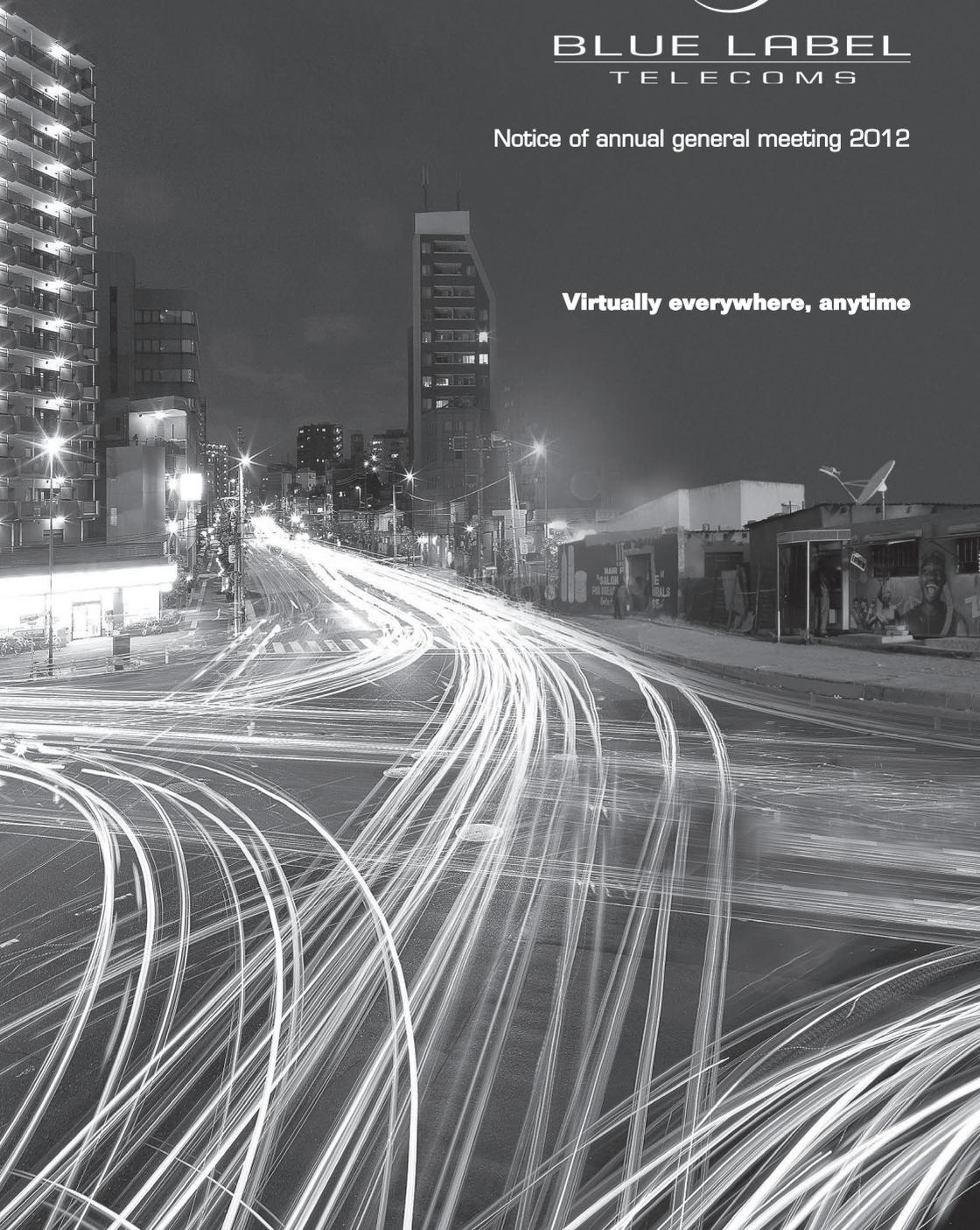




BLUE LABEL
TELECOMS

Notice of annual general meeting 2012

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Blue Label Telecoms Limited

(Incorporated in the Republic of South Africa)

(Registration number 2006/022679/06)

Share code: BLU ISIN: ZAE000109088

("Blue Label" or "the Company")

All terms defined in the Integrated Annual Report 2012, to which this Notice of annual general meeting is attached, shall bear the same meanings when used in this Notice of annual general meeting.

Notice of annual general meeting

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given to shareholders recorded in the Company's securities register on Friday, 26 October 2012, that the fifth annual general meeting of shareholders will be held in the boardroom, Blue Label corporate offices, 75 Grayston Drive, Sandton, on Thursday, 29 November 2012 at 10:00 (South African time) ("AGM"), to conduct such business as may lawfully be dealt with at the AGM and to consider and, if deemed fit, pass, with or without modification, the ordinary and special resolutions set out hereunder in the manner required by the Companies Act, No. 71 of 2008 as amended from time to time ("Act"), as read with the listings requirements of the JSE Limited as amended from time to time ("Listings Requirements").

Kindly note that in terms of section 63(1) of the Act, meeting participants (including proxies) will be required to provide reasonably satisfactory identification before being entitled to participate in or vote at the AGM. Forms of identification that will be accepted include original and valid identity documents, drivers' licences and passports.

RECORD DATES, PROXIES AND VOTING

In terms of section 59(1)(a) and (b) of the Act, the board of the Company has set the record date for the purpose of determining which shareholders are entitled to:

- receive notice of the AGM (being the date on which a shareholder must be registered in the Company's shareholders' register in order to receive notice of the AGM) as Friday, 26 October 2012; and
- participate in and vote at the AGM (being the date on which a shareholder must be registered in the Company's shareholders' register in order to participate in and vote at the AGM) as Friday, 23 November 2012.

Certificated shareholders or own name dematerialised shareholders may attend and vote at the AGM, or alternatively appoint a proxy/ies to attend, speak and, in respect of the applicable resolution/s, vote in their stead by completing the attached form of proxy and returning it to the transfer secretaries at the address given in the form of proxy by no later than 10:00 on Tuesday, 27 November 2012.

Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with "own-name" registration, should contact their CSDP or broker in the manner and within the time stipulated in the agreement entered into between them and their CSDP or broker:

- to furnish them with their voting instructions; or
- in the event that they wish to attend the AGM, to obtain the necessary letter of representation to do so.

On a show of hands, every shareholder present in person or represented by proxy and entitled to vote shall have only one vote irrespective of the number of shares such shareholder holds. On a poll, every shareholder, present in person or represented by proxy and entitled to vote, shall be entitled to that

Notice of annual general meeting continued

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 shares issued by the Company.

Certificated shareholders or own name dematerialised shareholders who are entitled to attend and vote at the AGM are entitled to appoint a proxy/ies to attend, participate in and vote at the AGM in their stead. A proxy need not also be a shareholder of the Company. The completion of a form of proxy will not preclude the shareholder appointing a proxy from attending the AGM.

ELECTRONIC PARTICIPATION

Please note that Blue Label will provide for participation by way of electronic communication in the AGM, as set out in section 63 of the Act. In this regard, please refer to the notes on page 9 at the end of this notice of AGM.

When reading the resolutions below, please refer to the explanatory notes relating to the Ordinary and Special resolutions on pages 10 to 14.

