

26 JANUARY 2012

ANNUAL GENERAL MEETING - VOTING RESULTS

At the Annual General Meeting held on 26 January 2012 all resolutions in the Notice of Meeting were considered by shareholders by means of a poll vote and all resolutions were duly adopted with votes cast being as set out below :

**Resolution 1: To receive the report and accounts for the year ended 30 September 2011**

Votes for	% of votes cast	Votes against	% of votes cast	Total votes cast	% of issued share capital voting	Number of shares on which votes were withheld
165,190,717	98.80	2,012,846	1.20	167,203,563	82.51	52,427

**Resolution 2: To approve the directors' remuneration report for the year ended 30 September 2011**

Votes for	% of votes cast	Votes against	% of votes cast	Total votes cast	% of issued share capital voting	Number of shares on which votes were withheld
151,128,902	97.15	4,438,258	2.85	155,567,160	76.76	11,688,392

**Resolution 3: To declare a final dividend of 15 US cents per share**

Votes for	% of votes cast	Votes against	% of votes cast	Total votes cast	% of issued share capital voting	Number of shares on which votes were withheld
157,980,710	94.48	9,221,727	5.52	167,202,437	82.50	51,961

**Resolution 4: To reappoint KPMG Audit Plc as the Company's auditors**

Votes for	% of votes cast	Votes against	% of votes cast	Total votes cast	% of issued share capital voting	Number of shares on which votes were withheld
166,730,636	99.73	456,846	0.27	167,187,482	82.50	68,488

**Resolution 5: To authorise the Board to agree the auditors' remuneration**

Votes for	% of votes cast	Votes against	% of votes cast	Total votes cast	% of issued share capital voting	Number of shares on which votes were withheld
167,103,168	99.99	12,526	0.01	167,115,694	82.46	140,310

**Resolution 6: To re-elect Roger Phillimore as a Director**

Votes for	% of votes cast	Votes against	% of votes cast	Total votes cast	% of issued share capital voting	Number of shares on which votes were withheld
163,548,620	98.57	2,371,520	1.43	165,920,140	81.87	1,335,061

**Resolution 7: To re-elect Ian Farmer as a Director**

Votes for	% of votes cast	Votes against	% of votes cast	Total votes cast	% of issued share capital voting	Number of shares on which votes were withheld
167,085,378	99.94	100,896	0.06	167,186,274	82.50	69,440

**Resolution 8: To re-elect Len Konar as a Director**

Votes for	% of votes cast	Votes against	% of votes cast	Total votes cast	% of issued share capital voting	Number of shares on which votes were withheld
160,374,819	95.93	6,808,178	4.07	167,182,997	82.50	72,714

**Resolution 9: To re-elect Jonathan Leslie as a Director**

Votes for	% of votes cast	Votes against	% of votes cast	Total votes cast	% of issued share capital voting	Number of shares on which votes were withheld
166,068,235	99.33	1,115,582	0.67	167,183,817	82.50	72,110

**Resolution 10: To re-elect David Munro as a Director**

Votes for	% of votes cast	Votes against	% of votes cast	Total votes cast	% of issued share capital voting	Number of shares on which votes were withheld
166,953,567	99.86	230,844	0.14	167,184,411	82.50	71,836

**Resolution 11: To re-elect Cyril Ramaphosa as a Director**

Votes for	% of votes cast	Votes against	% of votes cast	Total votes cast	% of issued share capital voting	Number of shares on which votes were withheld
160,318,436	95.89	6,864,658	4.11	167,183,094	82.50	73,302

**Resolution 12: To re-elect Simon Scott as a Director**

Votes for	% of votes cast	Votes against	% of votes cast	Total votes cast	% of issued share capital voting	Number of shares on which votes were withheld
166,804,475	99.77	380,174	0.23	167,184,649	82.50	71,294

**Resolution 13: To re-elect Mahomed Seedat as a Director**

Votes for	% of votes cast	Votes against	% of votes cast	Total votes cast	% of issued share capital voting	Number of shares on which votes were withheld
166,459,659	99.57	722,893	0.43	167,182,552	82.50	73,669

