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form of

# proxy

**WG WEARNE LIMITED**

(Incorporated in the Republic of South Africa)  
 (Registration number 1994/005983/06)  
 JSE code: WEA ISIN: ZAE000078002  
 ("Wearne" or "the Company")



**For use by shareholders holding share certificates and shareholders who have dematerialised their share certificates and have elected "own name" registration through a Central Securities Depository Participant ("CSDP") or broker, at the Annual General Meeting of the Company to be held at 11:00 on Wednesday 27 August 2008.**

If you are a shareholder entitled to attend and vote at the above mentioned Annual General Meeting you can appoint a proxy to attend, vote and speak in your stead. A proxy need not be a shareholder of the Company.

If you are a shareholder and have dematerialised your share certificate through a CSDP or broker, and have not selected own name registration in the subregister maintained by a CSDP, you must not complete this form of proxy but must instruct your CSDP or broker to issue you with the necessary authority to attend the annual general meeting, or if you do not wish to attend, you may provide your CSDP or broker with your voting instructions in terms of the custody agreement entered into with your CSDP or broker.

I/We \_\_\_\_\_  
 (Name in block letters)  
 of \_\_\_\_\_

being a member/members of WG Wearne Limited and entitled to \_\_\_\_\_ votes, hereby appoint

1. \_\_\_\_\_ or failing him/her
2. \_\_\_\_\_ or failing him/her

the chairman of the annual general meeting as my/our proxy to act for me/us at the annual general meeting, to be held on Wednesday 27 August 2008 at 11:00, in the boardroom at Wearne, Stonemill Office Park, 3 Kiepersol House, 300 Acacia Road, Cresta, and at any adjournment thereof, as follows:

|                                                                           | Number of Wearne Shares |         |         |
|---------------------------------------------------------------------------|-------------------------|---------|---------|
|                                                                           | In favour               | Against | Abstain |
| 1. Adoption of annual financial statements                                |                         |         |         |
| 2. Re-election of directors                                               |                         |         |         |
| 2.1 E Moloji                                                              |                         |         |         |
| 3. Re-appointment of independent auditors                                 |                         |         |         |
| 4. To ratify the directors' remuneration                                  |                         |         |         |
| 5. To place the unissued share capital under the control of the directors |                         |         |         |
| 6. To issue shares for cash                                               |                         |         |         |
| 7. Special resolution: Repurchase shares                                  |                         |         |         |

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2008

Member \_\_\_\_\_

PLEASE READ THE INSTRUCTIONS ON THE REVERSE SIDE OF THIS FORM OF PROXY



## FORM OF PROXY INSTRUCTIONS

1. On a poll a shareholder is entitled to one vote for each share held.
2. Forms of proxy must be lodged at, posted to or faxed to Computershare Investor Services (Pty) Ltd, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107, Fax +27 (0)11 688 5238), to reach the company by no later than 48 hours prior to the meeting.
3. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space/s provided, with or without deleting the words "the chairman of the annual general meeting". Any such deletion must be individually initialled by the shareholder, failing which they will not have been validly affected. The person present at the annual general meeting whose name appears first on the form of proxy and has not been deleted shall be entitled to act as proxy to the exclusion of the persons whose names follow.
4. Any alterations or corrections to this form of proxy have to be initialled by the relevant signatory(ies).
5. Each shareholder is entitled to appoint one or more proxies (who need not be a shareholder(s) of the company) to attend, speak and vote (either on a poll or by show of hands) in place of that shareholder at the annual general meeting.
6. Voting instructions for each of the resolutions must be completed by filling the number of votes (one per ordinary share) under the "In favour", "Against" or "Abstain" headings on the form of proxy. If no instructions are filled in on the form of proxy, the chairman of the annual general meeting, if the chairman is the authorised proxy, or any other proxy, shall be authorised to vote in favour of, against or abstain from voting as he/she deems fit.
7. A shareholder or his/her proxy is entitled but not obliged to vote in respect of all the ordinary shares held by the shareholder. The total number of votes for or against the ordinary and special resolutions and in respect of which any abstention is recorded may not exceed the total number of shares held by the shareholder.
8. Documentary evidence establishing the authority of a person signing this form must be attached to this form of proxy unless previously recorded by the transfer secretaries of the company or waived by the chairman of the annual general meeting.
9. This form of proxy is to be completed only by those shareholders who either still hold shares in a certificated form, or whose shares are recorded in their "own name" in electronic form in the subregister.
10. Shareholders whose dematerialised shares are held in the name of a nominee and wish to attend the annual general meeting must contact their Central Securities Depository Participant ("CSDP") or broker who will furnish them with the necessary letter of authority to attend the annual general meeting. Alternatively, they have to instruct their CSDP or broker as to how they wish to vote. This has to be done in terms of the agreement between the shareholder and the CSDP or the broker.
11. Shareholders who wish to attend and vote at the meeting must ensure that their letters of authority from their CSDP or broker reach the transfer secretaries not later than 48 hours prior to the meeting.
12. The completion and lodging of this form of proxy does not preclude the relevant shareholder from attending the annual general meeting and speaking and voting in person to the exclusion of any proxy appointed by the shareholder.
13. The chairman of the annual general meeting may accept or reject any form of proxy which is completed and/or received other than in accordance with these instructions, provided that he shall not accept a proxy unless he is satisfied as to the manner in which a shareholder wishes to vote.

**TRANSFER SECRETARIES' OFFICE**  
Computershare Investor Services (Pty) Ltd  
70 Marshall Street, Johannesburg, 2001  
(PO Box 61051, Marshalltown, 2107)