PRESENTATION OF ANNUAL FINANCIAL STATEMENTS AND REPORTS

The audited Group and Company annual financial statements, including the external auditors', Audit, Risk and Compliance Committee's and directors' reports for the year ended 31 May 2012, have been distributed as required and will be presented to shareholders at the AGM.

The complete set of the audited Group and Company annual financial statements, together with the abovementioned reports, are set out on pages 57 to 60 and 96 to 236 of the Integrated Annual Report 2012.

ORDINARY RESOLUTIONS

Please note that for the purposes of sections 62(3)(c) and 65(7) of the Act, unless otherwise specified, in order for each of the ordinary resolutions appearing hereunder to be passed, each resolution must be supported by more than 50% of the voting rights exercised on each ordinary resolution.

1. Ordinary resolution number 1: Re-election of Mr GD Harlow as a director of the Company

Resolved that, Mr GD Harlow, who was first appointed to the board on 5 October 2007 and who retires in terms of the Company's memorandum of incorporation, and who is eligible and available for re-election, is re-elected as a director of the Company with immediate effect.

A brief biography in respect of Mr GD Harlow is contained on page 24 of the Integrated Annual Report 2012.

Notice of annual general meeting continued

2. Ordinary resolution number 2: Re-election of Mr NN Lazarus SC as a director of the Company

Resolved that, Mr NN Lazarus SC, who was first appointed to the board on 5 October 2007 and who retires in terms of the Company's memorandum of incorporation, and who is eligible and available for re-election, is re-elected as a director of the Company with immediate effect.

A brief biography in respect of Mr NN Lazarus SC is contained on page 25 of the Integrated Annual Report 2012.

3. Ordinary resolution number 3: Election of Mr JS Vilakazi as a director of the Company

Resolved that, Mr JS Vilakazi, be and is hereby elected as a director of the Company with immediate effect.

A brief biography in respect of Mr JS Vilakazi is contained on page 24 of the Integrated Annual Report 2012.

4. Ordinary resolution number 4: Re-appointment of external auditors

Resolved that, on the recommendation of the Audit, Risk and Compliance Committee of the Company, PricewaterhouseCoopers Incorporated ("PwC"), be and is hereby re-appointed as independent registered auditors of the Company for the ensuing year until the conclusion of the next annual general meeting of the Company.

5. Ordinary resolution number 5: Election of Mr JS Mthimunye as a member and chairperson of the Audit, Risk and Compliance Committee for the year ending 31 May 2013

Resolved that, in terms of section 94(2) of the Act, Mr JS Mthimunye, an independent non-executive director of the Company, be and is hereby elected as a member and the chairperson of the Audit, Risk and Compliance Committee.

6. Ordinary resolution number 6: Election of Mr GD Harlow as a member of the Audit, Risk and Compliance Committee for the year ending 31 May 2013

Resolved that, in terms of section 94(2) of the Act, but subject to his re-election as a director of the Company in terms of Ordinary resolution number 1, Mr GD Harlow, an independent non-executive director, be and is hereby elected as a member of the Audit, Risk and Compliance Committee.

7. Ordinary resolution number 7: Election of Mr NN Lazarus SC as a member of the Audit, Risk and Compliance Committee for the year ending 31 May 2013

Resolved that, in terms of section 94(2) of the Act, but subject to his re-election as a director of the Company in terms of Ordinary resolution number 2, Mr NN Lazarus SC, a non-executive director, be and is hereby elected as a member of the Audit, Risk and Compliance Committee.

Notice of annual general meeting continued

8. Ordinary resolution number 8: Election of Mr JS Vilakazi as a member of the Audit, Risk and Compliance Committee for the year ending 31 May 2013

Resolved that, in terms of section 94(2) of the Act, but subject to his election as a director of the Company in terms of Ordinary resolution number 3, Mr JS Vilakazi, an independent non-executive director, be and is hereby elected as a member of the Audit, Risk and Compliance Committee.

Brief biographies of those directors offering themselves for election as members of the Audit, Risk and Compliance Committee are contained on pages 24 to 25 of the Integrated Annual Report 2012.

9. Ordinary resolution number 9: General authority granted to directors to allot and issue authorised but unissued ordinary shares

Resolved that, the general authority granted to directors at the previous annual general meeting of the Company to allot and issue, as they in their discretion deem fit, the unissued ordinary shares of the Company, be and is hereby renewed and such shares be and are hereby placed under the control of the directors of the Company as a general authority in terms of the Act and Listings Requirements, and such directors are authorised to allot and issue same at their discretion until the next annual general meeting of the Company on the basis that such allotments and issues are subject to the provisions of the memorandum of incorporation of the Company, the Act and the Listings Requirements.

10. Ordinary resolution number 10: General authority to issue ordinary shares for cash in terms of the Listing Requirements

Please note that for the purposes of paragraph 5.52 of the Listings Requirements the minimum percentage of votes that are required for this Ordinary resolution number 10 to be passed is 75% of those votes cast.

Resolved that, subject to the renewal of the general authority proposed in terms of Ordinary resolution number 9, the directors are authorised until the next annual general meeting (whereupon this authority shall lapse unless it is renewed at the aforementioned annual general meeting), provided that it shall not extend beyond 15 (fifteen) months of the date of this AGM, to allot and issue equity securities for cash, subject to the Act and the Listings Requirements on the following basis:

- (a) the allotment and issue of equity securities for cash shall be made only to persons qualifying as public shareholders as defined in the Listings Requirements and not to related parties;
- (b) equity securities which are the subject of issues for cash:
 - (i) in the aggregate in any one financial year may not exceed 15% (fifteen per cent) of the Company's relevant number of equity securities in issue of that class;
 - (ii) of a particular class, will be aggregated with any securities that are compulsorily convertible into securities of that class, and, in the case of the issue of compulsorily convertible securities, aggregated with the securities of that class into which they are compulsorily convertible;

Notice of annual general meeting continued

- (iii) as regards the number of securities which may be issued (the 15% (fifteen per cent) limit referred to in (i)), same shall be based on the number of securities of that class in issue added to those that may be issued in future (arising from the conversion of options/convertible securities), at the date of such application, less any securities of the class issued, or to be issued in future arising from options/convertible securities issued, during the current financial year; plus any securities of that class to be issued pursuant to a rights issue which has been announced, is irrevocable and is fully underwritten, or an acquisition (in respect of which final terms have been announced) which acquisition issue securities may be included as though they were securities in issue at the date of application;
- (c) the maximum discount at which equity securities may be issued is 10% (ten per cent) of the weighted average traded price on the JSE Limited of such equity securities over the 30 (thirty) business days prior to the date that the price of the issue is determined or agreed by the directors of the Company;
- (d) after the Company has issued equity securities for cash, which represent, on a cumulative basis within a financial year; 5% (five per cent) or more of the number of equity securities of that class in issue prior to that issue, the Company shall publish an announcement containing full details of the issue, including the effect of the issue on the net asset value and earnings per share of the Company;
- (e) the equity securities which are the subject of the issue for cash are of a class already in issue or where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue.

11. Ordinary resolution number 11: Indemnification of directors

Resolved that, the Company hereby indemnifies each of the directors and officers of the Group from time to time from any cost, damage, fine or loss of whatsoever nature which they may incur whilst acting bona fide in the course and scope of their duties, save to the extent that such indemnification is prohibited by the Act or any other law.

