

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 5 of this circular apply, *mutatis mutandis*, throughout this document including this cover page.

Shareholders are referred to pages 1 and 2 of this circular, which sets out the action required of them with regard to the offers, full details of which are set out in this circular. If you are in any doubt as to the action that you should take, please consult your CSDP, broker, banker, legal adviser, accountant or other professional adviser immediately.

If you have disposed of all of your ordinary shares in Illovo, this circular should be forwarded to the purchaser to whom, or the CSDP, broker, banker or other agent through whom you disposed of such shares.



(Incorporated in the Republic of South Africa)

(Registration number 1906/000622/06)

Share code: ILV ISIN: ZAE000083846

("Illovo" or "the Company")

CIRCULAR TO ILLOVO SHAREHOLDERS

relating to:

- an odd-lot offer to shareholders who hold a total of less than 100 ordinary shares at the close of business on the record date; and
- a specific offer to repurchase shares from shareholders holding from 100 to 500 ordinary shares at the close of business on the record date;

and incorporating:

- a form of election and surrender (*blue*) (to be completed by certificated shareholders who hold a total of less than 100 ordinary shares only); and
- a form of election and surrender (*green*) (to be completed by certificated shareholders who hold from 100 to 500 ordinary shares only).

Offers open at 09:00 on

22 June 2010

Offers close at 12:00 on

13 August 2010

The directors, whose names appear in paragraph 4 of this circular, collectively and individually, accept full responsibility for the accuracy of the information given in this circular and certify that, to the best of their knowledge and belief, there are no facts the omission of which would make any statement in this circular false or misleading and that they have made all reasonable inquiries to ascertain such facts and that this circular contains all information required by South African law and by the Listings Requirements.

Standard Bank, which is regulated in terms of the Listings Requirements, is acting for Illovo and no one else in relation to the preparation of this circular and will not be responsible to anyone other than Illovo in relation to the preparation of this circular.

Investment bank and
transaction sponsor



Standard Bank

Attorneys

GARLICKE  BOUSFIELD

Sponsor

J.P.Morgan

Date of issue: 22 June 2010

This circular is available in English only. Copies may be obtained from the registered office of Illovo, the investment bank and transaction sponsor, the sponsor and the transfer secretaries whose addresses are set out in the "Corporate Information and Advisers" section of this circular. This circular will also be available in electronic form from the Company's website (www.illovosugar.com) from 22 June 2010.

CORPORATE INFORMATION AND ADVISERS

Directors of Illovo

Executive

G J Clark (*Managing Director*)
L W Riddle
B M Stuart
K Zarnack

Non-executive

R A Williams (*Chairman*) †
D G MacLeod (*Deputy Chairman*)
M I Carr
B P Connellan †
M J Hankinson †
D Konar †
P A Lister
P M Madi †
C W N Molohe †
A R Mpungwe †
T S Munday †
R N Pike
M J Shaw †
† Independent

Company secretary and registered office

Gordon Douglas Knox (B.Com)
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Mount Edgecombe, KwaZulu-Natal
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La Lucia, KwaZulu-Natal
(PO Box 1219, Umhlanga Rocks, 4320)

Investment bank and transaction sponsor

The Standard Bank of South Africa Limited
(Registration number 1962/000738/06)
3 Simmonds Street
Johannesburg, 2001
(PO Box 61344, Marshalltown, 2107)

Transfer secretaries

Link Market Services South Africa (Proprietary) Limited
(Registration number 2000/007239/07)
16th Floor, 11 Diagonal Street
Johannesburg, 2001
(PO Box 4844, Johannesburg, 2000)

Sponsor

JP Morgan Equities Limited
(Registration number 1995/011815/06)
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Johannesburg
(Private Bag X9936, Sandton, 2146)

Auditors to Illovo

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2 Pencarrow Crescent
Pencarrow Park, La Lucia Ridge Office Estate
La Lucia, KwaZulu-Natal
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Date of incorporation

11 July 1906

Place of incorporation

Pretoria, South Africa

ACTION REQUIRED BY ILLOVO SHAREHOLDERS

The definitions and interpretations commencing on page 5 of this circular apply, *mutatis mutandis*, to this section on actions required.

If you are in any doubt as to the action that you should take, please consult your CSDP, broker, banker, legal adviser, accountant or other professional adviser immediately.

If you have disposed of all of your ordinary shares in Illovo, this circular should be forwarded to the purchaser to whom, or the CSDP, broker, banker or other agent through whom you disposed of such shares.

1. ACTION REQUIRED REGARDING THE ANNUAL GENERAL MEETING

An annual general meeting of Illovo shareholders will be held at 14:00 on Wednesday, 21 July 2010 at the registered office of Illovo, Illovo Sugar Park, 1 Montgomery Drive, Mount Edgecombe, KwaZulu-Natal to, *inter alia*, consider and, if deemed fit, pass the resolutions required to make and implement an odd-lot offer and to implement a specific offer as detailed in this circular. The notice convening the annual general meeting is incorporated in Illovo's 2010 Annual Report which is being issued concurrently with this circular. Please take careful note of the following provisions regarding the actions required by certificated and dematerialised shareholders regarding the annual general meeting:

1.1 If you are a certificated shareholder or if you have dematerialised your Illovo ordinary shares with "own name" registration:

1.1.1 You may attend the annual general meeting in person and may vote at the annual general meeting.

1.1.2 Alternatively, if you are unable to attend the annual general meeting, you may appoint a proxy to represent you at the annual general meeting by completing the form of proxy for the annual general meeting as incorporated in the 2010 Annual Report in accordance with the instructions it contains and returning it to the transfer secretaries to be received by no later than 14:00 on Monday 19 July 2010, or 48 hours prior to any adjourned annual general meeting.

1.2 If you have dematerialised your Illovo ordinary shares other than with "own name" registration:

1.2.1 Your CSDP or broker is obliged to contact you in the manner stipulated in the agreement concluded between you and your CSDP or broker to ascertain how you wish to cast your votes at the annual general meeting and thereafter to cast your votes in accordance with your instructions. If you have not been contacted, it would be advisable for you to contact your CSDP or broker and furnish it with your voting instructions.

1.2.2 If your CSDP or broker does not obtain voting instructions from you, it will be obliged to vote in accordance with the instructions contained in the agreement concluded between you and your CSDP or broker.

1.2.3 You must **not** complete the form of proxy for the annual general meeting.

1.2.4 If you wish to attend the annual general meeting, you must advise your CSDP or broker in accordance with the agreement concluded between you and your CSDP or broker, and your CSDP or broker will issue the necessary letter of representation to you to attend the annual general meeting.

2. ACTION REQUIRED IN TERMS OF THE ODD-LOT OFFER AND SPECIFIC OFFER:

If you own less than 100 Illovo ordinary shares in total as at the close of business on Friday, 13 August 2010, you are an odd-lot holder and are entitled to participate in the odd-lot offer. Additionally, if you hold from 100 to 500 Illovo ordinary shares, as at the close of business on Friday, 13 August 2010, you are a specific holder and are entitled to participate in the specific offer. Please take careful note of the following provisions regarding the actions required by certificated and dematerialised shareholders regarding the offers:

If you are an odd-lot holder you must elect either to:

- sell your odd-lot holding to Illovo at the offer price; or
- retain your odd-lot holding.

If you do not make an election you will be deemed to have elected to sell your odd-lot holdings to Illovo at the offer price.

If you are a specific holder:

Illovo is extending a specific offer for you to sell all of your Illovo ordinary shares for the offer price. If you do not make an election, your shareholding will remain unchanged.

Odd-lot holders and specific holders should note that the offers open on Tuesday, 22 June 2010 but remain conditional on relevant shareholders' resolutions which will be considered and, if deemed fit, approved at the annual general meeting to be held on Wednesday, 21 July 2010. Should the resolutions be approved by shareholders and the special resolution registered with the Registrar, the offers will become unconditional.

2.1 If you are a certificated odd-lot holder or specific holder on the record date:

2.1.1 If you are a certificated odd-lot holder:

- you should complete the attached odd-lot offer form of election and surrender (*blue*) and elect either to sell or retain your odd-lot holding; and
- if you choose to retain your odd-lot holding you must make sure that you complete the odd-lot offer form of election and surrender (*blue*) and return it to the transfer secretaries at the address set out in that form to be received by no later than 12:00 on Friday, 13 August 2010. If your completed form does not reach the transfer secretaries in time, you will receive the cash consideration.

2.1.2 If you are a certificated specific holder:

- you may elect to sell your Illovo ordinary shares to the Company by completing the specific offer form of election and surrender (*green*) and return it to the transfer secretaries at the address set out in that form to be received by no later than 12:00 on Friday, 13 August 2010. If your completed form does not reach the transfer secretaries in time, your shareholding will remain unchanged.

2.1.3 If any documents of title of odd-lot holders or specific holders who have not dematerialised their Illovo ordinary shares have been lost or destroyed and the odd-lot holder or specific holder concerned produces evidence to this effect to the satisfaction of the transfer secretaries and the Company, then the transfer secretaries, subject to obtaining Illovo's consent, may dispense with the surrender of such existing document of title against provision of an acceptable indemnity.

2.2 If you are a dematerialised odd-lot holder or specific holder with or without own name registration on the record date:

2.2.1 Your CSDP or broker is obliged to contact you in the manner stipulated in the agreement concluded between you and your CSDP or broker to ascertain what choice you wish to make in terms of the offers and thereafter to advise the transfer secretaries of your choice. If you have not been contacted, it would be advisable for you to contact your CSDP or broker and furnish it with your instructions relating to your election.

2.2.2 If your CSDP or broker does not obtain your election instruction, it will be obliged to make an election on your behalf in accordance with the instructions contained in the agreement concluded between you and your CSDP or broker.

2.2.3 You must **not** complete either the *blue* or *green* forms of election and surrender.

It is a term of the offers that Illovo shall be entitled to refuse to implement the purchase of Illovo ordinary shares pursuant to the odd-lot offer or the specific offer (as the case may be) in respect of any odd-lot holder or specific holder whom Illovo reasonably believes has become an odd-lot holder or specific holder (as the case may be) in order to take advantage of such offer. Such odd-lot holder or specific holder will have no claim against Illovo arising out of or in connection with such refusal.

