

NOTICE TO SHAREHOLDERS

The 2010 Annual General Meeting of Remgro Limited ("the Company") will be held on Wednesday, 18 August 2010, at 15:30 in the Conference Centre, Erinvale Estate Hotel & Spa, Lourensford Road, Somerset West, 7130, to, if approved, pass the following ordinary and special resolutions with or without modification:

1. APPROVAL OF ANNUAL FINANCIAL STATEMENTS

Ordinary Resolution Number 1

Resolved that the audited annual financial statements of the Company and the Group for the year ended 31 March 2010 be accepted and approved.

2. REAPPOINTMENT OF AUDITOR

Ordinary Resolution Number 2

Resolved that the reappointment of PricewaterhouseCoopers Inc. as the Company's auditor, as nominated by the Company's Audit and Risk Committee, is approved and to note that the individual registered auditor who will undertake the audit during the financial year ending 31 March 2011 is Mr C J Matthee.

3. APPROVAL OF DIRECTORS' REMUNERATION

Ordinary Resolution Number 3

Resolved that directors' fees for services rendered as directors for the financial year ending 31 March 2011 be determined on the following basis:

Type of fee	Existing fee for the year ended 31 March 2010 R	Proposed fee for the year ending 31 March 2011 R
Board Member	172 000	186 000
Chairman of the Audit and Risk Committee	116 000	125 000
Member of the Audit and Risk Committee	58 000	63 000
Member of the Remuneration and Nomination Committee	29 000	31 000

4. ELECTION OF DIRECTOR

Ordinary Resolution Number 4

Resolved that Mr M H Visser who retires in terms of article 31.1.1 of the Company's Articles of Association and who has offered himself for re-election, be re-elected as a director of the Company.

5. ELECTION OF DIRECTOR

Ordinary Resolution Number 5

Resolved that Mr J W Dreyer who retires in terms of article 31.1.1 of the Company's Articles of Association and who has offered himself for re-election, be re-elected as a director of the Company.

6. ELECTION OF DIRECTOR

Ordinary Resolution Number 6

Resolved that Mr F Robertson who retires in terms of article 31.1.1 of the Company's Articles of Association and who has offered himself for re-election, be re-elected as a director of the Company.

7. ELECTION OF DIRECTOR

Ordinary Resolution Number 7

Resolved that Mr J Malherbe who retires in terms of article 31.1.1 of the Company's Articles of Association and who has offered himself for re-election, be re-elected as a director of the Company.

8. ELECTION OF DIRECTOR

Ordinary Resolution Number 8

Resolved that Mrs J A Preller who retires in terms of article 31.1.1 of the Company's Articles of Association and who has offered herself for re-election, be re-elected as a director of the Company.

9. ELECTION OF DIRECTOR

Ordinary Resolution Number 9

Resolved that Mr J J Durand who retires in terms of article 31.4.1.1 of the Company's Articles of Association and who has offered himself for re-election, be re-elected as a director of the Company.

10. ELECTION OF DIRECTOR

Ordinary Resolution Number 10

Resolved that Mr G T Ferreira who retires in terms of article 31.4.1.1 of the Company's Articles of Association and who has offered himself for re-election, be re-elected as a director of the Company.

11. ELECTION OF DIRECTOR

Ordinary Resolution Number 11

Resolved that Mr N P Mageza who retires in terms of article 31.4.1.1 of the Company's Articles of Association and who has offered himself for re-election, be re-elected as a director of the Company.

12. ELECTION OF DIRECTOR

Ordinary Resolution Number 12

Resolved that Mr P J Moleketi who retires in terms of article 31.4.1.1 of the Company's Articles of Association and who has offered himself for re-election, be re-elected as a director of the Company.

13. ELECTION OF DIRECTOR

Ordinary Resolution Number 13

Resolved that Dr M A Ramphela who retires in terms of article 31.4.1.1 of the Company's Articles of Association and who has offered herself for re-election, be re-elected as a director of the Company.

