

AGRI VOEDSEL

Agri Voedsel Limited

(Incorporated in the Republic of South Africa)
(Registration number 2007/015880/06)
("AVL" or "the Company")

FORM OF SURRENDER, TRANSFER AND ACCEPTANCE

The definitions and interpretations commencing on page 11 of the circular to which this form of surrender, transfer and acceptance is attached ("**the Circular**"), apply mutatis mutandis to this form of surrender, transfer and acceptance.

This form should be read in conjunction with the Circular.

Instructions:

1. A separate form of surrender, transfer and acceptance is required for each AVL Shareholder. AVL Shareholders must complete this form in BLOCK CAPITALS.
2. Part A must be completed by all AVL Shareholders who return this form and **relates to the surrender of Documents of Title**.
3. Part B must be completed by AVL Shareholders **who are emigrants from or non-residents of** the Common Monetary Area (see note 2).
4. Part C must be completed by all AVL Shareholders who return this form and relates to the **acceptance of the General Offer**.
5. Part D must be completed by all AVL Shareholders who return this form and **relates to the settlement of the Scheme Consideration or the General Offer Consideration, as applicable**.

Please also read notes overleaf.

To: **The Transfer Secretaries**

Hand deliveries to:

Computershare Investor Services Proprietary Limited
Ground Floor, 70 Marshall Street
Johannesburg, 2001

Postal deliveries to:

Computershare Investor Services Proprietary Limited
PO Box 61763
Marshalltown, 2107

AVL Shareholders may return this form of surrender, transfer and acceptance (blue) and (if applicable) their Documents of Title either to:

- **the Transfer Secretaries (Computershare Investor Services (Pty) Ltd), at the address provided above; OR**
- **AVL's company secretary (Ms Lucille van der Merwe) at 1st Floor, Ou Kollege Building, 35 Kerk Street, Stellenbosch, 7600 (PO Box 7403, Stellenbosch, 7599),**

whichever is more convenient to AVL Shareholders.

Dear Sirs

PART A –SURRENDER OF DOCUMENTS OF TITLE

ALL AVL SHAREHOLDERS WHO RETURN THIS FORM MUST PLEASE COMPLETE PART A.

General note: *AVL currently holds original AVL share certificates on behalf of some AVL Shareholders ("Relevant AVL Shareholders"). Accordingly, any statements below, requiring AVL Shareholders to return their Documents of Title to the Transfer Secretaries, shall not apply to Relevant AVL Shareholders and Relevant AVL Shareholders will, in those instances, only be required to complete this form of surrender, transfer and acceptance and to return it to the Transfer Secretaries in accordance with the instructions set out herein.*

AVL Shareholders who are unsure whether their original AVL share certificates are held by AVL should contact the Transfer Secretaries to confirm same. The Transfer Secretaries can be telephoned on 086 1100 634 (or +27 11 370 5000 if telephoning from outside South Africa) on every Business Day between 8:30 and 16:00.

Please tick the appropriate box:

1. Please tick this box *if the original share certificate/s for your AVL Shares are held by AVL on your behalf, meaning that you are a Relevant AVL Shareholder, as described in the General Note above:*

ALTERNATIVELY

2. Please tick this box *if you are enclosing the original share certificate/s or other Documents of Title for your AVL Shares.*

AVL Shareholders who wish to anticipate the Scheme or the General Offer becoming operative and expedite settlement of the Scheme Consideration or the General Offer Consideration, if applicable, should complete Part A and return this form to the Transfer Secretaries together with their Document(s) of Title (see General Note above) by no later 12:00 on the Scheme Consideration Record Date.

Should the Scheme not become operative, any Documents of Title surrendered to the Transfer Secretaries will, in the case of AVL Shareholders who have rejected the General Offer, be returned to such shareholders by the Transfer Secretaries, at such shareholders' own risk, by registered post within five Business Days from the date of receipt of the Documents of Title or the date on which it becomes known that the Scheme will not become operative, whichever is the later. For the avoidance of doubt, original AVL share certificates currently held by AVL on behalf of Relevant AVL Shareholders will continue to be held by AVL, unless a Relevant AVL Shareholder requests in writing that same be returned to him by AVL's company secretary.