12. Ordinary resolution number 12: Directors' authority to implement Special and Ordinary resolutions

Resolved that, each and every director of the Company be and is hereby authorised to do all such things and sign all such documents as may be necessary for or incidental to the implementation of the Ordinary and Special resolutions passed at this AGM.

Notice of annual general meeting continued

ADVISORY VOTE

Please note that there is no minimum requisite percentage of voting rights for an advisory vote to be adopted.

Endorsement of the remuneration policy

As a non-binding advisory vote, the Company's remuneration policy (excluding the remuneration of non-executive directors and members of committees of the board for their services as directors and members of such committees) as set out on pages 53 to 56 of the Integrated Annual Report 2012, be and is hereby endorsed.

SPECIAL RESOLUTIONS

Please note that for the purposes of sections 62(3)(c) and 65(9) of the Act, the minimum percentage of voting rights that is required for the following Special resolutions to be passed is 75% of the voting rights exercised on each Special resolution.

1. Special resolution number 1: Non-executive directors' remuneration

Resolved that, in terms of section 66(9) of the Act, the following remuneration shall be payable to the non-executive directors for their services as directors for the period 1 June 2012 to 31 May 2013:

	Current fee per meeting*	Proposed fee per meeting*	Proposed capped fee per annum**
Services as directors			
• Chairman of the board	–		R795 000
• Board members	R34 340	R36 400	R182 000
Audit, Risk and Compliance Committee			
• Chairman	R47 694	R50 556	R202 224
• Member	R28 617	R30 334	R121 336
Remuneration and Nomination Committee			
• Chairman	R38 155	R40 444	R161 776
• Member	R22 894	R24 268	R97 072
Investment Committee			
• Chairman	R28 617	R30 334	R242 672
• Member	R17 170	R18 200	R145 600
Transformation, Social and Ethics Committee			
• Chairman	R28 617	R30 334	R121 336
• Member	R17 170	R18 200	R72 800
Ad hoc committee			
• Chairman	R28 617	R30 334	R121 336
• Member	R17 170	R18 200	R72 800

* In the event that there are fewer meetings as envisaged, the member shall receive the fee in respect of the number of meetings attended.

** In the event that there are more meetings per year than initially planned, directors' fees will be paid only up to the cap.

Notice of annual general meeting continued

2. Special resolution number 2: General authority to repurchase shares

Resolved that, pursuant to the Company's memorandum of incorporation, the Company or any subsidiary of the Company is hereby authorised by way of a general approval, from time to time, to acquire ordinary shares in the share capital of the Company in accordance with the Act and the Listings Requirements, provided that:

- (a) the number of its own ordinary shares acquired by the Company in any one financial year shall not exceed 20% (twenty per cent) of the ordinary shares in issue at the date on which this resolution is passed;
- (b) this authority shall lapse on the earlier of the date of the next annual general meeting of the Company or the date 15 (fifteen) months after the date on which this resolution is passed;
- (c) the board has resolved to authorise the acquisition and that the Group will satisfy the solvency and liquidity test immediately after the acquisition and that since the test was done there have been no material changes to the financial position of the Group;
- (d) the acquisition must be effected through the order book operated by the JSE Limited trading system and done without any prior understanding or arrangement between the Company and the counterparty;
- (e) the Company only appoints one agent to effect any acquisition/s on its behalf;
- (f) the price paid per ordinary share may not be greater than 10% (ten per cent) above the weighted average of the market value of the ordinary shares for the 5 (five) business days immediately preceding the date on which an acquisition is made;
- (g) the number of shares acquired by subsidiaries of the Company shall not exceed 10% (ten per cent) in the aggregate of the number of issued shares in the Company at the relevant times;
- (h) the acquisition of shares by the Company or its subsidiaries may not be effected during a prohibited period, as defined in the Listings Requirements; and
- (i) an announcement containing full details of such acquisitions of shares will be published as soon as the Company and/or its subsidiaries have acquired shares constituting, on a cumulative basis 3% (three per cent) of the number of shares in issue at the date of the meeting at which this special resolution is considered and if approved, passed, and for each 3% (three per cent) in aggregate of the initial number acquired thereafter.

The Listings Requirements require, in terms of paragraph 11.26, the following disclosures, which appear in the Integrated Annual Report 2012:

- Directors and management – refer to pages 20 to 27;
- Major shareholders – refer to page 236;
- Material change – there were no material changes;
- Directors' interest in securities – refer to page 100;
- Share capital of the Company – refer to pages 223 and 224;
- Responsibility statement – refer to page 94;
- Litigation – refer to page 205.

Notice of annual general meeting continued

3. Special resolution number 3: Approval for the Company to grant financial assistance in terms of sections 44 and 45 of the Act

Resolved that, the board may, subject to compliance with the requirements of the Act, the Company's memorandum of incorporation and the Listings Requirements, authorise the Company to provide direct or indirect financial assistance –

- by way of a loan, guarantee, the provision of security or otherwise to any person for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the Company or a related or inter-related company, or for the purchase of any securities of the Company or a related or inter-related company, as contemplated in section 44 of the Act at any time during a period commencing on the date of passing of this Special resolution and ending at the expiry of two years from the date of the adoption of this Special resolution number 3; and/or
- to a director or prescribed officer of the Company or of a related or inter-related company, or to a related or inter-related company or corporation, or to a member of a related or inter-related corporation, or to a person related to any such company, corporation, director, prescribed officer or member, as contemplated in section 45 of the Act at any time during a period commencing on the date of passing of this resolution and ending at the expiry of two years from the date of the adoption of this Special resolution number 3.

Notice to shareholders of Blue Label in terms of section 45(5) of the Act of a resolution adopted by the Blue Label board authorising the Company to provide direct or indirect financial assistance

By the time this notice of AGM is delivered to shareholders, the board will have adopted resolutions ("Financial Assistance Resolutions") authorising the Company to provide, at any time and from time to time during the period of two years commencing on the date on which Special resolution number 3 is adopted, any direct or indirect financial assistance as contemplated in section 45 of the Act to any one or more related or inter-related companies or corporations of the Company and/or to any one or more persons related to any such company or corporation.

The Financial Assistance Resolutions will be effective only if and to the extent that Special resolution number 3 is adopted by the shareholders of the Company.

In as much as the Financial Assistance Resolutions contemplate that such financial assistance will in the aggregate exceed one-tenth of one percent of the Company's net worth at the date of adoption of such resolution, the Company hereby provides notice of the section 45 board resolution to shareholders of the Company.

4. Special resolution number 4: Adoption of new memorandum of incorporation

Resolved that, the existing memorandum of incorporation (currently the memorandum of association and articles of association required under the Companies Act, No. 61 of 1973) be replaced in its entirety by the new memorandum of incorporation (a draft of which has been tabled at the AGM and initialled by the chairman of the AGM for identification purposes) ("New MOI") with effect from the date that the New MOI is filed at the Companies and Intellectual Property Commission.

In order to assist the shareholders to fully consider the New MOI the salient features of the New MOI are set out on pages 15 to 20 of this notice. A full version of the proposed New MOI may be found at www.bluebeltelecoms.co.za, alternatively, shareholders may request a copy via e-mail to info@blts.co.za.

