



PIONEER FOOD GROUP LIMITED
 Incorporated in the Republic of South Africa
 (Registration No 1996/017676/06)
 ("Pioneer Foods" or "the Company")

Annexure to the Notice of the Annual General Meeting

I/We, the undersigned (print) _____ (name of shareholder)

of _____ (address), being a shareholder of the Company,

do hereby appoint _____ (name of proxy)

of _____ (address) or, failing him/her,

_____ (name of proxy)

of _____ (address) or, failing him/her,

the chairperson of the Annual General Meeting as my/our proxy to represent me/us, to talk and to vote on my/our behalf at the Annual General Meeting of the Company to be held on Friday, 13 February 2015, at Lanzerac Hotel & Spa, Lanzerac Road, Stellenbosch, 7600 at 09:00 or at any adjournment thereof:

		In favour of	Against	Abstain from voting
1	Ordinary Resolution Number 1: To confirm the re-appointment of PricewaterhouseCoopers Inc. as auditor for the ensuing year on the recommendation of the Audit and Risk Committee.			
2	Ordinary Resolution Number 2: Placing of unissued ordinary shares in the Company under the control of the directors.			
3.1	Ordinary Resolution Number 3: To re-elect director: Andile Hesperus Sangqu			
3.2	Ordinary Resolution Number 4: To re-elect director: Lambert Retief			
3.3	Ordinary Resolution Number 5: To re-elect director: Norman Celliers			
4	Ordinary Resolution Number 6: Re-appointment of member of the Audit and Risk Committee: Mr AH Sangqu			
5	Ordinary Resolution Number 7: Re-appointment of member of the Audit and Risk Committee: Mr LP Retief			
6	Ordinary Resolution Number 8: Re-appointment of member of the Audit and Risk Committee: Ms NS Mjoli-Mncube			
7	Ordinary Resolution Number 9: Endorsement of Pioneer Foods' remuneration policy			
8	Ordinary Resolution Number 10: Authorisation to sign documents giving effect to resolutions			
9	Special Resolution Number 1: Approval of non-executive directors' remuneration			
10	Special Resolution Number 2: General authority to grant financial assistance to related and inter-related companies and corporations			
11	Special Resolution Number 3: Financial assistance for the acquisition of securities in the Company and in related and inter-related companies			
12	Special Resolution Number 4: Amendment to the nomination of directors procedure, as contained in the memorandum of incorporation			
13	Special Resolution Number 5: General authority to repurchase shares			

Please indicate instructions to proxy by way of a cross in the relevant space provided.

Signed at _____ on the _____ day of _____ 2015.

Signature _____

Notes

1. A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a registered shareholder of the Company.
2. Every shareholder present in person or by proxy and entitled to vote at the Annual General Meeting of the Company shall, on a show of hands, have one vote only, irrespective of the number of shares such shareholder holds. In the event of a poll, every shareholder shall be entitled to that proportion of the total votes in the Company which the aggregate amount of the nominal value of the shares held by such shareholder bears to the aggregate amount of the nominal value of all the shares issued by the Company.
3. Shareholders who have dematerialised their shares with a CSDP or broker, other than own-name registrations, must arrange with the CSDP or broker concerned to provide them with the necessary authorisation to attend the meeting or the shareholders concerned must instruct their CSDP or broker as to how they wish to vote in this regard. This must be done in terms of the agreement entered into between the shareholder and the CSDP or broker concerned.

Instructions on signing and lodging the form of proxy

1. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space/s provided overleaf, with or without deleting "the chairperson of the Annual General Meeting", but any such deletion must be initialled by the shareholder. Should this space/s be left blank, the proxy will be exercised by the chairperson of the Annual General Meeting. The person whose name appears first on the form of proxy and who is present at the Annual General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. A shareholder's voting instructions to the proxy must be indicated by the insertion of an "X", or the number of votes which that shareholder wishes to exercise, in the appropriate spaces provided overleaf. Failure to do so will be deemed to authorise the proxy to vote or to abstain from voting at the Annual General Meeting as he/she thinks fit in respect of all the shareholder's exercisable votes. A shareholder or his/her proxy is not obliged to use all the votes exercisable by him/her or by his/her proxy, but the total number of votes cast, or those in respect of which abstention is recorded, may not exceed the total number of votes exercisable by the shareholder or by his/her proxy.
3. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries of the Company.
4. To be valid, the completed forms of proxy must be lodged with the transfer secretaries of the Company, Computershare Investor Services (Pty) Ltd at 70 Marshall Street, Johannesburg, 2001, South Africa, or posted to the transfer secretaries at PO Box 61051, Marshalltown, 2107, South Africa, to be received by them not later than Wednesday, 11 February 2015, at 9:00 (South African time).
5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the transfer secretaries or waived by the chairperson of the Annual General Meeting.
6. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the Annual General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
7. The appointment of a proxy in terms of this form of proxy is revocable in terms of the provisions of section 58(4)(c) read with section 58(5) of the Companies Act, and accordingly a shareholder may revoke the proxy appointment by cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the Company.
8. The completion of any blank spaces overleaf need not be initialled. Any alterations or corrections to this form of proxy must be initialled by the signatory/ies.
9. The chairperson of the Annual General Meeting may accept any form of proxy which is completed other than in accordance with these instructions provided that he/she is satisfied as to the manner in which a shareholder wishes to vote.