Surname or Name of corporate body

First names (in full)

Title

Address (**see Part D below**)

Postal code

Country

Telephone ()

Cellular telephone number

Email address

Fax number ()

Please note: In order to comply with the requirements of the Financial Intelligence Centre Act, 2001, the Transfer Secretaries will be unable to record any change of address mandated unless the following documentation is received from the relevant AVL Shareholder:

- an original certified copy of your identity document;
- an original certified copy of a document issued by the South African Revenue Services to verify your tax number (if you do not have a tax number, please confirm this in writing and have the letter signed by a Commissioner of Oaths); and
- an original or an original certified copy of a service bill to verify your physical address.

I/WE HEREBY SURRENDER THE ENCLOSED SHARE CERTIFICATE/S, CERTIFIED TRANSFER DEED/S AND/OR OTHER DOCUMENTS OF TITLE, DETAILS OF WHICH HAVE BEEN COMPLETED BELOW, ALTERNATIVELY SURRENDER ALL THE SHARE CERTIFICATES CURRENTLY HELD BY AVL ON MY/OUR BEHALF, (AS THE CASE MAY BE) IN RESPECT OF MY/OUR HOLDING OF AVL SHARES.

Share certificate/s and/or other Document(s) of Title to be surrendered (as enclosed)

Name of registered holder (separate form for each holder)	Certificate number(s) (in numerical order)	Number of AVL Shares covered by each certificate
Total		

Signature of AVL Shareholder	Stamp and address of agent lodging this form
Assisted by me (if applicable)	
State full name and capacity	
Date 2014	
Telephone number (Home) ()	
Telephone number (Work) ()	
Cell phone number ()	

Signatories may be called upon for evidence of their authority or capacity to sign this form.

PART B

1. **To be completed only by AVL Shareholders who are emigrants from the Common Monetary Area.**

The Scheme Consideration or General Offer Consideration, as applicable, will be forwarded to the authorised dealer nominated below for its control and credited to the emigrant's blocked account. Accordingly, a non-resident who is an emigrant from South Africa must provide the following information:

Name and address of authorised dealer in South Africa or substitute instruction

Account number

2. **To be completed only by all other non-resident AVL Shareholders who wish to provide a substitute address.**

The Scheme Consideration or General Offer Consideration, as applicable, will be posted to the registered address of the non-resident concerned, unless written instructions to the contrary are received and a substitute address provided below:

Substitute address

3. If no nomination is made in terms of 1 above, the Scheme Consideration or the General Offer Consideration, if applicable, will be held in trust by the Transfer Secretaries.

PART C –GENERAL OFFER

Please tick the appropriate box:

1. I/We, by ticking the box below, hereby irrevocably accept the General Offer, if made, in respect of the General Offer Shares held by me/us as represented by the Documents of Title enclosed herewith, or all the share certificates for AVL Shares currently held by AVL on my behalf, (as the case may be) which AVL Shares are hereby surrendered with this form of surrender, transfer and acceptance.

Please tick this box if you **ACCEPT** the General Offer. By ticking this box, AVL Shareholders acknowledge that once they have accepted the General Offer, they will no longer be able to deal in their AVL Shares or have the surrendered Documents of Title returned until such time as the General Offer (if made) fails.

ALTERNATIVELY, I/We, by ticking the box below, hereby reject the General Offer:

Please tick this box if you **REJECT** the General Offer.

2. **The following portion of Part C only needs to be completed by those AVL Shareholders who have accepted the General Offer by ticking the applicable box at 1 above.**

Please tick this box if you accept the General Offer in respect of **ALL** the AVL Shares held by you.

ALTERNATIVELY, should you only accept the General Offer in respect of some of the AVL Shares held by you, kindly state the number of AVL Shares in respect of which the General Offer is accepted:

_____ (*insert number of AVL Shares*)

Please note that, as the default position, it is assumed that an AVL Shareholder that has accepted the General Offer, has accepted the General Offer in respect of **ALL** the AVL Shares held by that AVL Shareholder. Accordingly, should an AVL Shareholder have accepted the General Offer by ticking the applicable box at 1 above, but such AVL Shareholder has neither ticked the applicable box in 2 above nor inserted the number of AVL Shares in respect of which the General Offer is accepted, **such AVL Shareholder shall be deemed to have accepted the General Offer in respect of all the AVL Shares held by that AVL Shareholder.**

PART D – SETTLEMENT OF SCHEME CONSIDERATION OR GENERAL OFFER CONSIDERATION

In order to comply with recent legislative changes, the Scheme Consideration Shares or General Offer Consideration Shares, as applicable, (collectively, "**Consideration Shares**") may only be issued in Dematerialised form.

All AVL Shareholders^{1#} should kindly complete the section below, dealing with the settlement of the Consideration Shares, in the event that the AVL Shareholder becomes entitled to the Consideration Shares, whether as a result of the Scheme or the General Offer (as applicable) becoming operative.