Biographical details of all directors of the Company are set out on pages 8 and 9 of the Annual Report.

14. UNBUNDLING OF SHARES IN TRANS HEX GROUP LIMITED ("Trans Hex")

Ordinary Resolution Number 14

This resolution is to be read in conjunction with the unbundling circular dated 26 July 2010 which has been posted together with and forms part of the Annual Report ("the unbundling circular")

Resolved that the Company be and is hereby authorised to unbundle 30 215 000 Trans Hex ordinary shares of no par value which equate to 28.49% of the entire issued share capital of Trans Hex ("Trans Hex shares") to the Company's ordinary shareholders and "B" ordinary shareholders ("shareholders") by way of a distribution in terms of section 90 of the Companies Act, No. 61 of 1973, as amended ("Companies Act"), in the ratio of 5.85 Trans Hex shares for every 100 Remgro ordinary shares or "B" ordinary shares held by shareholders on the unbundling record date as defined in the unbundling circular ("the unbundling").

The Company's directors have considered the effect of the unbundling and confirm that there are no reasonable grounds to believe that:

- the Company and the Group will not be able, in the ordinary course of business, to pay its debts for a period of 12 months after the date of the approval of the unbundling circular;
- the assets of the Company and the Group will not exceed their liabilities for a period of 12 months after the date of the approval of the unbundling circular. For this purpose, the assets and liabilities are recognised and measured in accordance with the accounting policies used in the Company's latest audited annual group financial statements;
- the Company and the Group will not have adequate share capital and reserves for ordinary business purposes for a period of 12 months after the date of the approval of the unbundling circular;
- the working capital of the Company and the Group will not be adequate for ordinary business purposes for a period of 12 months after the date of the approval of the unbundling circular.

15. AUTHORITY TO REPURCHASE SHARES

Special Resolution Number 1

Resolved that the Board of Directors of the Company be hereby authorised, by way of a renewable general authority, to approve the purchase of its own ordinary shares by the Company, or to approve the purchase of ordinary shares in the Company by any subsidiary of the Company, provided that:

- this general authority shall be valid until the Company's next Annual General Meeting or for 15 months from the date of passing of this resolution, whichever period is shorter;
- the ordinary shares be purchased through the order book of the trading system of the exchange operated by the JSE Limited ("JSE") and done without any prior understanding or arrangement between the Company and/or the relevant subsidiary and the counterparty, provided that if the Company purchases its own ordinary shares from any wholly owned subsidiary of the Company for the purposes of cancelling such treasury shares pursuant to this general authority, the above provisions will not be applicable to such purchase transaction;
- an announcement complying with paragraph 11.27 of the Listings Requirements of the JSE ("Listings Requirements") be published by the Company (i) when the Company and/or its subsidiaries have cumulatively repurchased 3% of the ordinary shares in issue as

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- at the time when the general authority was given (“the initial number”) and (ii) for each 3% in the aggregate of the initial number of the ordinary shares acquired thereafter by the Company and/or its subsidiaries;
- the repurchase by the Company of its own ordinary shares shall not in the aggregate in any one financial year exceed 20% of the Company’s issued ordinary share capital of this class, provided that the acquisition of ordinary shares as treasury shares by a subsidiary of the Company shall not exceed 10% in the aggregate of the number of issued ordinary shares of the Company at the relevant times;
 - repurchases must not be made at a price more than 10% above the weighted average of the market value of the ordinary shares for the five business days immediately preceding the date on which the transaction is effected;
 - at any point in time the Company may only appoint one agent to effect any repurchase on the Company’s behalf or on behalf of any subsidiary of the Company;
 - subject to the exceptions contained in the Listings Requirements, the Company and the Group will not repurchase ordinary shares during a prohibited period (as defined in the Listings Requirements) unless they have in place a repurchase programme where the dates and quantities of shares to be traded during the relevant period are fixed (not subject to any variation) and full details of the programme have been disclosed in an announcement over SENS prior to the commencement of the prohibited period; and
 - such repurchases will be subject to the provisions of the Companies Act (No. 61 of 1973), as amended (“Companies Act”), the Company’s Articles of Association and the Listings Requirements.