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SALIENT DATES AND TIMES

2010

Offers open at 09:00	Tuesday, 22 June
Last day to lodge forms of proxy for the annual general meeting by 14:00	Monday, 19 July
Annual general meeting of shareholders to be held at 14:00	Wednesday, 21 July
Results of the annual general meeting released on SENS	Wednesday, 21 July
Special resolution to approve the specific repurchase to be registered with the Registrar of Companies at CIPRO	Wednesday, 28 July
Finalisation announcement released on SENS on or before	Thursday, 29 July
Last day to trade in order to participate in the offers	Thursday, 5 August
Illovo ordinary shares trade "ex" the offers	Friday, 6 August
Shareholders who purchase Illovo ordinary shares on or after this date will not be eligible to participate in the offers	Friday, 6 August
Forms of election and surrender for the offers to be received by the transfer secretaries by no later than 12:00 (see note 3)	Friday, 13 August
Offers close at 12:00	Friday, 13 August
Record date to determine those shareholders entitled to participate in the offers	Friday, 13 August
Implementation of the offers takes effect after close of business	Monday, 16 August
Odd-lot holders and affected specific holders with dematerialised shares will have their accounts held at their CSDP or broker updated with their new holding and credited with the offer price per share on	Monday, 16 August
Payment of the offer price per share to odd-lot holders and affected specific holders with certified shares (see note 4)	Monday, 16 August
Results of the offers released on SENS	Monday, 16 August
Results of the offers published in the press	Tuesday, 17 August
Cancellation and termination of listing of Illovo ordinary shares repurchased in terms of the offers on or about	Wednesday, 18 August

Notes:

1. The definitions and interpretations commencing on page 5 of this circular apply, *mutatis mutandis*, to these salient dates and times.
2. All times shown in this circular are South African local times.
3. These dates and times are subject to change. Any material changes will be released on SENS and published in the South African press.
4. Share certificates may not be dematerialised or rematerialised between Friday, 6 August 2010 and Friday, 13 August 2010, both days inclusive.
5. **Dematerialised odd-lot holders and specific holders are required to notify their duly appointed CSDP or broker of their election in the manner and time stipulated in the agreement governing the relationship between them and their CSDP or broker.**
6. In the case of certificated odd-lot holders and specific holders who elect to receive the cash consideration, payment will be made either by:
 - electronic funds transfer into the bank accounts of odd-lot holders and specific holders if such holders' banking details have been provided in the form of election and surrender; or
 - by cheque which will be posted at the risk of odd-lot holders and specific holders if such holders' banking details have not been provided in the form of election and surrender.
7. Those odd-lot holders who do not make an election will be deemed to have elected to sell their ordinary shares. Specific holders who do not make an election will be regarded as having chosen not to sell and their shareholding will remain unchanged.

DEFINITIONS AND INTERPRETATIONS

Throughout this circular and the annexure hereto, unless otherwise stated or the context otherwise indicates, the words and expressions in the first column shall have the meanings stated opposite them in the second column and words and expressions in the singular shall include the plural and *vice versa*, words importing natural persons shall include corporations and associations of persons and *vice versa* and any reference to one gender shall include the other genders:

“annual general meeting”	the annual general meeting of Illovo to be held at 14:00 on Wednesday, 21 July 2010;
“associate”	an associate as defined in the Companies Act;
“board” or “directors”	the board of directors of Illovo as at the last practicable date;
“broker”	any person registered as a broking member (equities) in terms of the Rules of the JSE made in accordance with the provisions of the Securities Services Act;
“business day”	any day, other than a Saturday, Sunday or gazetted public holiday in South Africa;
“cash consideration”	the offer price to be received by odd-lot holders who elect to sell their Illovo ordinary shares or who do not make an election and specific holders who elect to sell their Illovo ordinary shares;
“certificated shareholders”	shareholders who hold certificated shares;
“certificated shares”	shares which have not yet been dematerialised, title to which is represented by a document of title;
“CIPRO”	the Companies and Intellectual Property Registration Office;
“circular”	this bound document, dated 22 June 2010, including its annexure and incorporating the forms of election and surrender;
“common monetary area”	South Africa, the Republic of Namibia and the Kingdoms of Swaziland and Lesotho;
“Companies Act”	the Companies Act, 1973 (Act 61 of 1973), as amended, or any law that may replace it wholly or in part from time to time;
“CSDP”	a Central Securities Depository Participant, operating in terms of the Securities Services Act and appointed by individual shareholders for purposes of, and in regard to, dematerialisation in terms of such Act;
“dematerialisation”	the process whereby physical documents of title are dematerialised into an electronic record (and reflected on an electronic share register) for the purposes of the electronic clearing and settlement system operated by Strate;
“dematerialised shareholders”	shareholders who hold dematerialised shares;
“dematerialised shares”	shares which have been dematerialised and which are no longer evidenced by documents of title but by electronic records;
“documents of title”	share certificates, certified transfer deeds, balance receipts, or any other documents of title to certificated shares of Illovo;
“exchange control regulations”	the Exchange Control Regulations, 1961, as amended, promulgated in terms of section 9 of the Currency and Exchanges Act, 1933 (Act 9 of 1933), as amended;
“FICA”	the Financial Intelligence Centre Act, 2001 (Act 38 of 2001), as amended;
“Illovo” or “the Company”	Illovo Sugar Limited (Registration number 1906/000622/06), a public company incorporated in accordance with the laws of South Africa, the entire issued share capital of which is listed on the JSE;
“Illovo Group” or “the Group”	Illovo, its subsidiaries and associated companies for the time being, collectively or individually, as the context may require and, where the context requires, their respective predecessors in title;
“Illovo ordinary shares” or “ordinary shares”	ordinary shares in the issued share capital of Illovo with a par value of 4 cents each;

“JSE”	JSE Limited (Registration number 2005/022939/06), a public company incorporated in South Africa, which owns and operates the securities exchange licensed under the Securities Services Act;
“last day to trade”	the last business day of the week in which the final condition precedent to the offers is fulfilled, which is the last day to trade shares in order to be recorded in the register on the record date, which date is expected to be Thursday, 5 August 2010;
“last practicable date”	the last practicable date prior to finalisation of this circular, being Thursday, 3 June 2010;
“Listings Requirements”	the listings requirements of the JSE in force as at the last practicable date;
“odd-lot holders”	Illovo shareholders holding an odd-lot holding at the close of business on the record date;
“odd-lot holding”	a shareholding by a shareholder of less than 100 Illovo ordinary shares;
“odd-lot offer”	the offer to odd-lot holders to repurchase all their Illovo ordinary shares for the offer price;
“offer price”	R30.72, being the volume weighted average traded price per share of Illovo ordinary shares on the JSE over the five trading days commencing Monday, 31 May 2010 and ending Friday, 4 June, plus a five % premium;
“offers”	collectively, the odd-lot offer and the specific offer;
“own name dematerialised shareholders”	dematerialised shareholders who have instructed their CSDP or broker to register their dematerialised shares in their “own name” in the sub-register maintained by the CSDP or broker;
“R” or “Rand”	the lawful currency of South Africa;
“record date”	the last day for shareholders to be recorded in the register in order to participate in the offers, which date is expected to be the close of business on Friday, 13 August 2010;
“register”	the register of certificated shareholders maintained by the transfer secretaries and the sub-register of dematerialised shareholders maintained by the relevant CSDPs in terms of sections 91A and 105, respectively, of the Companies Act;
“Registrar”	the Registrar of Companies appointed under section 7 of the Companies Act;
“SARB”	the South African Reserve Bank;
“Securities Services Act”	the Securities Services Act, 2004 (Act 36 of 2004), as amended;
“SENS”	the Securities Exchange News Service of the JSE;
“Illovo shareholders” or “shareholders”	registered holders of Illovo ordinary shares;
“South Africa”	the Republic of South Africa;
“specific holders”	Illovo shareholders holding a specific holding at the close of business on the record date;
“specific holding”	a shareholding by a shareholder of 100 to 500 Illovo ordinary shares;
“specific offer”	the voluntary offer to specific holders to repurchase all their Illovo ordinary shares for the offer price;
“Standard Bank”	The Standard Bank of South Africa Limited (Registration number 1962/000738/06), a public company incorporated in accordance with the laws of South Africa;
“Strate”	Strate Limited (Registration number 1998/022242/06), a public company incorporated in South Africa, which is a licensed central securities depository in terms of the Securities Services Act and which is responsible for the electronic custody and settlement system used by the JSE;
“subsidiary”	a subsidiary as defined in the Companies Act;
“suspensive conditions”	the suspensive conditions referred to in paragraph 2.2 of this circular; and
“transfer secretaries”	Illovo’s transfer secretaries, Link Market Services South Africa (Proprietary) Limited (Registration number 2000/007239/07), a private company incorporated in accordance with the laws of South Africa.



(Incorporated in the Republic of South Africa)
(Registration number 1906/000622/06)
Share code: ILV ISIN: ZAE000083846

CIRCULAR TO ILLOVO SHAREHOLDERS

1. INTRODUCTION AND RATIONALE

The purpose of this circular is to advise Illovo shareholders of the Company's intention to reduce the ongoing administration costs associated with having a large number of shareholders who hold up to 500 Illovo ordinary shares each.

On 28 May 2010, 843 Illovo shareholders, being 17% of the total number of shareholders, held less than 100 ordinary shares each. An additional 1 388 Illovo shareholders, being 28% of the total number of shareholders, held 100 to 500 ordinary shares each. This means that 45% of the total number of Illovo shareholders, held 500 Illovo ordinary shares or less each. These shareholders held 409 113 ordinary shares, in aggregate, which constitute approximately 0.08% of the total number of ordinary shares in issue. In order to reduce the ongoing costs of administration associated with such a large number of odd-lot and specific holders, and to provide them with an inexpensive method of realising their investment in Illovo, the directors have proposed the implementation of an odd-lot offer to repurchase the ordinary shares of shareholders holding less than 100 Illovo ordinary shares, as well as a specific offer to repurchase the ordinary shares of shareholders holding from 100 to 500 Illovo ordinary shares.

In terms of the odd-lot offer, odd-lot shareholders are offered the opportunity to:

- sell their odd-lot holdings for the cash consideration; or
- retain their odd-lot holdings.

Those odd-lot holders who do not make an election will be deemed to have elected to sell their odd-lot holdings for the cash consideration.

In the case of specific holders, Illovo is extending a specific offer to such shareholders to sell their entire shareholding for the cash consideration. If specific holders do not make an election such shareholders will retain their shareholding in the Company.