1. Please tick this box if you have an account with a Broker or CSDP and wish such account to be credited with the Consideration Shares, and insert the details of such Broker or CSDP account below:

Name of account holder: _____

Name of Broker: _____

Name of CSDP: _____

Account number of Broker: _____

Account number of CSDP: _____

Telephone number of Broker/CSDP: _____

SCA number of Broker/CSDP: _____

Please note: Should the account details provided by you above be incorrect or incomplete, it will not be possible to credit such account with the Consideration Shares, in which case you will be issued with a statement of allocation, confirming the number of Consideration Shares due to you. The statement of allocation will be sent to you, at your risk, at the address provided by you in **Part A** above.

2. Please tick this box if you do not have an account with a Broker or CSDP, but wish to receive the Consideration Shares in Dematerialised form and not in certificated form. It will be necessary for you to appoint a Broker or CSDP before the Consideration Shares can be credited to your Broker or CSDP account. In the meantime, you will be issued with a statement of allocation, confirming the number of Consideration Shares due to you. The statement of allocation will be sent to you, at your risk, at the address provided by you in **Part A** above.
3. Please tick this box if you do NOT wish to receive the Consideration Shares in Dematerialised form and instead wish to "withdraw" the Dematerialised Consideration Shares due to you and replace these with a physical Document of Title (share certificate). The Document of Title (share certificate) for the Consideration Shares will be sent you, at your risk, at the address provided by you in **Part A** above.

Notes:

1. Emigrants from the Common Monetary Area must complete Part B.
2. All other non-residents of the Common Monetary Area must complete Part B if they wish the Scheme Consideration or the General Offer Consideration, if applicable, to be sent to an address other than their address in the Register.
3. If Part B is not properly completed, the Scheme Consideration or the General Offer Consideration, if applicable, (in the case of emigrants) will be held in trust by the Transfer Secretaries pending receipt of the necessary nomination or instruction.
4. The Scheme Consideration or the General Offer Consideration, if applicable, will not be sent to AVL Shareholders unless and until Documents of Title in respect of the relevant AVL Shares have been surrendered to the Transfer Secretaries.
5. If an AVL Shareholder produces evidence to the satisfaction of AVL and Zeder that Documents of Title in respect of AVL Shares have been lost or destroyed, AVL may waive the surrender of such Documents of Title against delivery of a duly executed indemnity in a form and on terms and conditions approved by AVL and Zeder, or may in their discretion waive such indemnity.
6. If this form of surrender, transfer and acceptance is not signed by the AVL Shareholder, the AVL Shareholder will be deemed to have irrevocably appointed the company secretary of AVL to implement that AVL Shareholder's obligations under the Scheme or the General Offer, as the case may be, on his/her behalf.
7. Persons who have acquired AVL Shares after the date of posting of the Circular to which this form of surrender, transfer and acceptance is attached, can obtain copies of the form of surrender, transfer and acceptance and the Circular from AVL's company secretary at 1st Floor, Ou Kollege Building, 35 Kerk Street, Stellenbosch, 7600 (PO Box 7403, Stellenbosch, 7599) and from the Transfer Secretaries at Computershare Investor Services Proprietary Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61763, Marshalltown, 2107).
8. No receipts will be issued for documents lodged, unless specifically requested. In compliance with the requirements of the JSE, lodging agents are requested to prepare special transaction receipts. Signatories may be called upon for evidence of their authority or capacity to sign this form.
9. Any alteration to this form of surrender, transfer and acceptance must be signed in full and should not be merely initialled.
10. If this form of surrender, transfer and acceptance is signed under a power of attorney, then such power of attorney, or a notarially certified copy hereof, must be sent with this form for noting (unless it has already been noted by AVL or the Transfer Secretaries).
11. Where the AVL Shareholder is a company or a close corporation, unless it has already been registered with AVL or the Transfer Secretaries, a certified copy of the directors' or members' resolution authorising the signing of this form of surrender, transfer and acceptance must be submitted if so requested by AVL.
12. Note 11 above does not apply in the event of this form bearing the stamp of a broking member of the JSE.
13. Where AVL Shares are held jointly, all joint holders are required to sign this form of surrender, transfer and acceptance.

[#] Save for Dissenting Shareholders who have given notice in terms of sections 164(5) to 164(8) of the Companies and who do not withdraw their respective demands or allow any offers by the Company to them in terms of section 164(11) of the Companies Act to lapse.