It is the intention of the Board of Directors to use this general authority should prevailing circumstances (including the tax dispensation and market conditions) warrant it in their opinion.

The Company’s directors undertake that they will not implement any such repurchases while this general authority is valid, unless:

- the Company and the Group will be able, in the ordinary course of business, to pay its debts for a period of 12 months after the date of the general repurchase;
- the assets of the Company and the Group will exceed their liabilities for a period of 12 months after the date of the general repurchase. For this purpose, the assets and liabilities are recognised and measured in accordance with the accounting policies used in the Company’s latest audited annual group financial statements;
- the Company and the Group will have adequate share capital and reserves for ordinary business purposes for a period of 12 months after the date of the general repurchase;
- the 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
- upon entering the market to proceed with the repurchase, the Company’s sponsor has confirmed the adequacy of the Company’s working capital for the purposes of undertaking a repurchase of shares in writing to the JSE.

Reason for and effect of Special Resolution Number 1

The reason for and the effect of Special Resolution Number 1 is to grant the Company’s directors a general authority to approve the Company’s repurchase of its own ordinary shares and to permit a subsidiary of the Company to purchase ordinary shares in the Company.

For the purposes of considering Special Resolution Number 1 and in compliance with paragraph 11.26 of the Listings Requirements, the information listed below has been included in the Annual Report, in which this notice of Annual General Meeting is included, at the places indicated:

- Directors and management (pages 8 and 9);
- Major shareholders (page 152);
- No material changes;
- Directors’ interests in securities (page 154);
- Share capital of the Company (pages 123 and 152);
- The directors, whose names are set out on pages 8 and 9 of this report, collectively and individually accept full responsibility for the accuracy of the information contained in this Special Resolution Number 1 and certify, to the best of their knowledge and belief, that there are no other facts, the omission of which would make any statement false or misleading and that they have made all reasonable queries in this regard and that this resolution contains all information required by law and the Listings Requirements;
- There are no legal or arbitration proceedings (including any such proceedings that are pending or threatened of which the Company is aware), which may have or have had a material effect on the Company and the Group’s financial position over the last twelve-month period.

16. AUTHORITY TO ENTER INTO DERIVATIVE TRANSACTIONS

Special Resolution Number 2

Resolved that, subject to the passing of Special Resolution Number 1, the Board of Directors of the Company be authorised, by way of a general renewable authority, to enter into derivative transactions which will or may lead to the Company being required to purchase its own shares, subject to the provisions of the Companies Act and the Listings Requirements (in particular the limitations contained in paragraph 5.84(a) of the Listings Requirements).

Reason for and effect of Special Resolution Number 2

The reason for and the effect of Special Resolution Number 2 is to grant the Company's directors a general authority to, subject to the provisions of the Companies Act and the Listings Requirements, enter into derivative transactions which will or may lead to the Company being required to purchase its own shares.

And to transact any other business that may be transacted at an Annual General Meeting.

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 (for which purpose a form of proxy (green) is attached hereto) to attend, speak and vote in their stead. The person so appointed as proxy need not be a member of the Company. Proxy forms must be lodged with the transfer secretaries of the Company, Computershare Investor Services (Pty) Limited, 70 Marshall Street, Johannesburg, 2001, South Africa, or posted to the transfer secretaries at PO Box 61051, Marshalltown, 2107, South Africa, to be received by them not later than Monday, 16 August 2010, at 15:30 (South African time).

Proxy forms must only be completed by members who have not dematerialised their shares or who have dematerialised their shares with "own name" registration.

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 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 such member bears to the aggregate amount of the nominal value of all the shares issued by the Company.

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; or
- 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 passed in terms of the Listings Requirements.

By order of the Board of Directors.

M Lubbe

Secretary

Stellenbosch
21 June 2010