

# Form of proxy

## AECI Limited

Incorporated in the Republic of South Africa

(Registration No 1924/002590/06)

Share code: AFE ISIN code: ZAE000000220

("the Company")

Only for the use of registered holders of certificated ordinary shares in the Company and the holders of dematerialised ordinary shares in the capital of the Company in "own name" form, at the annual general meeting to be held at 09:00 on Monday, 25 May 2009, on the ground floor, AECl Place, 24 The Woodlands, Woodlands Drive, Woodmead, Sandton.

Holders of ordinary shares in the Company (whether certificated or dematerialised) through a nominee must not complete this form of proxy but should timeously inform that nominee, or, if applicable, their Central Securities Depository Participant (CSDP) or stockbroker of their intention to attend the annual general meeting and request such nominee, CSDP or stockbroker to issue them with the necessary authorisation to attend or provide such nominee, CSDP or stockbroker with their voting instructions should they not wish to attend the annual general meeting in person but wish to be represented thereat. Such ordinary shareholders must not return this form of proxy to the transfer secretaries or to the registered office of the Company.

I/We ..... of .....  
(name and address in block letters)

being a shareholder/s of the above Company, holding ..... ordinary shares in the Company, hereby appoint

1. of ..... or, failing him/her, .....
2. of ..... or, failing him/her, .....
3. the chairman of the annual general meeting, as my/our proxy to attend, speak and vote for me/us and on my/our behalf or to abstain from voting at the annual general meeting of the Company and at any adjournment thereof as follows:

Proposed resolution	Insert an "X" or the number of votes exercisable (one vote per share)		
	For	Against	Abstain
<b>Ordinary resolutions:</b>			
1. Adoption of annual financial statements			
2. Re-appointment of independent auditors			
3. Re-election of directors			
3.1 RMW Dunne			
3.2 LM Nyhonyha			
3.3 AC Parker			
4. Appointment of director			
4.1 KM Kathan			
5. Directors' fees			
5.1 Chairman of the Board			
5.2 Audit and risk committee chairman			
5.3 Audit and risk committee member			
5.4 Non-executive directors			
5.5 Chairmen of other Board committees			
5.6 Members of other Board committees			
<b>Special resolution:</b>			
1. General authority to repurchase shares			

Insert an "X" in the relevant spaces above according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of ordinary shares than you own in the Company, insert the number of ordinary shares held in respect of which you desire to vote (see note 2).

Signed at ..... on ..... 2009

Signature/s .....

Assisted by (where applicable) .....

Each shareholder is entitled to appoint a proxy (who need not be a shareholder of the Company) to attend, speak and vote in place of that shareholder at the annual general meeting.

Please read the notes on the reverse side of this form of proxy.

## Notes to the form of proxy

1. A shareholder may insert the name of a proxy of the shareholder's choice in the space provided, with or without deleting "the chairman of the meeting", but any such deletion must be initialed by the shareholder. The person whose name stands 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. Please insert an "X" in the relevant space according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of shares than you own in the Company, insert the number of shares held in respect of which you wish to vote. 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 shareholder's votes exercisable at the annual general meeting. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or by his/her proxy, but the total of the votes cast in respect of which abstention is recorded may not exceed the total number of the votes exercisable by the shareholder or by his/her proxy.
3. To be valid, the completed form of proxy must reach the offices of the Company's share registrars by no later than 48 hours prior to the annual general meeting (excluding Saturdays, Sundays and public holidays).
4. Where there are joint holders of any shares, only that holder whose name appears first in the register in respect of such shares need sign this form of proxy.
5. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the annual general meeting and speaking and voting in person at the annual general meeting to the exclusion of any proxy appointed in terms of this proxy form.
6. Any alteration to this form of proxy must be signed in full and not initialed.
7. If this form of proxy is signed under a power of attorney, then such power of attorney or a notarially certified copy thereof must be sent with this form of proxy for noting (unless it has already been noted by the transfer secretaries).  
  
A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
8. The chairman of the annual general meeting may accept any form of proxy which is completed other than in accordance with these notes if he is satisfied as to the manner in which the shareholder wishes to vote.