**Resolution 14: To re-elect Karen de Segundo as a Director**

Votes for	% of votes cast	Votes against	% of votes cast	Total votes cast	% of issued share capital voting	Number of shares on which votes were withheld
166,898,926	99.84	275,520	0.16	167,174,446	82.49	81,847

**Resolution 15: To re-elect Jim Sutcliffe as a Director**

Votes for	% of votes cast	Votes against	% of votes cast	Total votes cast	% of issued share capital voting	Number of shares on which votes were withheld
166,945,044	99.86	236,358	0.14	167,181,402	82.49	74,871

**Resolution 16: Directors' authority to allot shares**

The text of this resolution reads as follows:

"That the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights"):

- (a) up to an aggregate nominal amount of \$67,400,000; and
- (b) up to a further aggregate nominal amount of \$67,400,000 provided that
  - (i) they are equity securities (within the meaning of section 560(1) of the Act) and
  - (ii) they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record dates as the directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record dates, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares,

fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter, provided that this authority shall expire on the date of the next AGM of the Company or, if earlier, on 25 April 2013, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the directors to allot shares and grant Rights be and are hereby revoked."

Votes for	% of votes cast	Votes against	% of votes cast	Total votes cast	% of issued share capital voting	Number of shares on which votes were withheld
114,136,214	68.40	52,726,512	31.60	166,862,726	82.34	392,968

The result above largely reflects the proportion of the Company's issued share capital held by South African investors. The granting of allotment authorities at the levels customary in the UK runs contrary to the policies of most institutional investors in that country. However, the board of the Company believes that it is in the best interests of shareholders generally to seek the full authority permissible.

**Resolution 17: Disapplication of pre-emption rights (Special Resolution)**

The text of this resolution reads as follows:

"That the directors be and they are hereby empowered pursuant to section 570 and section 573 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of section 560 of that Act) for cash either pursuant to the authority conferred by resolution 16 above or by way of a sale of treasury shares as if section 561 of the Act did not apply to any such allotment provided that this power shall be limited to:

- (i) the allotment of equity securities in connection with an offer of securities in favour of the holders of ordinary shares on the register of members at such record dates as the directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them on any such record dates, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and
- (ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) to any person or persons of equity securities up to an aggregate nominal amount of \$10,100,000;

and shall expire upon the expiry of the general authority conferred by resolution 16, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired."

Votes for	% of votes cast	Votes against	% of votes cast	Total votes cast	% of issued share capital voting	Number of shares on which votes were withheld
133,166,526	79.70	33,914,204	20.30	167,080,730	82.44	175,103

The result above largely reflects the proportion of the Company's issued share capital held by South African investors. The normal UK practice of permitting the board a limited authority to allot equity on a non-pro-rata basis runs contrary to the policies of many institutional investors in that country. However, the board of the Company believes that it is in the best interests of shareholders generally to seek this authority on the basis customary in the UK market.

**Resolution 18: Purchase of own shares (Special Resolution)**

The text of this resolution reads as follows:

"That the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of US\$1 in the capital of the Company ("ordinary shares") on such terms and in such manner as the directors may from time to time determine provided that:

- (a) the maximum number of ordinary shares that may be purchased is 20,200,000;
- (b) the minimum price that may be paid for an ordinary share is US\$1;
- (c) the maximum price that may be paid for an ordinary share is an amount equal to 105% of the average of the middle-market prices shown in the quotation for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased;
- (d) this authority shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, on 25 April 2013 unless previously renewed, varied or revoked by the Company in general meeting; and
- (e) the Company may enter into a contract to purchase its ordinary shares under this authority prior to its expiry, which contract will or may be executed wholly or partly after such expiry, and may purchase its ordinary shares in pursuance of any such contract."

Votes for	% of votes cast	Votes against	% of votes cast	Total votes cast	% of issued share capital voting	Number of shares on which votes were withheld
162,222,412	97.20	4,681,592	2.80	166,904,004	82.36	351,987

**Resolution 19: Notice period for general meetings, other than annual general meetings (Special Resolution)**

The text of this resolution reads as follows:

“That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days’ notice.”

Votes for	% of votes cast	Votes against	% of votes cast	Total votes cast	% of issued share capital voting	Number of shares on which votes were withheld
158,196,933	94.62	8,996,336	5.38	167,193,269	82.50	62,147

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