It is a term of the offers that Illovo shall be entitled to refuse to implement the purchase of Illovo ordinary shares pursuant to the odd-lot offer or the specific offer (as the case may be) in respect of any odd-lot holder or specific holder whom Illovo reasonably believes has become an odd-lot holder or specific holder (as the case may be) in order to take advantage of the odd-lot offer or the specific offer. Such odd-lot holder or specific holder will have no claim against Illovo arising out of or in connection with such refusal.

2. THE OFFERS

2.1 Offer by Illovo

Illovo hereby offers:

- to purchase from each odd-lot holder all its ordinary shares; for the offer price; and
- to purchase from each specific holder all its ordinary shares at the offer price and on the terms set out in this circular.

2.2 **Suspensive conditions**

The implementation of the offers is subject to the fulfilment of the following suspensive conditions:

- the passing of an ordinary resolution authorising the making of the odd-lot offer at the annual general meeting; and
- the passing of a special resolution granting a specific authority to repurchase the odd-lot holdings and the specific holdings at the annual general meeting and the registration of such resolution by the Registrar.

2.3 **Record date**

The record date is expected to be the close of business on Friday, 13 August 2010. If an Illovo shareholder holds less than 100 Illovo ordinary shares on the record date, such shareholder is entitled to participate in the odd-lot offer. Shareholders with a holding from 100 to 500 Illovo ordinary shares on the record date are entitled to take part in the specific offer. Each Illovo shareholder must on their own determine whether they are entitled to take part in the offers. No further documentation will be sent to shareholders in this regard.

2.4 **Last day to trade**

Illovo shareholders are advised that the last date to trade in order to take part in the offers is expected to be Thursday, 5 August 2010.

Any shareholder who sells down below 100 Illovo ordinary shares after Thursday, 5 August 2010 will not be treated as an odd-lot holder for the purposes of the odd-lot offer. If an odd-lot holder acquires additional shares by 17:00 on Thursday, 5 August 2010, and the odd-lot holder's shareholding at the close of the business on Friday, 13 August 2010 exceeds 100 Illovo ordinary shares, but is not greater than 500 Illovo ordinary shares as a result of such acquisition, then the shareholder will be entitled to participate in the specific offer. If, however, such holding exceeds 500 Illovo ordinary shares, the shareholder will not be allowed to participate in the specific offer.

2.5 **Offer price**

The offer price of R30.72 per Illovo ordinary share was calculated using the volume weighted average traded price of the Illovo ordinary shares on the JSE over the five trading days commencing Monday, 31 May 2010 and ending Friday, 4 June 2010, plus a five % premium. The offer price was released on SENS on Monday, 7 June 2010 and published in the South African press on Tuesday, 8 June 2010. Illovo shareholders who elect the cash consideration will receive the offer price of R30.72 per Illovo ordinary share.

2.6 **Compulsory sale of odd-lot holdings**

Illovo will repurchase the odd-lot holdings of any odd-lot holder who does not make an election. Those odd-lot holders who do not make an election by completing the attached form of election and surrender (blue) and returning it to the transfer secretaries to be received by no later than 12:00 on Friday, 13 August 2010 will be deemed to have elected to sell their ordinary shares for the cash consideration.

2.7 **Transaction costs**

2.7.1 Odd-lot and specific holders will not have to bear any transaction costs.

2.7.2 The transfer costs of odd-lot and specific holders who sell their holdings to Illovo will be paid by Illovo.

2.7.3 Illovo, by proposing the offers, makes it possible for its odd-lot and specific holders who wish to dispose of their shareholding, to do so in a cost effective manner.

2.8 **Mechanism**

2.8.1 The offers shall be open for acceptance from 09:00 on Tuesday, 22 June 2010 and will close at 12:00 on Friday, 13 August 2010. All shareholders who hold a total of less than 100 Illovo ordinary shares at the close of business on the record date will participate in the odd-lot offer,

and shareholders who hold from 100 to 500 Illovo ordinary shares at the close of business on the record date will participate in the specific offer. The election and surrender procedure on how such shareholders must make their election is set out in paragraph 2.9 below.

- 2.8.2 The Illovo ordinary shares of those odd-lot holders who do not make an election or who choose to sell their shares will be repurchased by Illovo for the offer price. The Illovo ordinary shares acquired pursuant to the odd-lot offer will be cancelled by the Company.
- 2.8.3 The Illovo ordinary shares of those specific holders who elect to sell their shares will be repurchased by Illovo for the offer price. The Illovo shares specifically repurchased pursuant to the specific offer will be cancelled by the Company.
- 2.8.4 Any repurchase by Illovo will be treated as an acquisition of shares under a specific approval in terms of section 85 of the Companies Act and as a specific repurchase of securities in terms of the Listings Requirements.
- 2.8.5 Illovo shareholders will be asked to vote on the offers at the annual general meeting.
- 2.8.6 **Odd-lot holders who do not make an election should note that, subject to the fulfilment of the suspensive conditions, their Illovo ordinary shares will automatically be repurchased by the Company, without any further action on their part and without any further notice to them.**
- 2.8.7 Specific holders who do not make an election will retain their shareholding in Illovo.

2.9 Election and surrender procedure

- 2.9.1 All shareholders who hold less than 100 Illovo ordinary shares in total at the close of business on Friday, 13 August 2010, may elect the following:
 - 2.9.1.1 to sell their odd-lot holdings to Illovo for the offer price; or
 - 2.9.1.2 to retain their odd-lot holdings. If such shareholders wish to retain their odd-lot holding they have to elect to do so.Those odd-lot holders who do not make such an election will be deemed to have elected to sell their ordinary shares.
- 2.9.2 Shareholders who hold 100 to 500, both inclusive, Illovo ordinary shares at the close of business on Friday, 13 August 2010, may elect to sell their specific holdings to Illovo for the offer price. Those Illovo shareholders who do not make an election will retain their existing shareholding.
- 2.9.3 The election or deemed election made by odd-lot holders and specific holders is final and may not be withdrawn once made.
- 2.9.4 Certificated odd-lot holders must complete the attached form of election and surrender (*blue*) and return it to the transfer secretaries, to be received by no later than 12:00 on Friday, 13 August 2010. Certificated specific holders must complete the attached form of election and surrender (*green*) and return it to the transfer secretaries by no later than 12:00 on Friday, 13 August 2010.
- 2.9.5 Dematerialised odd-lot holders and dematerialised specific holders should instruct their CSDP or broker as to what action they wish to take in the time and manner stipulated in the agreement entered into between them and their CSDP or broker. Odd-lot and specific holders who have dematerialised their shares must **not** return their respective forms of election and surrender to the transfer secretaries.
- 2.9.6 Odd-lot holders who do not make an election should note that their odd-lot holdings will be repurchased by Illovo without any further action on their part and without any further notice to them. However, until such odd-lot holders make a claim, the proceeds of such sale of their odd-lot holding, will be held by the Company on their behalf.
- 2.9.7 If any document of title of odd-lot holders or specific holders who have not dematerialised their Illovo ordinary shares have been lost or destroyed and the odd-lot holder or specific holder concerned produces evidence to this effect to the satisfaction of the transfer secretaries and the Company, then the transfer secretaries, subject to obtaining Illovo's consent, may be exempt from the surrender of such existing documents of title against provision of an acceptable indemnity.

- 2.9.8 Receipts for the surrender of documents of title of odd-lot holders and specific holders who have not dematerialised their Illovo ordinary shares will be issued only on request. In compliance with the Listings Requirements, lodging agents are requested to prepare special transaction receipts, if required.
- 2.9.9 In the event of an odd-lot holder not making an election to retain his odd-lot holdings, his share certificate(s) will no longer be good for trading after the last day to trade, other than to receive the proceeds of the sale (being the offer price) of such Illovo ordinary shares, upon surrender.
- 2.9.10 Subject to the implementation of the offers, it will be necessary for odd-lot holders and specific holders who have not dematerialised their Illovo ordinary shares and who have elected to sell their odd-lot holdings or specific holdings (as the case may be), either by completing the relevant option set out in the appropriate form of election and surrender; or, in the case of odd-lot holders by not responding, to submit all existing documents of title under cover of the appropriate form of election and surrender to the transfer secretaries. Those certificated odd-lot holders and specific holders who elect to retain their Illovo ordinary shares, by completing the relevant option set out in the appropriate form of election and surrender; or, in the case of specific holders by not responding, should retain their current share certificates in respect of their odd-lot holdings and specific holdings (as the case may be).
- 2.9.11 Securities transfer tax, if any, will be paid by Illovo.
- 2.9.12 Nominee companies will be treated as a single shareholder. Should a nominee company, however, choose to dispose of odd-lot holdings and/or specific holdings on behalf of principals whose shareholdings constitute odd-lot or specific holdings, it may do so by applying in writing to the transfer secretaries giving details of the number of Illovo ordinary shares involved. Such applications are to be received by no later than 12:00 on Friday, 13 August 2010.
- 2.9.13 For those odd-lot holders and specific holders who choose the cash consideration, all forms of election and surrender, received by the transfer secretaries by no later than 12:00 on Friday, 13 August 2010, will be processed and payment will be made by electronic fund transfer into the shareholder's bank account on or about Monday, 16 August 2010, if such shareholder has provided the banking details on the form. Alternatively, if the shareholder has not provided his banking details on the form, a cheque will be posted on or about Monday, 16 August 2010, by ordinary post, to the shareholder at his risk. All claims received after 12:00 on Friday, 13 August 2010, will be processed within 5 (five) business days of receipt of the claim and payment will be made by cheque which will be posted by ordinary post to the shareholder at his risk.
- 2.9.14 In respect of dematerialised odd-lot holders and specific holders who elect to participate in the offers, or in the case of odd-lot holders who fail to make an election, their accounts held at their CSDP or broker will be updated with their new shareholding and credited with the cash amount on or about Monday, 16 August 2010.

2.10 **Effect on share capital**

The maximum number of Illovo ordinary shares which potentially could be repurchased by Illovo, if all odd-lot holders and specific holders sell their holdings to Illovo, will not exceed 409 113 Illovo ordinary shares. Shareholders are referred to paragraph 5 of this circular setting out the before and after effects on the share capital.

