	To re-elect as director by separate resolution – P Buthelezi			
	Ordinary resolution number 2.2:	To re-elect as director by separate resolution – LE Bakoro			
	Ordinary resolution number 2.3:	To re-elect as director by separate resolution – JL Job			
	Ordinary resolution number 2.4:	To confirm by separate resolution the election of OA Mabandla as director			
	Ordinary resolution number 2.5:	To confirm by separate resolution the election of DDS Robertson as director			
3.	Ordinary resolution number 3:	Re-appointment of auditors			
4.	Ordinary resolution number 4:	Ratify the remuneration of non-executive directors for the year ended 30 June 2011			
	Special business				
5.	Special resolution number 1:	Approve the remuneration of non-executive directors for the year ending 30 June 2012			
6.	Ordinary resolution number 5:	Control of authorised but unissued shares			
7.	Ordinary resolution number 6:	Appointment of group audit committee members			
8.	Ordinary resolution number 7:	Approval of remuneration policy			
9.	Special resolution number 2:	General authority to repurchase shares			
10.	Special resolution number 3:	General authority to provide financial assistance to related companies and subsidiary companies			
11.	Ordinary resolution number 8:	Authority to sign all documents			

A member entitled to attend and vote at the annual general meeting may appoint one or more proxies to attend, vote, speak and act in his stead. A proxy need not be a member of the company.

Signed at on 2011

Signature

assisted by me (where applicable)
(State capacity and full name) (see note 10). Please use block letters.

Please read the notes on the reverse side hereof.