Notice of annual general meeting continued

ELECTRONIC PARTICIPATION AND VOTING AT THE ANNUAL GENERAL MEETING

- (a) Shareholders wishing to participate electronically in the AGM are required to:
- (i) deliver written notice to the Company at 75 Grayston Drive, corner Benmore Road, Morningside Extension 5, 2196 (marked for the attention of E Viljoen, Group Company Secretary) that they wish to participate via electronic communication at the AGM; or
 - (ii) register on the Company's website at www.bluelabeltelecoms.com, where a link to the registration page will be placed, by no later than 10:00 on Tuesday, 27 November 2012 ("Electronic Notice").
- (b) In order for the Electronic Notice to be valid it must contain:
- (i) if the shareholder is an individual, a certified copy of his/her identity document and/or driver's licence and/or passport;
 - (ii) if the shareholder is not an individual, a certified copy of a resolution or letter of representation by the relevant entity and a certified copy of the identity documents and/or passports of the persons who passed the relevant resolution or signed the relevant letter of representation. The letter of representation or resolution must set out who from the relevant entity is authorised to represent the entity at the AGM via electronic communication;
 - (iii) a valid e-mail address and/or facsimile number ("Contact address/number"); and
 - (iv) if the shareholder wishes to vote via electronic communication, set out that the shareholder wishes to vote via electronic communication. By no later than 24 (twenty four) hours before the AGM the Company shall use its reasonable endeavours to notify a shareholder at its contact address/number who has delivered a valid Electronic Notice of the relevant details through which the shareholder can participate via electronic communication.
- (c) Should a shareholder wish to participate in the AGM by way of electronic communication as aforesaid, the shareholder, or his/her/its proxy/ies, will be required to dial-in on the date and commencement time of the AGM. The dial-in facility will be linked to the venue at which the AGM will take place. The dial-in facility will enable persons to participate electronically in the AGM in this manner (and as contemplated in section 63(2) of the Act) and to communicate concurrently with each other without an intermediary, and to participate reasonably effectively in the AGM. The costs borne by the shareholder or his/her/its proxy/ies in relation to the dial-in facility will be for his/her/its own account.

By order of the board

E Viljoen
Company Secretary

Sandton
29 October 2012

Explanatory notes

Presentation of the annual financial statements

In terms of section 61(8)(a) of the Act, the directors report, audited Group and Company annual financial statements for the immediately preceding financial year and an audit committee report is to be presented to shareholders at the AGM.

Ordinary resolution numbers 1 to 3 (inclusive): Re-election and election of directors of the Company

In accordance with the Company's memorandum of incorporation, one third of the directors are required to retire at each annual general meeting and may offer themselves for re-election. Messrs GD Harlow and NN Lazarus SC retire by rotation at the AGM in accordance with article 15.1 of the Company's memorandum of incorporation, and have offered themselves for re-election. Brief biographies in respect of directors offering themselves for re-election are contained on pages 24 and 25 of the Integrated Annual Report 2012.

The Company's memorandum of incorporation furthermore states that, any person appointed to fill a casual vacancy or as an addition to the board shall retain office only until the following annual general meeting of the Company and shall then retire and be eligible for election. Mr JS Vilakazi retires from the board in accordance with article 13.2 of the Company's memorandum of incorporation.

The board is satisfied with the performance of each of the directors standing for re-election and election, as appropriate, and that they continue to make an effective and valuable contribution to the Company and to the board.

The board recommends to shareholders that they should vote in favour of the re-election and election, as appropriate, of the retiring directors referred to in Ordinary resolution numbers 1 to 3 (inclusive).

Ordinary resolution number 4: Re-appointment of external auditors

In terms of section 90(1) of the Act, each year at its annual general meeting, the Company must appoint an auditor meeting the requirements of section 90(2) of the Act.

PwC has expressed its willingness to continue in office and Ordinary resolution number 4 proposes the re-appointment of PwC as the Company's auditors until its next annual general meeting.

In addition, Mr EJ Gerryts is re-appointed as the individual registered auditor for the ensuing year as contemplated in section 90(3) of the Act.

The Audit, Risk and Compliance Committee has satisfied itself that the proposed auditor, PwC and Mr Gerryts, are independent of the Company in accordance with sections 90 and 94 of the Act and the applicable rules of the International Federation of Accountants.

The Audit, Risk and Compliance Committee has recommended the re-appointment of PwC as independent registered auditor of Blue Label for the 2013 financial year.

Explanatory notes continued

Ordinary resolution numbers 5 to 8 (inclusive): Election of Audit, Risk and Compliance Committee members

In terms of section 94(2) of the Act, audit committee members must be elected by shareholders at each annual general meeting. King III likewise requires shareholders of a public company to elect the members of an audit committee at each annual general meeting.

In terms of Regulation 42 of the Companies Regulations, 2011 relating to the Act, at least one-third of the members of the Company's Audit, Risk and Compliance Committee at any particular time must have academic qualifications, or experience, in economics, law, corporate governance, finance, accounting, commerce, industry, public affairs or human resource management. The proposed members have experience in audit, accounting, commerce, economics, law, corporate governance and general industry, as is evident from the curriculum vitae of each of the members contained on pages 22 to 25 of the Integrated Annual Report 2012.

Ordinary resolution number 9: General authority granted to the directors to allot and issue authorised but unissued ordinary shares

In terms of the Company's memorandum of incorporation, read with the Listings Requirements, shareholders of the Company may authorise the directors to, inter alia, issue any unissued ordinary shares and/or grant options over them, as the directors deem appropriate.

The existing authorities granted by shareholders at the previous annual general meeting held on 22 November 2011, will expire at the AGM unless renewed. The authorities granted under these resolutions are subject to the Act, the Listings Requirements and the memorandum of incorporation of the Company.

The directors have decided to seek annual renewal of this authority in accordance with best practice and are of the opinion that the granting of this general authority by shareholders is in the best interests of the Company. The directors have no current plans to make use of this authority, but wish to ensure that by having it in place, they have the flexibility to allow the Company to take advantage of business opportunities that may arise in the future.

Ordinary resolution number 10: General authority to issue ordinary shares for cash in terms of the Listings Requirements

In terms of Ordinary resolution number 10, shareholders authorise the directors to allot and issue the authorised but unissued shares, as the directors in their discretion deem appropriate.

In terms of the Listings Requirements, when shares are issued, or considered to be issued, for cash (including the extinction of a liability, obligation or commitment, restraint, or settlement of expenses), the shareholders have to authorise such issue with a 75% (seventy-five per cent) majority.

The existing general authority to issue shares for cash granted by shareholders at the previous annual general meeting, held on 22 November 2011, will expire at the AGM, unless renewed. The authority will be subject to the provisions of the Act and the Listings Requirements.

Explanatory notes continued

The aggregate number of ordinary shares capable of being allotted and issued for cash are limited as set out in the resolution.

The directors have no current plans to make use of this authority, but consider it beneficial to renew this authority to enable the Company to take advantage of any business opportunity that may arise in future.