As the current issued share capital of Illovo, prior to the implementation of the odd-lot offer and specific offer, comprises 460 159 638 ordinary shares of four cents each as at 3 June 2010, the repurchase of odd-lot and specific holdings will have no significant effect on Illovo's issued share capital. Subject to the relevant special resolution being passed at the annual general meeting and the registration thereof by the Registrar, all ordinary shares sold by odd-lot holders and specific holders in terms of the offers will be repurchased by Illovo in terms of section 85 of the Companies Act and will further be cancelled by the Company.

2.11 Financial effects

The repurchase of shares pursuant to the offers will have no significant effect on Illovo's earnings per share, headline earnings per share, net asset value per share or tangible net asset value per share.

2.12 Source of funds

Illovo's existing cash resources will be utilised to satisfy any cash requirements arising out of the offers.

2.13 Working capital statement

The directors are satisfied that:

- the Company and the Group will be able, in the ordinary course of business, to pay its debts for a period of 12 months from the date of this circular;
- the assets of the Company and the Group will be in excess of the liabilities of the Company and the Group, for a period of 12 months after the date of this circular, measured in accordance with the accounting policies used in the audited annual financial statements for the year ended 31 March 2010;
- the ordinary share capital and reserves of the Company and the Group will be adequate for a period of 12 months from the date of this circular; and
- after taking into account the existing bank and other facilities available to the Group, the working capital available to the Company and the Group will be adequate for a period of 12 months from the date of this circular.

2.14 Non-resident shareholders

The making of the offers in, or to Illovo shareholders resident in, jurisdictions outside South Africa, or to persons who are, or are nominees of or trustees for, citizens, residents or nationals of other countries, may be affected by the laws of the relevant country in which they reside. Such persons must acquaint themselves with and observe any applicable legal requirements. It is the responsibility of any such person wishing to accept the odd-lot offer or specific offer to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including obtaining any governmental or other consents which may be required or the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such jurisdiction. Any such shareholder will be responsible for any such issue, transfer or other taxes outside South Africa by whomsoever payable.

2.15 Exchange Control Regulations

The following is a summary of South African Exchange Control Regulations. If in doubt, Illovo shareholders should consult their professional advisers without delay.

2.15.1 *Emigrants from the common monetary area*

A cheque in respect of cash arising from the sale of an odd-lot holding or a specific holding will be forwarded to the authorised dealer in foreign exchange in South Africa controlling the shareholder's blocked assets.

The attached forms of election and surrender (*blue* for odd-lot holders and *green* for specific holders) make provision for details of the authorised dealer concerned to be given.

If the information regarding the authorised dealers is not given, any cash will be held by the Company for the odd-lot holders and specific holders concerned pending receipt of the necessary information or instructions. No interest will be paid on any cash so held.

2.15.2 *All other non-residents of the common monetary area*

A cheque in respect of cash arising from the sale of odd-lot and specific holdings will be forwarded to the shareholder's authorised dealer in foreign exchange. Where the shareholder does not have an authorised dealer in South Africa, a cheque will be posted, at the risk of such shareholder, to the address of such shareholder in the share register on the record date.

The attached forms of election and surrender (*blue* for odd-lot holders and *green* for specific holders) make provision for details of the authorised dealer concerned to be given.

All CSDP's and brokers with whom shares have been dematerialised should note that they are required to comply with the South African exchange control regulations set out above.

2.16 Prohibited period

Illovo will not undertake the odd-lot offer or specific offer during a prohibited period as defined in the Listings Requirements.

3. ANNUAL GENERAL MEETING

A notice of an annual general meeting of Illovo shareholders is included in Illovo's 2010 Annual Report which is being issued concurrently with this circular. The annual general meeting is convened to be held at 14:00 on Wednesday 21 July 2010 at the registered office of Illovo, Illovo Sugar Park, 1 Montgomery Drive, Mount Edgecombe, KwaZulu-Natal, *inter alia*, for the purpose of obtaining the necessary approvals required to give effect to the proposed offers.

The offers are conditional upon the requisite resolutions being passed at the annual general meeting and the special resolution being registered by the Registrar.

Illovo shareholders are referred to the section entitled "Action required by Illovo shareholders" commencing on page 1 of this circular for the action required in respect of the annual general meeting.

In terms of the Listings Requirements, Illovo ordinary shares held by the trustees of the Illovo Sugar Share Purchase Scheme, will not be entitled to be voted at the annual general meeting.

4. INFORMATION ON THE DIRECTORS AND SENIOR MANAGEMENT

4.1 Directors

The full names, positions, dates of appointment, ages, nationalities, business addresses, qualifications, experience and other directorships of the directors are set out below:

Robert Albert Williams

Position: Non-executive and independent chairman
Chairman of Nomination Committee

Appointed: Appointed to the board in 1985 and as chairman in 1997

Age: 69

Nationality: South African

Business address: 13A Broome Manor, 133 Curzon Road
Bryanston, 2021
Johannesburg

Qualifications: BA, LLB

Experience: After completing his studies he joined Barlows Manufacturing Company where he became managing director in 1979. He is a past chairman of C G Smith Foods Limited (1970/010062/06) and Tiger Brands Limited (1944/017881/06).

Other directorships: Oceana Group Limited, Pescanova SA (Spain).

Donald Gordon MacLeod

Position: Non-executive deputy chairman

Appointed: Appointed to the board in 1983

Age: 63

Nationality: South African

Business address: Illovo Sugar Park
1 Montgomery Drive
Mount Edgecombe, KwaZulu-Natal

Qualifications: BCom, AMP
Experience: Joined the sugar industry in 1971 and became part of the Illovo Group in 1973. He spent 10 years in various management positions before being appointed to the board in 1983. He was previously finance director, was appointed managing director in 1992 and became chief executive in 1995. He retired as managing director on 31 March 2009 and became a non-executive director and deputy chairman on 1 April 2009. He is a past chairman of the South African Sugar Association (1915/000023/00) and the South African Sugar Millers' Association (1964/005732/09).
Other directorships: Certain of the subsidiaries of Illovo.

Graham John Clark

Position: Managing director
Appointed: Appointed to the board in 1997 and as managing director on 1 April 2009
Age: 54
Nationality: Australian
Business address: Illovo Sugar Park
1 Montgomery Drive
Mount Edgecombe, KwaZulu-Natal
Qualifications: BAacct(Hons), FCA(Australia)
Experience: He joined the sugar industry in Malawi in 1980 and occupied several financial and management positions, as part of which he obtained extensive sugar industry experience throughout Africa and internationally. Participation in the 2005/06 reform of the EU sugar regime resulted in him occupying a leadership role representing the interests of sugar producers in Least Developed Countries. He joined Illovo in 1997 when he was appointed as operations director responsible for operations outside South Africa.
Other directorships: Certain of the subsidiaries of Illovo.

Mark Ian Carr (Dr)

Position: Non-executive director
Appointed: Appointed to the board in 2006
Age: 47
Nationality: British
Business address: British Sugar plc
Sugar Way
Peterborough PE2 9AY
Qualifications: BSc, PhD, MBA (Warwick University), CEng, MIMechE (Swansea University)
Experience: Appointed chief executive of British Sugar in April 2004. He was previously managing director of Corus Strip Products UK, part of Corus Group plc. He held a variety of senior positions within Corus, formerly British Steel plc, including assignments in the USA with CSX Transportation Inc. and Avesta Sheffield Inc.
Other directorships: Azucarera Ebro SLU, British Sugar Foundation, British Sugar (Overseas) Limited, British Sugar plc, BSO (China) Limited, C Czarnikow Limited, Wereham Gravel Company Limited, World Sugar Research Organisation Limited, Vivergo Fuels Limited.

Brian Patrick Connellan

Position: Non-executive and independent director
Appointed: Appointed to the board in 1993
Age: 69
Nationality: South African
Business address: 14 Villa Torino, 66 Cumberland Road
Bryanston, 2021
Johannesburg
Qualifications: CA(SA)
Experience: After qualifying as a Chartered Accountant, he joined the Barlows Group where he managed a number of subsidiaries and was appointed as a director of Barlow Rand Limited (1921/000094/06) in 1985. He was executive chairman of the Building Materials, Steel and Paint Division until 1990. Thereafter he was appointed executive chairman of Nampak Limited (1968/008070/06), a position he held until retirement in 2000.
Other directorships: ABSABankLimited(1966/003365/07),ABSAGroupLimited(1986/003934/06), Reunert Limited (1913/004355/96), Sasol Limited (1979/003231/06).

Michael John Hankinson

Position: Non-executive and independent director
Appointed: Appointed to the board in 2008
Age: 61
Nationality: South African
Business address: 262 Main Road
Hermanus, 7200
Qualifications: BCom, CA(SA)
Experience: After qualifying as a Chartered Accountant, he joined the Romatex Group (1944/016831/07) in 1976 where he managed a number of subsidiaries and was appointed group chief executive in 1994. He was president of the Textile Federation and a member of the SA Wool Board. He joined Dunlop Tyres International (Pty) Limited (1997/0216619/07) in 1997 as chief executive officer, and during his tenure presided over the sale of the business to a private consortium, its delisting from the JSE, and its sale to Apollo Tyres Limited (1997/021619/07), an Indian-based listed company. In 2007, he was appointed as a non-executive director of Apollo Tyres and relinquished his position at Dunlop. He is chairman of The Spar Group Limited (1967/001572/06).
Other directorships: Apollo Tyres Limited, Brandcorp (Pty) Limited (2007/014063/07), Grindrod Limited (1966/0094846/06), Main Street 63 (Pty) Limited (2001/004088/07), Sovereign Foods Investments Limited (1995/003990/06), Transnet Limited (1990/000900/06).

Deenadayalen Konar (Dr)

Position: Non-executive and independent director
Chairman of Audit Committee
Appointed: Appointed to the board in 1995
Age: 56
Nationality: South African
Business address: 42 Wierda Road West,
Wierda Valley, Sandton, 2146
Johannesburg
Qualifications: CA(SA), MAS, DCom

Experience: Appointed as chairman of the Audit Committee in 1997. He is a Chartered Accountant who acts as a professional director of companies. He was previously executive director of the Independent Development Trust where he was, amongst other activities, responsible for the internal audit and investment portfolios. Prior to that, he was professor and head of the Department of Accountancy at the University of Durban-Westville. He is a member of the King Committee on Corporate Governance, the Securities Regulation Panel and the Institute of Directors. He is Chairman of Steinhoff International Holdings Limited (1998/003951/06), Exxaro Resources Limited (2000/011076/06) and Mustek Limited (1987/070161/06). He also serves on the audit committees of several of the companies listed below. He is the co-chairman of the Oversight Panel of the World Bank and a current member of the Safeguards Panel and past chairman and member of the external audit committee of the International Monetary Fund.

Other directorships: Alexander Forbes Equity Holdings (Pty) Limited (2006/025226/07), Automobile Association of South Africa (1932/004001/08), CIC Energy Corporation, Development Bank of Southern Africa, J D Group Limited (1981/009108/06), Macsteel Service Centres SA 2005 (Pty) Limited (2005/016292/07), Old Mutual Life Assurance Company (South Africa) Limited (1999/004643/06), Old Mutual Life Holdings (South Africa) Limited (1998/012277/06), Old Mutual Investment Group (South Africa) (Pty) Limited (1993/003023/07), Outsourced Risk and Compliance Assessment (Pty) Limited (2000/031879/07), Sappi Limited (1936/008963/06), Securities Regulation Panel, Sentech Limited (1990/001791/06), South African Reserve Bank (2000/027085/06), The National Horseracing Authority, Transaction Capital (Pty) Limited (2002/031730/07), Yakani Group (Pty) Limited (1998/012147/07), Yeboyetu Limited (2008/014734/06).

Paul Andrew Lister

Position: Non-executive director
Appointed: Appointed to the board in 2006
Age: 46
Nationality: British
Business address: Weston Centre, 10 Grosvenor Street
London W1K 4QY
Qualifications: LLB (University College, London), qualified solicitor in England and Wales
Experience: He is currently director of legal services and company secretary of Associated British Foods plc, having joined the ABF Group in that role in January 2001. Mr Lister was formerly associate general counsel of Diageo plc.
Other directorships: Associated British Foods Pension Trustees Limited.

Phinda Muziwakhe Madi

Position: Non-executive and independent director
Appointed: Appointed to the board in 2002
Age: 46
Nationality: South African
Business address: 3 Angus Road
Bedfordview, 2007
Qualifications: BProc, EDP
Experience: Joined the French Bank of South Africa in 1987 as corporate banking and legal officer, and from 1992 to 1994 acted as an in-house consultant on employment equity for the Standard Bank Group (1969/017128/06). He is a founder of several consulting and publishing companies and author of three books on business strategy and transformation. In 2001, he was

appointed Visiting Professor of Business Leadership Studies at Rhodes University and currently is deputy chairman of one of South Africa's major medical aid companies, Allcare Medical Aid Administrators (Pty) Limited (1969/013212/07).

Other directorships: Madi Investments (Pty) Limited (1998/003967/07), Nampak Limited (1968/008070/06), Sovereign Food Investments Limited (1995/003990/06), Siyafika Recruitment Advertising (Pty) Limited (1997/008889/07), Siyafika Ikapa (Pty) Limited (2002/006665/07), The Spar Group Limited (1967/001572/06).

Carol Winifred Nosipho Molohe

Position: Non-executive and independent director

Appointed: Appointed to the board in 2008

Age: 45

Nationality: South African

Business address: 68 Dennis Road
Atholhurst, 2196
Johannesburg

Qualifications: BSc, BCompt(Hons), CA(SA)

Experience: After qualifying as a Chartered Accountant in 1999, she was appointed finance executive of Akulalwa Corporate Advisors (1998/022462/07). In 2001, she joined Wipcapital as manager: specialised funds management, and later that year was appointed group financial executive of Vimax (1990/002782/07), a subsidiary of Transnet Limited. In 2004, she joined Zungu Investments Company (2000/009603/07) as financial director, and in 2005 was appointed as chief financial officer of the Financial Services Board. She resigned from this position with effect from December 2009 to give focus to her role as a professional non-executive director of companies.

Other directorships: Breakeven 30 (Pty) Limited (2003/028397/07), Hudaco Industries Limited (1985/004617/06), Hudaco Trading (Pty) Limited (1984/005432/07), Nampak Limited (1968/008070/06), Lonestar Communications Corporation (Liberia), MTN South Africa (Pty) Limited (2007/020522/08), MTN Business Solutions (Pty) Limited (1994/009944/07), MTN Service Provider (Pty) Limited (1993/002648/07), MTN Cameroon Limited, MTN Cote D'Ivoire, MTN Rwandacell SARL, MTN (Uganda) Limited, Spacetel Benin SA.

Ami Ramadhan Mpungwe

Position: Non-executive and independent director

Appointed: Appointed to the board in 2009

Age: 59

Nationality: Tanzanian

Business address: 1st Floor, AMI Building, corner Samora Avenue/Mkwepu Street
Dar es Salaam, Tanzania

Qualifications: BA(Hons)

Experience: He is a past Tanzanian High Commissioner to South Africa, having retired after 25 years' service in the Tanzanian diplomatic service. He was previously a director of Illovo Sugar Limited from 2001 to 2006 and has a wealth of commercial experience in operating on the African continent.

Other directorships: Illovo operating subsidiaries: Illovo Sugar (Malawi) Limited (listed on the Malawi Stock Exchange); Kilombero Sugar Company Limited (Tanzania) and Zambia Sugar Plc (listed on the Lusaka Stock Exchange); and a number of other companies in Tanzania.

Trevor Stewart Munday

Position: Non-executive and independent director
Appointed: Appointed to the board in March 2010
Age: 60
Nationality: South African
Business address: 27 Angus Road,
Bryanston, Sandton, 2152
Johannesburg

Qualifications: BCom
Experience: He spent his formative years from 1971 in a wide-ranging number of roles in financial and commercial management positions both in southern Africa and Europe. In the late 1980s he was appointed finance and commercial director of AECI Explosives and Chemicals Limited. In 1990, he was appointed managing director of Dulux Paints and in the period 1996 to 2000 managing director of Polifin Limited. In 2001, he was appointed executive director and chief financial officer of Sasol Limited with responsibility also for corporate affairs and various other portfolios. Two years later, he was deputy chief executive of Sasol Limited. At the end of 2006, he retired from executive roles and in 2007 became a non-executive director of various companies. He is Chairman of Reunert Limited (1913/004355/06).

Other directorships: Absa Group Limited (1986/003934/06), Absa Bank Limited (1986/004794/06), Sasol Synfuels International (Pty) Limited (1997/013426/07), Sasol Petroleum International (Pty) Limited (1997/014694/07), Sasol Polymers and Sasol Nitro (both trading as divisions of Sasol Chemical Industries Limited) (1968/013914/06), Eagle Rock Estate Homeowners Association (2000/007341/08), Iron Minerals Beneficiation Services (Pty) Limited (2006/002533/07).

Richard Neil Pike

Position: Non-executive director
Appointed: Appointed to the board in January 2010
Age: 40
Nationality: British
Business address: British Sugar plc
Sugar Way
Peterborough PE2 9AY

Qualifications: LLB, ACA, ATII (tax), AMCT (treasury)
Experience: He joined the British Sugar Group in January 2010 prior to which he was the group operations and finance director of Bridgemere UK plc, and previously held senior positions in Manchester Airport Group plc, Scapa Group plc and Pilkington plc.

Other directorships: British Sugar plc

Larry Wilson Riddle

Position: Commercial Director
Appointed: Appointed to the board in April 2009
Age: 50
Nationality: South African
Business address: Illovo Sugar Park
1 Montgomery Drive
Mount Edgecombe, KwaZulu-Natal

Qualifications: BCom, CA(SA)

Experience: After qualifying as a Chartered Accountant, he joined Illovo Sugar in 1986. He has held a number of senior management positions within the Company, most recently being general manager with overall responsibility for the South African operations. He is a past chairman of the South African Sugar Millers' Association (1964/005732/09) and the Ethanol Producers' Association of South Africa.

Other directorships: Certain of the subsidiaries of Illovo.

Martin John Shaw

Position: Non-executive and independent director
Chairman of Remuneration Committee and Risk Management Committee

Appointed: Appointed to the board in 2001

Age: 71

Nationality: South African

Business address: 815 Centre Road
Morningside, Sandton, 2057
Johannesburg

Qualifications: CA(SA), SEP

Experience: Joined Deloitte & Touche (1986/000556/07) in 1956 in Johannesburg. He was appointed a partner in 1968 and transferred to Durban. He returned to Johannesburg in 1983 and was appointed managing partner. In 1991 he became chief executive, a position he held to 1999. Thereafter he acted as chairman of the board until his retirement in 2001. He served as president of the Natal Society of Chartered Accountants in 1977/78 and president of the South African Institute of Chartered Accountants in 1982/83.

Other directorships: J D Group Limited (1981/009108/06),

Barry Michael Stuart

Position: Operations director

Appointed: Appointed to the board in 1994

Age: 62

Nationality: South African

Business address: Illovo Sugar Park
1 Montgomery Drive
Mount Edgecombe, KwaZulu-Natal

Qualifications: BCom, DipSugarTech, SEP

Experience: Joined the Illovo Group in 1973 and spent 13 years in various production management positions before being appointed as general manager of the Umzimkulu mill and later general manager of the Sezela mill. He was appointed to the board as cane procurement director in 1994, became operations director responsible for operations in South Africa in 1995, was appointed technical director in 2006 and operations director in 2008. He is a past chairman of the South African Sugar Millers' Association (1964/005732/09).

Other directorships: Certain of the subsidiaries of Illovo.

Karin Zarnack

Position: Financial director

Appointed: Appointed to the board in 2005

Age: 37

Nationality: South African

Business address: Illovo Sugar Park
1 Montgomery Drive
Mount Edgecombe, KwaZulu-Natal

Qualifications: CA(SA)
Experience: Appointed to the board as financial director in October 2005. After completing her training contract with Deloitte & Touche (1986/000556/07), she was appointed a manager of its audit services division where she was responsible for the audits of both listed and private companies mainly in the manufacturing sector, including Illovo. In 2004, she was admitted as an audit partner. Her international experience includes secondments to Miami, USA, and Manila in the Philippines.
Other directorships: Certain of the subsidiaries of Illovo.

4.2 **Directors of major subsidiaries**

The full names, positions, dates of appointment, ages, nationalities, business addresses and qualifications, and other directorships of the directors of Illovo Sugar (Malawi) Limited are set out below:

Donald Gordon MacLeod

Position: Non-executive chairman
Appointed: Appointed to the board in 1997
Refer to paragraph 4.1 above for additional details.