Ordinary resolution number 11: Indemnification of directors

Section 78(5) of the Act provides that the Company may indemnify its directors and officers in respect of any liability arising other than as contemplated in the Act.

Furthermore, in terms of section 78(7), the Company may purchase insurance cover to, inter alia, protect a director against any liability or expense for which the Company is permitted to indemnify a director in terms of section 78(5). In this regard, the Company has, and shall from time to time, obtain insurance cover for its directors and officers in terms of directors and officers liability insurance policies ("Policies"). The cover afforded to the Company's directors and officers ("Officers") in terms of such policies might be limited insofar as the scope and quantum of cover is concerned.

The Company wishes to indemnify its Officers against any liability not covered by the Policies and to the extent that such indemnification is permissible according to law. The board is in favour of the Company granting the indemnity but cannot vote on the matter as the directors have an interest in the outcome of the resolution. In these circumstances the proposal to grant the indemnity is referred to shareholders for their consideration and resolution.

Ordinary resolution number 12: Directors' authority to implement Special and Ordinary resolutions

The reason for Ordinary resolution number 12 is to authorise any director of the Company to do all things necessary to implement the Ordinary and Special resolutions passed at the AGM and to sign all such documentation required to give effect and to record the Ordinary and Special resolutions.

Advisory vote: Endorsement of the remuneration policy

King III, in dealing with boards and directors, requires companies to table their remuneration policy to shareholders for a non-binding advisory vote at the annual general meeting. This vote enables shareholders to endorse the remuneration policy adopted for the remuneration of executive directors. The Blue Label remuneration policy is contained in pages 53 to 56 of the Integrated Annual Report 2012.

The advisory vote is of a non-binding nature only and failure to endorse this resolution will therefore not have any legal consequences relating to existing arrangements. However, the board will take the outcome of the vote into consideration when considering the Company's remuneration policy and the remuneration of executive directors.

Special resolution number 1: Non-executive directors' remuneration

Special resolution number 1 is proposed to enable the Company to comply with the provisions of sections 65(11)(h), 66(8) and 66(9) of the Act, which stipulate that remuneration to directors for their services as directors may be paid only in accordance with a special resolution approved by shareholders.

Explanatory notes continued

Special resolution number 1 thus requires shareholders to approve the fees payable to the Company's non-executive directors for the period 1 June 2012 to 31 May 2013.

Full particulars of all remuneration paid to non-executive directors for their services as directors as well as remuneration paid for consulting services rendered, are contained on pages 184 and 185 of the Integrated Annual Report 2012.

Special resolution number 2: General authority to repurchase shares

Special resolution number 2 seeks to allow the Group by way of a general authority to acquire its own issued shares (reducing the total number of ordinary shares of the Company in issue in the case of an acquisition by the Company of its own shares). Any decision by the directors to use the general authority to acquire shares of the Company will be taken with regard to the prevailing market conditions, the share price, the cash needs of the Company together with various other factors and in compliance with the Act, Listings Requirements and the memorandum of incorporation of the Company.

The directors are of the opinion that the renewal of this general authority is in the best interests of the Company as it allows the Group to repurchase the securities issued by the Company through the order book of the JSE Limited should the market conditions and price justify such action.

Special resolution number 3: Approval for the Company to grant financial assistance in terms of sections 44 and 45 of the Act

The Company in the ordinary course of its business will need to provide financial assistance to certain of its subsidiaries, associates and joint ventures in accordance with section 45 of the Act and furthermore it may be necessary for the Company to provide financial assistance in the circumstances contemplated in section 44 of the Act.

Notwithstanding the title of section 45 of the Act, being "Loans or other financial assistance to directors", on a proper interpretation thereof, the body of the section also applies to financial assistance provided by a company to any related or inter-related company or corporation, a member of a related or inter-related corporation, and to a person related to any such company, corporation or member.

Furthermore, section 44 of the Act may also apply to the financial assistance so provided by a company to any related or inter-related company or corporation, a member of a related or inter-related corporation, or a person related to any such company, corporation or member, in the event that the financial assistance is provided for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the Company or a related or inter-related company, or for the purchase of any securities of the Company or a related or inter-related company.

Explanatory notes continued

Both sections 44 and 45 of the Act provide, inter alia, that the particular financial assistance may only be provided –

- pursuant to a special resolution of shareholders, adopted within the previous 2 (two) years, which approved such assistance either for the specific recipient, or generally for a category of potential recipients, and the specific recipient falls within that category; and
- the board is satisfied that
 - immediately after providing the financial assistance, the Company would satisfy the solvency and liquidity test (as contemplated in the Act); and
 - the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company.

Special resolution number 4: Adoption of a new memorandum of incorporation

The Act came into force on 1 May 2011. The Act contemplates that a company's founding documents namely, its memorandum of association and articles of association be combined into one document, namely the memorandum of incorporation. Blue Label proposes to adopt a new memorandum of incorporation, in substitution for its memorandum of association and articles of association (which in the course of law became its memorandum of incorporation upon the advent of the Act) in order to ensure that the Company's constitutional documents are in harmony with the Act and changes to the Listings Requirements.

Shareholders are advised that if a company's memorandum of incorporation is amended to materially and adversely alter the preferences, rights, limitations or other terms of a class of shares, any holder thereof is entitled to seek relief as contemplated in sections 37(8) and 164 of the Act.

In order to enable shareholders to make an assessment of whether they consider their rights or interests to be affected as aforesaid, the complete New MOI and the existing memorandum of incorporation (formerly the Company's memorandum and articles of association) have been posted on the Company's website which is www.bluelabeltelecoms.co.za. Copies of both the New MOI and the existing memorandum of incorporation are also available for inspection at the Company's registered office during normal business hours at any time prior to the commencement of the AGM. The New MOI should be read in its entirety for a full appreciation of the contents thereof.

Salient features of proposed new memorandum of incorporation

The salient features of the New MOI to be adopted by Blue Label:

Theme	Contents of New MOI
Definitions	Words and expressions defined in the Act and which are not defined in the New MOI, shall have the meanings given to them in the Act.
Amendments to the New MOI	Subject to the Listings Requirements and the Act, the New MOI may only be amended in accordance with section 16(1)(c) of the Act and if approved by a special resolution. The board is empowered to correct errors substantiated as such from objective evidence or which are self evident errors in the New MOI.
Authorised securities	As stipulated in clause 5.1 of the New MOI, the Company is authorised to issue (which includes shares already issued at any time) 1 000 000 000 (one billion) ordinary shares with a par value of RO.000001 each.
Shareholders' voting rights	<p>Clause 20.20 of the New MOI provides that every shareholder who is present at a shareholders' meeting, whether as a shareholder or as proxy for a shareholder shall be entitled to:</p> <p>(i) 1 (one) vote if voting is by a show of hands, irrespective of the number of voting rights associated with the ordinary shares held by that shareholder; and</p> <p>(ii) such number of voting rights associated with the ordinary shares held by that shareholder if voting is by polling.</p> <p>The holders of any securities, other than ordinary shares, shall not be entitled to vote on any resolution at a shareholders' meeting.</p>
Authority to issue and repurchase securities	<p>In terms of clause 5.5 (and in respect of capitalisation shares, clause 14) of the New MOI, the directors will have the authority to issue shares, provided the requisite approval of the shareholders has been obtained as required by the Act and the Listings Requirements.</p> <p>Clauses 39 and 40 of the New MOI authorises the Company to repurchase its securities, including pursuant to an odd-lot offer, subject to the requirements of the Act and the Listings Requirements.</p>
Financial assistance	Clause 13 of the New MOI stipulates that the board may authorise the Company to provide financial assistance to any person for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the Company or a related or inter-related Company, or for the purchase of such securities of the Company, as set out in section 44 of the Act.