Ian George Parrott

Position: Managing director
Appointed: Appointed to the board in 2003
Age: 43
Nationality: South African
Business address: Illovo Sugar (Malawi) Limited
Illovo House, Churchill Road
Limbe, Malawi
Qualifications: BCom, CIA
Other directorships: Dwanga Sugar Corporation Limited, Malawi Sugar Limited.

Mathews Aurelious Padzuwa Chikaonda (Dr)

Position: Non-executive director
Appointed: Appointed to the board in 2006
Age: 55
Nationality: Malawian
Business address: Press Corporation Limited
Chayamba Building, Victoria Avenue
Blantyre, Malawi
Qualifications: DipBus, BA(Hons), MBA, PhD
Other directorships: BP Malawi Limited, Limbe Leaf Tobacco Company, Macsteel (Malawi) Limited, Malawi Telecommunications Limited, Manzinzi Bay Limited, MTL Mobile Limited, National Bank of Malawi, People's Trading Centre Limited, Press Management Services Limited, Press Cane Limited, Press Corporation Limited, Telecoms Holdings Limited, The Bottling and Brewing Group Limited.

Graham John Clark

Position: Non-executive director
Appointed: Appointed to the board in 1996
Refer to paragraph 4.1 above for additional details.

Wesley Arno Cowden

Position: Financial director
Appointed: Appointed to the board in 2009
Age: 31
Nationality: South African
Business address: Illovo Sugar (Malawi) Limited
Illovo House, Churchill Road
Limbe, Malawi
Qualifications: BAcct(Hons), CA(SA)
Other directorships: Malawi Sugar Limited

Stewart Lucky Gray Malata

Position: Non-executive director
Appointed: Appointed to the board in 2003
Age: 48
Nationality: Malawian
Business address: MDC Limited
MDC House
Blantyre, Malawi
Qualifications: BCom, MSc(Fin&Acc)
Other directorships: Eagles Trust Investment, ESCOM, Indefund, Malawi Properties Investment Company Limited, MLC Credit and Asset Limited, Tambala Foods Products Limited, Trust Finance Limited, Veolia Malawi.

Dyress Baxton Mawindo

Position: Non-executive director
Appointed: Appointed to the board in 2005
Age: 52
Nationality: Malawian
Business address: 2nd Floor, Development House
City Centre
Lilongwe, Malawi
Qualifications: LLB(Hons), MBA
Other directorships: Alexander Forbes Malawi Limited, Cumo Micro-Finance Inc, John Sisk Limited, Leopard Match Limited, National Bank of Malawi, Old Mutual Life Assurance Company Limited, Premium Tama Tobacco Limited, Press Agriculture Limited, Wood Industries Malawi Limited.

Ami Ramadhan Mpungwe

Position: Non-executive director
Appointed: Appointed to the board in 2006
Refer to paragraph 4.1 above for additional details.

Barry Michael Stuart

Position: Non-executive director
Appointed: Appointed to the board in 2007
Refer to paragraph 4.1 above for additional details.

Edgar Idris Williams

Position: Executive director
Appointed: Appointed to the board in 2009
Age: 63
Nationality: South African
Business address: Illovo Sugar (Malawi) Limited
Illovo House, Churchill Road
Limbe, Malawi
Qualifications: GCC(Factories – Elect&Mech), SMSAIEE
Other directorships: None

Karin Zarnack

Position: Non-executive director
Appointed: Appointed to the board in 2005
Refer to paragraph 4.1 above for additional details.

4.3 Senior management

The full names, positions, ages, nationalities, business addresses, qualifications and experience of the Group's senior management are set out below:

William Michael Buchanan

Position: General Manager – Mozambique
Age: 60
Nationality: South African
Business address: Maragra Acucar SA
Kilometre 75 EN1, District of Manhica
Maputo Province, Mozambique
Qualifications: BTechMkt, SEP
Experience: Joined the Illovo Group in 1981

Donald Harold Carter-Brown

Position: Managing Director – Tanzania
Age: 60
Nationality: South African
Business address: Kilombero Sugar Company Limited
Kidatu
Morogoro Region, Tanzania
Qualifications: BScAgricEng
Experience: Joined the Illovo Group in 1978

Simon James Mathewson Cleasby

Position: Managing Director – Swaziland
Age: 51
Nationality: South African
Business address: Ubombo Sugar Limited
Big Bend, Swaziland
Qualifications: BScEng(Chem), MBA
Experience: 14 years' experience in Southern Africa sugar industries. Joined the Illovo Group in 2009.

David George Coates

Position: Group operations
Age: 59
Nationality: South African
Business address: Illovo Sugar Park
1 Montgomery Drive
Mount Edgecombe, KwaZulu-Natal
Qualifications: HNDipMechEng, GCOC
Experience: Joined the Illovo Group in 1983

Nigel McKenzie Hawley

Position: Group human resources
Age: 53
Nationality: South African
Business address: Illovo Sugar Park
1 Montgomery Drive
Mount Edgecombe, KwaZulu-Natal
Qualifications: BCom(Hons)
Experience: Joined the Illovo Group in 1978

David Evan Howells

Position: Managing Director – South Africa
Age: 46
Nationality: South African
Business address: Illovo Sugar Park
1 Montgomery Drive
Mount Edgecombe, KwaZulu-Natal
Qualifications: CA(SA)
Experience: Joined the Illovo Group in 1995

Gordon Douglas Knox

Position: Group administration
Age: 61
Nationality: British
Business address: Illovo Sugar Park
1 Montgomery Drive
Mount Edgecombe, KwaZulu-Natal
Qualifications: BCom
Experience: Joined the Illovo Group in 1984

Steven Douglas Langton

Position: Managing Director – Zambia
Age: 49
Nationality: South African
Business address: Zambia Sugar Plc
Nakambala Estate
Mazabuka, Zambia
Qualifications: PrEng, BScEng
Experience: Joined the Illovo Group in 1996

Nicholas Charles Morris

Position: Group business development
Age: 49
Nationality: British
Business address: Illovo Sugar Park
1 Montgomery Drive
Mount Edgecombe, KwaZulu-Natal
Qualifications: BMaths&CompSc, DipCorpFin
Experience: Joined the Illovo Group in 2009

Ian George Parrott

Position: Managing director – Malawi
Experience: Joined the Illovo Group in 1997
Refer to paragraph 4.2 above for additional details.

Guy Hugh Williams

Position: Group operational finance
Age: 42
Nationality: South African
Business address: Illovo Sugar Park
1 Montgomery Drive
Mount Edgecombe, KwaZulu-Natal
Qualifications: BCom, CA(SA)
Experience: Joined Illovo Group in 1996

Njabulo Zwane

Position: Group agricultural development
Age: 50
Nationality: South African
Business address: Illovo Sugar Park
1 Montgomery Drive
Mount Edgecombe, KwaZulu-Natal
Qualifications: MScAgriSc, BScChem&Bot
Experience: Previously Director General, SA Department of Agriculture

4.4 Senior management declarations

None of the senior managers mentioned above has:

- ever been convicted of an offence resulting from dishonesty, fraud or embezzlement;
- ever been declared bankrupt or sequestered in any jurisdiction;
- at any time been a party to a scheme or arrangement or made any other form of compromise with their creditors;
- ever been found guilty in disciplinary proceedings by an employer or regulatory body, due to dishonest activities;
- ever been involved in any receiverships, compulsory liquidations or creditors' voluntary liquidations;
- ever received public criticisms from statutory or regulatory authorities, including professional bodies, and have ever been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company;
- ever been barred from entry into a profession or occupation; or
- ever been convicted in any jurisdiction of any criminal offence.

4.5 Directors' interests in shares

The interests of the directors, including any director who resigned within the last 18 months, in Illovo ordinary shares at the financial year-end, being 31 March 2010, are set out below:

Directors	Direct beneficial	Indirect beneficial	Total	Percentage of issued ordinary share capital
Executive				
Clark G J	100 000		100 000	0.02
Stuart B M	80 000		80 000	0.02
Sub-total	180 000	–	180 000	0.04
Non-executive				
Connellan B P	12 358	1 588	13 946	0.00
Hankinson M J	3 925		3 925	0.00
MacLeod D G	450 000		450 000	0.10
Williams R A	18 223	3 479	21 702	0.00
Sub-total	484 506	5 067	489 573	0.10
Total	664 506	5 067	669 573	0.15

There has been no movement in the direct and indirect beneficial holdings of directors of Illovo ordinary shares between 31 March 2010 and the last practicable date.

5. SHARE CAPITAL

The authorised and issued share capital and share premium of Illovo, as at the last practicable date and after giving effect to the offers, assuming a maximum number of 409 113 Illovo ordinary shares will be repurchased, is set out below:

Before the offers	R million
<i>Authorised share capital</i>	
900 000 000 ordinary shares of 4 cents each	36.0
<i>Issued share capital</i>	
460 159 638 ordinary shares of 4 cents each	18.4
Share premium	3 057.3
Total	3 075.7
<hr/>	
After the offers	R million
<i>Authorised share capital</i>	
900 000 000 ordinary shares of 4 cents each	36.0
<i>Issued share capital</i>	
459 750 525 ordinary shares of 4 cents each	18.4
Share premium	3 044.7
Total	3 063.1

No subsidiaries of Illovo hold any of the issued ordinary share capital as treasury shares.

6. MAJOR SHAREHOLDERS

At 31 March 2010, Illovo shareholders who, insofar as is known to Illovo, are beneficially interested, directly or indirectly, in 5% or more of the issued ordinary share capital of Illovo, were as follows:

Beneficial shareholder	Number of shares	Percentage shareholding
ABF Overseas Limited	236 569 232	51.4
Allan Gray Limited	98 899 396	21.5
Public Investment Corporation Limited	26 774 525	5.8

7. SHARE PRICE HISTORY

The trading history of the Illovo ordinary shares on the JSE is summarised in the Annexure to this circular.

8. LITIGATION STATEMENT

There are no legal or arbitration proceedings, including any proceedings that are pending or threatened, of which Illovo is aware, that may have or have had in the recent past, being at least the previous 12 months, a material effect on the Illovo Group's financial position.

9. MATERIAL CHANGES

There have been no material changes in the financial or trading position of Illovo or its subsidiaries between 31 March 2010, being the end of Illovo's immediate preceding year-end and the last practicable date.