Salient features of proposed new memorandum of incorporation continued

Theme	Contents of New MOI
Pre-emption on issue of shares	<p>Clause 5 of the New MOI provides that subject to certain exceptions contemplated in the Act (e.g. where shares are issued in terms of an approved share incentive scheme), where the Company contemplates an issue of shares, such offer will be made to the existing holders of that class of shares in proportion to their existing shareholding, except with the prior approval of shareholders by ordinary resolution and the Listings Requirements.</p>
Holding of beneficial interest	<p>Clause 12 of the New MOI provides for securities to be held by one shareholder for the beneficial interest of another. In terms of section 56(3) of the Act these securities may be voted upon by the holder of the beneficial interest at a shareholders' meeting without a proxy, provided that the beneficial interest includes the right to vote on the matter and the person's name is on the Company's register of disclosures as the holder of a beneficial interest.</p>
Audit committee and auditor	<p>Section 94 of the Act prescribes that the Company is required to have an audit committee elected by its shareholders at its annual general meeting. Clauses 20 and 33 of the New MOI, read with section 94 of the Act, sets out the requirements regarding the election, as well as the duties of this committee.</p> <p>Clause 20 of the New MOI, read with section 93 of the Act, deals with the requirements of the Act in respect of external auditors.</p>
Shareholders' meetings	<p>The Company shall be subject to any prohibition in the Listings Requirements concerning the passing, by way of round robin resolution, of resolutions that could be voted on at a shareholders' meeting convened in terms of the Listings Requirements.</p> <p>All shareholders' meetings must be convened in accordance with the Act, and the Listings Requirements.</p> <p>A shareholder may appoint a proxy, who need not be a holder of the Company's securities as provided for in section 58 of the Act.</p> <p>Provision is made in clause 20.28 of the New MOI for shareholders to participate in shareholders' meetings by electronic communication as required in section 61(10) of the Act.</p>

Salient features of proposed new memorandum of incorporation continued

Theme	Contents of New MOI
Shareholders' meetings (continued)	Clause 20.7 of the New MOI provides that the quorum for a shareholders' meeting is at least 25% of all the voting rights that are entitled to be exercised, provided at least 3 (three) holders are present (or represented by proxy) at the meeting.
Record date	Clause 16 of the New MOI requires the board to determine the record dates to ascertain participation and rights of shareholders, in accordance with the Listings Requirements (and any other prescribed requirements).
Election of directors and alternate directors and filling of vacancies	<p>Clause 25.1 of the New MOI provides that in addition to the minimum number of directors, if any, that the Company must have to satisfy any requirement in terms of the Act to appoint an audit committee and a social and ethics committee, the board shall comprise of not less than 5 (five) directors, to be elected by the shareholders, as contemplated in section 68 of the Act.</p> <p>The appointment of alternate directors is permitted by clause 26 of the New MOI.</p> <p>In terms of clause 25.5 of the New MOI, the board is authorised to fill any vacancy occurring on the board. However such director shall cease to hold office at the first annual general meeting held after his appointment, unless he is elected at that meeting.</p>
Cessation of office as director or alternate director	<p>In addition to the grounds on which a director (and alternate director) may cease to hold office as such as set out in the Act, a director shall cease to hold office as such in the following circumstances listed in clause 25.35 of the New MOI:</p> <p>(a) if he becomes insolvent, or assigns his estate for the benefit of his creditors, or files a petition for the liquidation of his affairs, or compounds generally with his creditors; or</p> <p>(b) if he becomes of unsound mind; or</p> <p>(c) if he is absent from board meetings for 6 (six) consecutive months without leave of the directors and is not represented at any such meetings during such 6 (six) consecutive months by an alternate director and the directors resolve that the office be vacated, provided that the directors shall have the power to grant any director leave of absence for any or an indefinite period; or</p> <p>(d) 1 (one) month or, with the permission of the directors earlier, after he resigns his office by notice in writing to the Company; or</p>

Salient features of proposed new memorandum of incorporation continued

Theme	Contents of New MOI
Cessation of office as director or alternate director (continued)	<p>(e) if his employment relationship with the Company is terminated for whatsoever reason, including but not limited to, resignation, retirement, misconduct or otherwise;</p> <p>(f) if he is removed by resolution of the board approved by at least $\frac{2}{3}$ of the votes cast on the relevant resolution, for being negligent or derelict in performing the functions of a director; provided that the Company has the minimum number of directors as prescribed by the Act and this New MOI.</p>
Remuneration of directors, alternate directors and members of board committees	<p>In terms of clause 28.2 of the New MOI, the directors shall be paid all their travelling and other expenses properly and necessarily incurred by them in and about the business of the Company, including in relation to attending board meetings or of committees thereof. If any director is required to perform extra services or to reside abroad or shall be specifically occupied in and about the Company's business, he shall be entitled to receive such remuneration, which may be either in addition to or in substitution for any other remuneration, as determined by a disinterested quorum of the board.</p> <p>In terms of clause 26.3 of the New MOI, an alternate director shall not have any claim of any nature against the Company for any remuneration of any nature whatsoever.</p>
Retirement of directors	<p>Clause 25.17 of the New MOI provides that with effect from the annual general meeting of the Company and subject to the provisions relating to the disqualification of directors, at least $\frac{1}{3}$ of the directors or, if their number is not three or a multiple of three, the number nearest to $\frac{1}{3}$, but not less than $\frac{1}{3}$ then holding that position, shall retire. The directors who are to retire are, firstly those who have been appointed to fill a casual vacancy or as an additional to the board, and secondly, those who have held their position for the longest period since their last election, but as between persons who became directors on the same day, the determination shall be made by ballot, unless otherwise agreed among themselves.</p>
Executive directors	<p>The board may from time to time appoint one or more of the directors as executive directors or the managing directors of the Company, on such terms and conditions as to remuneration and otherwise as may be determined from time to time by the board and as set out in clause 27 of the New MOI.</p>

Salient features of proposed new memorandum of incorporation continued

Theme	Contents of New MOI
Executive directors (continued)	<p>Any executive or managing director appointed in terms of clause 27 of the New MOI may be appointed by contract for a maximum period of three years at any one time and is subject to the same provisions regarding retirement by rotation and dismissal as any other director of the Company. The executive or managing director shall be eligible for reappointment at the expiry of any period of appointment. Should he cease to hold the office of director for any cause he shall ipso facto cease to be the managing director or executive director without prejudice to any claim he may have for damages as a result thereof.</p>
Board committees	<p>If and for so long as it is required to do so in terms of the Act, the board must appoint a social and ethics committee and an audit committee, having the powers and functions prescribed in sections 72 and 94 of the Act, it being recorded that at least $\frac{1}{3}$ of the members of the audit committee at any particular time must have academic qualifications or experience in economics, law, corporate governance, finance, accounting, commerce, industry, public affairs or human resources management.</p> <p>If and for so long as any of the Company's securities are listed on the JSE Limited, the board shall appoint such board committees as are required by the Listings Requirements having regard to such functions and powers as are prescribed by or in terms of the Listings Requirements.</p>
Proceedings of directors	<p>In terms of clause 25.34 of the New MOI, the quorum requirement for a board meeting to begin, the voting rights at such a board meeting and the requirements for approval of a resolution at such a board meeting shall be at least 5 (five) directors (or their alternates) present at such board meeting in person.</p> <p>In terms of clause 25.14 of the New MOI, the board may appoint a chairperson and/or a deputy chairperson of the board and determine the period for which each is to hold office. At any board meeting the chairperson of the board, or if he is not present or willing to act as such, the deputy chairperson present and willing to act as such, shall act as chairperson. If no chairperson or deputy chairperson has been elected or willing to act as such within 10 minutes of the time appointed for the holding of the meeting, the directors present at any board meeting shall choose one of their number to be chairperson of the board meeting.</p>

Salient features of proposed new memorandum of incorporation continued

Theme	Contents of New MOI
Proceedings of directors (continued)	<p>In terms of clause 25.15 of the New MOI, in the case of a tied vote the chairperson may not have a second or deciding vote, and the resolution being voted on fails.</p> <p>In terms of clause 25.12 of the New MOI, written resolutions may be adopted by the written consent of the board provided that all of the directors adopt such resolutions by written consent.</p>
Distributions	The Company shall be entitled to make distributions (including dividends) as stipulated in clause 17 of the New MOI subject to the requirements set out in section 46 of the Act being met which include, for example, the solvency and liquidity test (as contained in section 4 of the Act).
Notices	Clause 22 of the New MOI regulates, inter alia, the manner in which notices may be given to shareholders of the Company.
Indemnity	Clause 30 of the New MOI provides that the Company may advance expenses to a director; directly or indirectly indemnify a director; or purchase insurance cover to protect a director or the Company, as contemplated in section 78 of the Act.

Form of proxy – annual general meeting

Blue Label Telecoms Limited

(Incorporated in the Republic of South Africa)
 (Registration number: 2006/022679/06)
 Share code: BLU ISIN: ZAE000109088
 ("Blue Label" or "the Company")

For use by certificated shareholders or own name dematerialised shareholders at the annual general meeting of the Company to be held at 10:00 on Thursday, 29 November 2012 at the registered office of Blue Label, 75 Grayston Drive, corner Benmore Road, Morningside Extension 5, Johannesburg ("AGM").

If dematerialised shareholders, other than own name dematerialised shareholders have not been contacted by their Central Securities Depository Participant ("CSDP") or broker with regard to how they wish to cast their vote, they should contact their CSDP or broker and instruct their CSDP or broker as to how they wish to cast their vote at the AGM in order for their CSDP or broker to vote in accordance with such instructions. If dematerialised shareholders, other than own name dematerialised shareholders, have not been contacted by their CSDP or broker it would be advisable for them to contact their CSDP or broker, as the case may be, and furnish them with their instructions. Dematerialised shareholders who are not own name dematerialised shareholders and who wish to attend the AGM must obtain their necessary letter of representation from their CSDP or broker, as the case may be and submit same to the transfer secretaries, Computershare Investor Services (Pty) Ltd, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107), to be received by no later than 10:00, on Tuesday, 27 November 2012. This must be done in terms of the agreement entered into between the dematerialised shareholder and their CSDP or broker. If the CSDP or broker, as the case may be, does not obtain instructions from such dematerialised shareholders, it will be obliged to act in terms of the mandate furnished to it, or if the mandate is silent in this regard, to abstain from voting. **Such dematerialised shareholders, other than own name dematerialised shareholders, must not complete this form of proxy and should read note 10 of the overleaf.**

Full name: I/We (BLOCK LETTERS) _____ of (address) _____

Telephone: (Work) (area code: _____) _____ Telephone: (Home) (area code: _____) _____

Fax: (area code: _____) _____ Cell number: _____

being the holder(s) of _____ Blue Label shares hereby appoint:

1. _____ or failing him/her;

2. _____ or failing him/her;

3. the chairman of the AGM,

as my/our proxy to vote for me/us on my/our behalf at the AGM of Blue Label shareholders to be held at 10:00 on Thursday, 29 November 2012 or any adjournment thereof as follows:

Resolution	For	Against	Abstain
Ordinary resolution number 1: Re-election of Mr GD Harlow as a director of the Company			
Ordinary resolution number 2: Re-election of Mr NN Lazarus SC as a director of the Company			
Ordinary resolution number 3: Election of Mr JS Vilakazi as a director of the Company			
Ordinary resolution number 4: Re-appointment of external auditors			
Ordinary resolution number 5: Election of Mr JS Mthimuny as a member and chairperson of the Audit, Risk and Compliance Committee			
Ordinary resolution number 6: Election of Mr GD Harlow as a member of the Audit, Risk and Compliance Committee			
Ordinary resolution number 7: Election of Mr NN Lazarus SC as a member of the Audit, Risk and Compliance Committee			
Ordinary resolution number 8: Election of Mr JS Vilakazi as a member of the Audit, Risk and Compliance Committee			
Ordinary resolution number 9: General authority granted to directors to allot and issue authorised but unissued ordinary shares			
Ordinary resolution number 10: General authority to issue ordinary shares for cash			
Ordinary resolution number 11: Indemnification of directors			
Ordinary resolution number 12: Directors' authority to implement Ordinary and Special resolutions			
Non-binding advisory vote: Endorsement of the Remuneration Policy			
Special resolution number 1: Non-executive directors' remuneration			
Special resolution number 2: General authority to repurchase shares			
Special resolution number 3: Approval for the Company to grant financial assistance in terms of sections 44 and 45 of the Act			
Special resolution number 4: Adoption of new memorandum of incorporation			

Signed at _____ this _____ day of _____ 2012

Signature _____

Assisted by (if applicable) _____

Please read the notes on the reverse side hereof.

A shareholder entitled to attend and vote at the annual general meeting may appoint one or more persons as his/her/its proxy to attend, speak or vote in his/her/its stead at the annual general meeting. A proxy need not be a shareholder of the Company.

On a show of hands, every shareholder shall have one vote (irrespective of the number of shares held). On a poll, every shareholder shall have, for each share held by him/her/it that proportion of the total votes in the Company which the aggregate amount of the nominal value of that share held by him/her/it bears to the aggregate amount of the nominal value of all the shares issued by the Company.