10. ESTIMATED EXPENSES

It is estimated that Illovo's expenses relating to the offers will amount to approximately R442 000 (including Value-Added Tax) as detailed below:

Nature of expense	Paid/Payable to	R'000
JSE documentation inspection fee	JSE	23
Printing, publication and distribution	Ince (Proprietary) Limited	46
Attorneys	Garlicke & Bousfield Inc	75
Investment bank and transaction sponsor	Standard Bank	250
Transfer secretaries	Link Market Services South Africa (Proprietary) Limited	48
		442

11. EXPERTS' CONSENTS

Each of the advisers whose names appear in the "Corporate Information and Advisers" section of this circular have consented and have not, prior to the last practicable date, withdrawn their written consent to the inclusion of their names in the form and context in which they appear in this circular.

12. DIRECTORS' RESPONSIBILITY STATEMENT

The directors of Illovo, whose names appear in paragraph 4 of this circular, collectively and individually, accept full responsibility for the accuracy of the information given in this circular and certify that, to the best of their knowledge and belief, there are no material facts the omission of which would make any statement in this circular false or misleading and that they have made all reasonable inquiries to ascertain such facts and that this circular contains all information required by South African law and by the Listings Requirements.

13. **STATEMENT BY THE DIRECTORS OF THE COMPANY**

The directors, after considering the effect of the odd-lot and specific offer are of the opinion that:

- Illovo and the Illovo Group will be able in the ordinary course of business to pay its debts for a period of 12 (twelve) months from the date of this circular, as they become due in the ordinary course of business;
- the consolidated assets of the Illovo and the Illovo Group, fairly valued, will be in excess of the liabilities of the Illovo and the Illovo Group for a period of 12 (twelve) months from the date of this circular. For this purpose, the assets and liabilities will be recognised and measured in accordance with the accounting policies used in the audited annual financial statements for the year ended 31 March 2010;
- the share capital and reserves of Illovo and the Illovo Group will be adequate for ordinary business purposes for a period of 12 (twelve) months from the date of this circular; and
- the working capital of Illovo and the Illovo Group will be adequate for ordinary business purposes for a period of 12 (twelve) months from the date of this circular.

14. **DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection at the registered offices of Illovo and Standard Bank in Johannesburg during normal business hours (excluding Saturdays, Sundays and South African public holidays) from the date of issue of this circular up to and including Wednesday, 21 July 2010:

- the memorandum and articles of association of Illovo and each of its subsidiaries;
- the annual financial statements of Illovo for the three financial years ended March 2008, March 2009 and March 2010;
- a copy of the standard directors' service agreement;
- powers of attorney signed by each of the directors of Illovo;
- the latest valuations relative to immovable property and items of a similar nature;
- written consents of the investment bank and transaction sponsor, sponsor, attorneys and transfer secretaries to the inclusion of their names in this circular in the context and form in which they appear; and
- a signed copy of this circular (available in English only).

Signed at Mount Edgecombe for and on behalf of the board of Illovo

G J Clark
Managing Director

11 June 2010

SHARE PRICE HISTORY

The trading history of Illovo ordinary shares on the JSE is set out below:

	High (cents)	Low (cents)	Close (cents)	Volume traded (million)	Value traded (R million)
Illovo					
Quarterly					
30/06/2007	2 628	1 850	2 335	15 747 997	354.016
30/09/2007	2 600	2 050	2 457	16 338 493	370.6415
31/12/2007	2 580	2 200	2 235	13 593 989	319.4119
31/03/2008	3 115	2 200	2 964	25 629 618	680.5679
30/06/2008	3 500	2 649	2 675	26 396 645	824.3035
30/09/2008	2 751	2 200	2 490	19 194 590	468.7171
31/12/2008	2 600	1 710	2 251	14 535 465	326.2407
31/03/2009	3 290	2 250	2 849	14 023 071	368.3397
30/06/2009	3 000	2 499	2 801	23 403 427	630.1919
30/09/2009	3 400	2 715	3 262	28 638 368	891.2773
31/12/2009	3 700	2 762	3 191	23 825 526	771.0786
31/03/2010	3 411	2 940	2 970	26 789 521	861.5937
Monthly					
31/05/2009	2 840	2 518	2 639	7 655 915	203.5886
30/06/2009	3 000	2 521	2 801	8 344 268	230.8076
31/07/2009	3 093	2 715	3 070	5 655 391	165.2093
31/08/2009	3 356	2 905	3 205	10 607 132	326.6499
30/09/2009	3 400	3 025	3 262	12 375 845	399.4181
31/10/2009	3 700	3 150	3 550	7 530 692	255.9126
30/11/2009	3 595	2 850	2 948	11 058 894	359.4288
31/12/2009	3 229	2 762	3 191	5 235 940	155.7373
31/01/2010	3 411	3 126	3 355	7 920 378	260.9846
28/02/2010	3 365	3 180	3 180	6 163 736	203.8281
31/03/2010	3 336	2 940	2 970	12 705 407	396.7811
30/04/2010	3 087	2 849	2 930	4 147 598	124.28
31/05/2010	3 270	2 742	2 970	7 527 998	233.9224
Daily					
10/03/2010	3 313	3 120	3 220	774 720	24.87441
11/03/2010	3 242	3 102	3 195	708 811	22.80414
12/03/2010	3 245	3 110	3 170	1 091 071	34.80686
15/03/2010	3 295	3 126	3 126	187 650	5.960313
16/03/2010	3 195	3 131	3 149	187 466	5.911853
17/03/2010	3 179	3 100	3 100	279 807	8.721571
18/03/2010	3 199	3 081	3 092	106 786	3.323243
19/03/2010	3 197	3 066	3 090	211 149	6.535477
23/03/2010	3 227	3 090	3 171	297 578	9.421251
24/03/2010	3 200	3 081	3 150	747 650	23.28864
25/03/2010	3 195	3 066	3 125	129 313	4.058428
26/03/2010	3 210	3 035	3 035	515 769	15.82832
29/03/2010	3 050	2 940	2 980	894 754	26.77312
30/03/2010	3 098	2 954	2 970	564 042	16.81463
31/03/2010	2 997	2 949	2 970	113 394	3.361824
01/04/2010	3 021	2 894	2 894	303 169	9.065109

	High (cents)	Low (cents)	Close (cents)	Volume traded (million)	Value traded (R million)
Daily (continued)					
06/04/2010	2 999	2 894	2 965	84 809	2.509389
07/04/2010	2 991	2 940	2 954	302 215	9.008426
08/04/2010	2 979	2 945	2 955	368 383	11.5949
09/04/2010	3 087	2 975	3 000	172 676	5.183177
12/04/2010	3 080	2 999	3 018	161 467	4.912973
13/04/2010	3 049	3 020	3 025	116 190	3.522793
14/04/2010	3 079	3 004	3 030	331 220	10.0349
15/04/2010	3 049	3 015	3 020	189 759	5.742217
16/04/2010	3 072	2 980	3 010	245 767	7.432523
19/04/2010	3 020	2 907	2 950	249 905	7.383527
20/04/2010	3 046	2 849	2 967	580 559	17.15922
21/04/2010	3 050	2 923	3 004	252 471	7.584489
22/04/2010	3 008	2 912	2 977	31 820	0.947723
23/04/2010	2 981	2 911	2 975	117 303	3.490767
26/04/2010	3 000	2 950	2 980	47 784	1.422434
28/04/2010	2 950	2 905	2 910	136 139	3.963141
29/04/2010	2 969	2 880	2 880	92 719	2.686881
30/04/2010	2 963	2 857	2 930	363 243	10.6354
03/05/2010	3 044	2 920	3 027	73 965	2.206077
04/05/2010	3 046	2 981	3 016	141 076	4.250483
05/05/2010	3 026	2 964	2 964	686 727	20.70153
06/05/2010	3 050	2 929	3 000	221 150	6.65263
07/05/2010	3 178	2 903	2 970	681 291	20.61901
10/05/2010	3 076	2 742	3 075	250 122	7.634379
11/05/2010	3 164	2 850	3 135	657 954	20.53946
12/05/2010	3 208	3 134	3 208	224 321	7.107617
13/05/2010	3 240	3 150	3 215	842 774	27.04879
14/05/2010	3 260	3 238	3 250	971 248	31.50819
17/05/2010	3 250	3 000	3 200	552 716	17.72668
18/05/2010	3 270	3 159	3 171	196 495	6.269974
19/05/2010	3 200	3 116	3 155	115 851	3.684343
20/05/2010	3 201	2 793	3 102	318 708	9.873677
21/05/2010	3 150	2 775	2 990	299 544	8.955946
24/05/2010	3 146	2 963	3 020	199 348	6.029508
25/05/2010	3 150	2 850	2 988	125 389	3.753852
26/05/2010	3 145	2 988	3 145	275 764	8.515409
27/05/2010	3 197	2 950	3 055	153 772	4.708022
28/05/2010	3 190	2 985	3 048	81 762	2.503492
31/05/2010	3 001	2 900	2 970	458 021	13.63334
01/06/2010	3 150	2 855	2 900	321 992	9.452711
02/06/2010	2 933	2 855	2 930	290 323	8.434461
03/06/2010	2 948	2 892	2 900	140 314	4.085384

Note: The above information was sourced from I-Net Bridge.

For completion by Illovo shareholders who hold less than 100 Illovo ordinary shares in total ("odd-lot holders") in certificated form on Friday, 13 August 2010. Your share certificate must be submitted together with this form in the event that you do not elect to retain your odd-lot holding.



(Incorporated in the Republic of South Africa)
 (Registration number 1906/000622/06)
 Share code: ILV ISIN: ZAE00083846
 ("Illovo" or "the Company")

ODD-LOT OFFER FORM OF ELECTION AND SURRENDER

Instructions:

- Part 1 must be completed by **ALL** odd-lot holders who hold a share certificate in respect of their Illovo ordinary shares and who return this form.
- Part 2 must **ONLY** be completed by odd-lot holders who hold a share certificate in respect of their Illovo ordinary shares and **who wish to sell their odd-lot holdings**.
- Part 3 must **ONLY** be completed by odd-lot holders who hold a share certificate in respect of their Illovo ordinary shares and **who are emigrants from or non-residents of the common monetary area**, and who wish to sell their odd-lot holdings.
- Odd-lot holders who have dematerialised their Illovo ordinary shares must advise their Central Securities Depository Participant ("CSDP") or broker as to the action they wish to take in terms of the agreement entered into between them and their CSDP or broker. Such shareholders must NOT return this form of election and surrender to the transfer secretaries.**
- Additional forms of election and surrender may be obtained from the transfer secretaries at the applicable address set out below.
- ALL odd-lot holders who complete this form of election and surrender must attach a certified copy of their identity document.**
- If an odd-lot holder chooses the cash consideration and wishes to have the money deposited directly into his/her bank account, a copy of a recent bank statement must be attached to this form of election and surrender.**
- All forms of election and surrender must be lodged with the transfer secretaries at the address set out below, so as to be received by no later than 12:00 on Friday, 13 August 2010.