Notes to the form of proxy

Notes

1. A shareholder may insert the name of a proxy or the names of two alternative proxies of his/her/its choice in the spaces provided with or without deleting "the chairman of the AGM", but any such deletion must be initialised by the shareholder. 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. Please mark with an "X" or insert the number of shares in the relevant spaces according to how you wish your votes to be cast. If you wish to cast your votes in respect of a lesser number of Blue Label shares exercisable by you, insert the number of Blue Label shares held in respect of which you wish to vote. Failure to comply with the above will be deemed to authorise and compel the chairman, if the chairman is an authorised proxy, to vote in favour of the resolutions, or to authorise any other proxy to vote for or against the resolutions or abstain from voting as he/she/it deems fit, in respect of all the shareholders' votes exercisable thereat. A shareholder or his/her/its proxy is not obliged to use all the votes exercisable by the shareholder or his/her/its proxy, but the total of the votes cast and in respect whereof abstention is recorded may not exceed the total of the votes exercisable by the shareholder or his/her/its proxy.
3. Forms of proxy must be lodged with the transfer secretaries, at 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107), to be received by no later than 10:00 on Tuesday, 27 November 2012.
4. Any alteration or correction made to this form of proxy must be initialised by the signatory/ies.
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 chairman of the AGM.
6. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the AGM 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 chairman of the AGM may accept or reject any form of proxy which is completed and/or received other than in accordance with these notes and instructions, provided that the chairman is satisfied as to the manner in which the shareholder wishes to vote.
8. Where there are joint holders of shares:
 - 8.1. any such persons may vote at the AGM in respect of such joint shares as if he/she/it were solely entitled thereto;
 - 8.2. any one holder may sign this form of proxy;
 - 8.3. if more than one such joint holders are present or represented at the AGM, the vote/s of the senior shareholder (for that purpose seniority will be determined by the order in which the names of shareholders appear in the register) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote/s of the other joint shareholder/s.
9. Own name dematerialised shareholders will be entitled to attend the AGM in person or, if they are unable to attend and wish to be represented thereat, must complete and return the attached form of proxy to the transfer secretaries in accordance with the time specified on the form of proxy.
10. Shareholders who hold shares through a nominee should advise their nominee or, if applicable, their CSDP or broker timeously of their intention to attend and vote at the AGM or to be represented by proxy thereat in order for their nominee or, if applicable, their CSDP or broker to provide them with the necessary letter of representation to do so or should provide their nominee or, if applicable, their CSDP or broker timeously with their voting instruction should they not wish to attend the AGM in person, in order for their nominee to vote in accordance with their instruction at the AGM.
11. A vote given in terms of an instrument of proxy shall be valid in relation to the AGM notwithstanding the death of the person granting it, the transfer of the shares in respect of which the vote is given, unless an intimation in writing of such death or transfer is received by the transfer secretaries, before the commencement of the AGM.
12. Where this form of proxy is signed under power of attorney, such power of attorney must accompany this form of proxy, unless previously recorded by the transfer secretaries or unless this requirement is waived by the chairman of the AGM.
13. A minor or any other person under legal incapacity must be assisted by his/her parent or guardian, as applicable, unless the relevant documents establishing his/her capacity are produced or have been registered by Blue Label or the transfer secretaries.
14. Unless revoked, an appointment of a proxy pursuant to this form of proxy remains valid only until the end of the AGM or any postponement or adjournment of the AGM. This form of proxy shall be valid at any resumption of a postponed or adjourned meeting to which it relates although this form of proxy shall not be used at the resumption of the postponed or adjourned annual general meeting if it could not be used at the AGM for any reason other than it was not lodged timeously for the AGM. This form of proxy shall, in addition to the authority conferred by the Act, except insofar as it provides otherwise, be deemed to confer the power generally to act at the meeting in question, subject to any specific direction contained in this form of proxy as to the manner of voting.

Summary of the rights

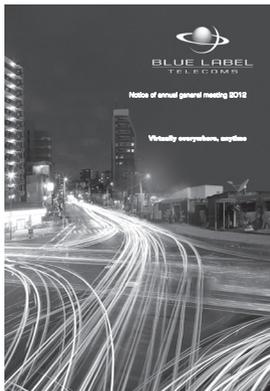
Summary of the rights established in terms of section 58 of the Act:

For purposes of this summary, “shareholder” shall have the meaning ascribed thereto in the Act.

1. At any time, a shareholder of a company is entitled to appoint an individual, including an individual who is not a shareholder of that company, as a proxy, to –
 - 1.1. participate in, and speak and vote at, a shareholders’ meeting on behalf of the shareholder, or
 - 1.2. give or withhold written consent on behalf of such shareholder in relation to a decision contemplated in section 60 of the Act.
2. A proxy appointment must be in writing, dated and signed by the relevant shareholder, and such proxy appointment remains valid for one year after the date upon which the proxy was signed, or any longer or shorter period expressly set out in the appointment, unless it is revoked in a manner contemplated in section 58(4)(c) of the Act or expires earlier as contemplated in section 58(8)(d) of the Act.
3. Except to the extent that the memorandum of incorporation of a company provides otherwise –
 - 3.1. a shareholder of the relevant company may appoint two or more persons concurrently as proxies, and may appoint more than one proxy to exercise voting rights attached to different securities held by such shareholder;
 - 3.2. a proxy may delegate his authority to act on behalf of a shareholder to another person, subject to any restriction set out in the instrument appointing the proxy; and
 - 3.3. a copy of the instrument appointing a proxy must be delivered to the relevant company, or to any other person on behalf of the relevant company, before the proxy exercises any rights of the shareholder at a shareholders’ meeting.
4. Irrespective of the form of instrument used to appoint a proxy, the appointment of the proxy is suspended at any time and to the extent that the shareholder who appointed that proxy chooses to act directly and in person in the exercise of any rights as a shareholder of the relevant company.
5. Unless the proxy appointment expressly states otherwise, the appointment of a proxy is revocable. If the appointment of a proxy is revocable, 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 the company.
6. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy’s authority to act on behalf of the relevant shareholder as of the later of the date: (a) stated in the revocation instrument, if any; or (b) upon which the revocation instrument is delivered to the proxy and the relevant company as required in section 58(4)(c)(ii) of the Act.

Summary of the rights continued

7. If the instrument appointing a proxy or proxies has been delivered to the relevant company, as long as that appointment remains in effect, any notice that is required by the Act or the relevant company's memorandum of incorporation to be delivered by such company to the shareholder, must be delivered by such company to the shareholder, or to the proxy or proxies, if the shareholder has directed the relevant company to do so in writing and paid any reasonable fee charged by the company for doing so.
8. A proxy is entitled to exercise, or abstain from exercising, any voting right of the relevant shareholder without direction, except to the extent that the memorandum of incorporation, or the instrument appointing the proxy provide otherwise.
9. If a company issues an invitation to shareholders to appoint one or more persons named by such company as a proxy, or supplies a form of instrument for appointing a proxy:
 - 9.1. such invitation must be sent to every shareholder who is entitled to notice of the meeting at which the proxy is intended to be exercised;
 - 9.2. the invitation, or form of instrument supplied by the relevant company, must: (a) bear a reasonably prominent summary of the rights established in section 58 of the Act; (b) contain adequate blank space, immediately preceding the name or names of any person or persons named in it, to enable a shareholder to write in the name and, if so desired, an alternative name of a proxy chosen by such shareholder; and (c) provide adequate space for the shareholder to indicate whether the appointed proxy is to vote in favour or against the applicable resolution/s to be put at the relevant meeting, or is to abstain from voting;
 - 9.3. the company must not require that the proxy appointment be made irrevocable; and
 - 9.4. the proxy appointment remains valid only until the end of the relevant meeting at which it was intended to be used, unless revoked as contemplated in section 58(5) of the Act.



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