To be delivered to:

Link Market Services South Africa (Proprietary) Limited
 16th Floor, 11 Diagonal Street
 Johannesburg, 2001

or posted at the risk of the odd-lot holder to:

Link Market Services South Africa (Proprietary) Limited
 PO Box 4844, Johannesburg, 2000

- ALL CERTIFICATED ODD-LOT HOLDERS MUST COMPLETE THIS CONTACT DETAILS AND SIGNATURE SECTION.**

Surname	
Forenames	
Share certificate number (Certificated holders only)	
ID number/Company registration number	
Assisted by me (if applicable) (State full name and capacity)	
Date	2010
Telephone number (Home)()	
Telephone number (Work)()	
Cellular number	
Postal address	
Signature of shareholder	

PART 1 – To be completed by ALL odd-lot shareholders who return this form.

Odd-lot holders who hold a share certificate in respect of their Illovo ordinary shares and who do not complete and return this form of election and surrender so as to be received by no later than 12:00 on Friday, 13 August 2010 should note that their Illovo ordinary shares will be repurchased by Illovo without any further action on their part and without any further notice to them. However, until such odd-lot holders have put in a claim with the transfer secretaries and completed the forms and statements that are required in this regard, the money owing to them will be held on their behalf. No interest will be paid in this regard.

Indicate your choice by means of an "X".

OPTION A I would like to sell my Illovo ordinary shares at the offer price.

OPTION B I would like to retain all my Illovo ordinary shares.

If OPTION A is chosen:

Please complete Part 2. If you do not provide bank account details, payment will be made by cheque to you which will be sent to the postal address provided above and where no postal address is given or such address is incomplete, payment will be posted to your address contained in the share register of Illovo as at close of business on Friday, 13 August 2010. The posting of such cheque will be by ordinary post at your risk.

PART 2 – To be completed by odd-lot shareholders who WISH TO SELL THEIR HOLDINGS.

I have a bank account and would like to sell my Illovo ordinary shares. Please pay the cash owing to me for purchasing my ordinary shares into the following bank account:

BANKING DETAILS
Account holder
Bank name
Account number
Bank branch
Branch code

NB In order to comply with FICA requirements, the transfer secretaries will be unable to record any changes of address or payment mandates unless a certified true copy of the undermentioned documentation is received from the relevant shareholder: (i) a copy of an identification document (in respect of change of address and payment mandate) and (ii) a copy of a bank statement (in respect of a payment mandate).

PART 3 – EMIGRANTS FROM OR NON-RESIDENTS OF THE COMMON MONETARY AREA who wish to sell their Illovo ordinary shares, must complete this section.

Name of authorised dealer	Stamp and address of agent lodging this form (if any)
Address	
Account number	

Notes:

1. This form is to be used by odd-lot holders who have not dematerialised their Illovo ordinary shares and who are registered as such at the close of business on Friday, 13 August 2010 and who wish to sell their odd-lot holdings in terms of the odd-lot offer.
2. Odd-lot holders who have not made an election or who have chosen OPTION A will have payments for the proceeds of the sale of their odd-lot holdings processed in the manner set out in the odd-lot offer document, on or about Monday, 16 August 2010 or within 5 (five) business days after they have submitted their claim together with all the requisite supporting documents, whichever is the later.
3. If this form of election and surrender is signed under a power of attorney, then such power of attorney, or a notarially certified copy hereof, must be sent with this form of election and surrender for noting (unless it has already been noted by the transfer secretaries).
4. Where the odd-lot holder is a company or a close corporation, unless it has already been registered with the transfer secretaries, a certified copy of the directors' or members' resolution authorising the signing of this form of election and surrender must be submitted if so requested by the transfer secretaries.
5. Note 4 above does not apply in the event of this form of election and surrender bearing the stamp of a broking member of the JSE Limited.
6. Where there are joint holders of any ordinary shares, only that holder whose name appears first in the register in respect of such shares need sign this form of election and surrender.
7. No receipts will be issued for documents lodged, unless specifically requested. In compliance with the requirements of the JSE Limited, lodging agents are required to prepare special transaction receipts.
8. The directors of Illovo reserve the right to accept or reject any form of election and surrender where the odd-lot holder has not completed all the required information or has not delivered all the required documents to the transfer secretaries.

For completion by Illovo shareholders who hold from 100 to 500 Illovo ordinary shares in total ("specific holders") in certificated form as at close of business on Friday, 13 August 2010. Your share certificate must be submitted together with this form.



(Incorporated in the Republic of South Africa)
 (Registration number 1906/000622/06)
 Share code: ILV ISIN: ZAE000083846
 ("Illovo" or "the Company")

SPECIFIC OFFER FORM OF ELECTION AND SURRENDER

Instructions:

- Part 1 and Part 2 must be completed by **ALL** specific holders who hold a share certificate in respect of their Illovo ordinary shares and wish to sell **ALL** their ordinary shares to Illovo.
- Part 3 must **ONLY** be completed by specific holders who hold a share certificate and who wish to sell their ordinary shares to Illovo **who are emigrants from or non-residents of the common monetary area.**
- Specific holders who have dematerialised their Illovo ordinary shares must advise their Central Securities Depository Participant ("CSDP") or broker timeously as to the action they wish to take in terms of the agreement entered into between them and their CSDP or broker. Such shareholders must **NOT** return this form of election and surrender to transfer secretaries.
- ALL specific holders who complete this form of election and surrender must attach a certified copy of their identity document and all existing documents of title.**
- If a specific holder chooses the cash consideration and wishes to have the money deposited directly into his/her bank account, a copy of a recent bank statement must be attached to this form of election and surrender.**
- All forms of election and surrender must be lodged with transfer secretaries at the address set out below, so as to be received by no later than 12:00 on Friday, 13 August 2010.

To be delivered to:

Link Market Services South Africa (Proprietary) Limited
 16th Floor, 11 Diagonal Street
 Johannesburg, 2001

or posted at the risk of the specific holder to:

Link Market Services South Africa (Proprietary) Limited
 PO Box 4844, Johannesburg, 2000

- Additional forms of election and surrender may be obtained from the transfer secretaries at the applicable address set out above.

ALL CERTIFICATED SPECIFIC HOLDERS WHO WISH TO SELL THEIR ORDINARY SHARES TO ILLOVO MUST COMPLETE THIS CONTACT DETAILS AND SIGNATURE SECTION.

Surname	
Forenames	
Share certificate number (Certificated holders only)	
ID number/Company registration number	
Assisted by me (if applicable) (State full name and capacity)	
Date	2010
Telephone number (Home)()	
Telephone number (Work)()	
Cellular number	
Postal address	
Signature of shareholder	

PART 1 – To be completed by ALL specific holders who wish to sell their ordinary shares.

Specific holders who hold a share certificate in respect of their Illovo ordinary shares and who elect to sell their ordinary shares should note that their Illovo ordinary shares will be repurchased by Illovo without any further action on their part and without any further notice to them. However, until such specific holders have put in a claim with transfer secretaries and completed the forms and statements that are required in this regard, the money owing to them will be held on their behalf. No interest will be paid in this regard.

Indicate that you wish to sell all your ordinary shares by means of an "X".

I would like to sell my ordinary shares at the offer price.

If you have elected to sell your specific holding, please complete Part 2. If you do not provide bank account details, payment will be made by cheque to you which will be sent to the postal address provided above and where no postal address is given or such address is incomplete, payment will be posted to your address contained in the share register of transfer secretaries as at close of business Friday, 13 August 2010. The posting of such cheque will be by ordinary post at your risk.

PART 2 – To be completed by specific holders who wish to have the offer price deposited into their bank account.

I have a bank account and would like to sell my Illovo ordinary shares. Please pay the cash owing to me for purchasing my ordinary shares into the following bank account:

BANKING DETAILS
Account holder
Bank name
Account number
Bank branch
Branch code

NB: In order to comply with FICA requirements, the transfer secretaries will be unable to record any changes of address or payment mandates unless a certified true copy of the undermentioned documentation is received from the relevant shareholder: (i) a copy of an identification document (in respect of change of address and payment mandate) and (ii) a copy of a bank statement (in respect of a payment mandate).

PART 3 – SPECIFIC HOLDERS WHO ARE EMIGRANTS FROM OR NON-RESIDENTS OF THE COMMON MONETARY AREA who wish to sell their ordinary shares, must complete this section.

Name of authorised dealer	Stamp and address of agent lodging this form (if any)
Address	
Account number	

Notes:

1. This form is to be used by specific holders who have not dematerialised their ordinary shares, who are registered as such at the close of business on Friday, 13 August 2010 and who wish to sell their ordinary shares in terms of the specific offer.
2. Specific holders who have elected to sell their ordinary shares will have payments for the proceeds of the sale of their ordinary shares processed in the manner set out in the offer document, on or about Monday, 16 August 2010, or within 5 (five) business days after they have submitted their claim together with all the requisite supporting documents, whichever is the later.
3. If this form of election and surrender is signed under a power of attorney, then such power of attorney, or a notarially certified copy hereof, must be sent with this form of election and surrender for noting (unless it has already been noted by the transfer secretaries).
4. Where the specific holder is a company or a close corporation, unless it has already been registered with the transfer secretaries, a certified copy of the directors' or members' resolution authorising the signing of this form of election and surrender must be submitted if so requested by the transfer secretaries.
5. Note 4 above does not apply in the event of this form of election and surrender bearing the stamp of a broking member of the JSE Limited.
6. 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 election and surrender.
7. No receipts will be issued for documents lodged, unless specifically requested. In compliance with the requirements of the JSE Limited, lodging agents are required to prepare special transaction receipts.
8. The directors of Illovo reserve the right to accept or reject any form of election and surrender where the specific holder has not completed all the required information or has not delivered all the required documents to transfer secretaries.