



Notice Convening a General Meeting

Notice is hereby given that a general meeting of the shareholders of Business Partners Limited (the "**Company**") will be held at **11h00** on **Monday, 15 April 2013** in the Board Room, Business Partners Centre, 37 West Street, Houghton Estate, Johannesburg, to consider and, if deemed fit pass, with or without modification, the resolution set out below.

The record date determined by the Board of Directors (the "**Board**") in terms of section 59 of the Companies Act, No. 71 of 2008 (the "**Companies Act**") for establishing the identity of the shareholders who are entitled to:

- (i) receive this notice, is 11h00 on 13 March 2013; and
- (ii) attend, participate in and vote at the general meeting, is 8 April 2013.

Business to be attended to

1. Adoption of new Memorandum of Incorporation by the Company

Special Resolution number 1 is proposed to enable the Company to adopt a new Memorandum of Incorporation ("MOI") that will be in harmony with the requirements of the Companies Act. The Companies Act requires a substantial number of changes to the existing Memorandum of Incorporation (previously referred to as the Memorandum and Articles of Association under the former Companies Act No. 61 of 1973). Accordingly, it is considered more appropriate to adopt the proposed new MOI as a consolidated document reflecting all such changes.

The following special resolution is required to be passed by shareholders, present in person or by proxy and voting at the General Meeting, holding at least 75% of the voting rights exercised on the resolution.

Special Resolution No. 1

"RESOLVED THAT in terms of section 16(1)(c) of the Companies Act 71 of 2008, the proposed new Memorandum of Incorporation ("MOI") of the Company (as set out in the document attached as Appendix 1 and signed by the chairperson of the meeting of the shareholders for identification purposes) be adopted in substitution for the Company's existing Memorandum of Incorporation (previously referred to as the Memorandum and Articles of Association under the former Companies Act No. 61 of 1973) in its entirety, with effect from 1 May 2013 or the date of filing of the required notice of amendment with the Companies and Intellectual Property Commission, whichever the later."

Voting

Shareholders will be entitled to attend the General Meeting and to vote on the resolution set out above. On a show of hands, every shareholder who is present in person or represented by proxy at the General Meeting, will have 1 vote (irrespective of the number of shares held by such shareholder), and, on a poll, every shareholder will have 1 vote for every ordinary share held or represented by such shareholder.

Proxies and Identification

Shareholders may attend, speak and vote at the General Meeting or may appoint one or more natural persons to act as proxies (who need not be shareholders of the Company) to attend, speak and vote at the General Meeting on behalf of such shareholder. A form of proxy is attached to this notice of General Meeting.

Duly completed forms of proxy and the certified copy of the authority under which the proxy is signed must be returned to the Company's registered office by no later than **11h00 on Friday, 12 April 2013**.

The appointment of a proxy will not preclude the relevant shareholder from attending the General Meeting and participating and voting in person thereat, to the exclusion of any such proxy.

Kindly note that, in terms of section 63(1) of the Companies Act, all meeting participants (including proxies) are required to provide reasonably satisfactory identification before being entitled to attend or participate at the General Meeting. Forms of identification include original valid identity documents, driver's licences and passports. Such forms of identification must be presented to the Company Secretary between 10 and 30 minutes before the appointed time for the General Meeting to begin.

By order of the Board



Ms C M Gerbrands
Company Secretary

Johannesburg
18 February 2013

Corporate Information and Advisers

Registered Offices

37 West Street
Houghton Estate
Johannesburg, 2198
P O Box 7780
Johannesburg, 2000

Company Secretary

Ms Marjan Gerbrands
37 West Street
Houghton Estate
Johannesburg, 2198

Tel: 011 713 6600
Email: companysecretary@businesspartners.co.za

Attorneys to the Company

WEBBER WENTZEL
in alliance with **Linklaters**

10 Fricker Road
Illovo, 2196

Proxies: Important Notes

1. Only shareholders who are recorded in the Company's securities register are registered holders of shares and may complete the form of proxy or attend the meeting.
2. Beneficial shareholders whose shares are not registered in their own name but in the name of another, for e.g. a nominee, may not complete the form of proxy or attend the meeting unless a proxy is issued to them by the registered shareholder. Such beneficial shareholders should contact the registered shareholder to issue their instructions on voting or to obtain a proxy from the registered shareholder.
3. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice (none of whom need to be shareholders of the Company), with or without deleting "the chairman of the meeting". The person whose name appears first on the form of proxy and who is present at the meeting will be entitled to act as proxy to the exclusion of those whose names follow.
4. A shareholder's instructions to the proxy must be indicated by the insertion of an 'X' in the appropriate box provided. Failure to comply with the above will be deemed to authorise the chairman of the meeting, if he is the authorised proxy, to vote in favour of the resolution at the General Meeting, or any other proxy to vote or abstain from voting at the General Meeting as he/she deems fit, in respect of the shareholder's total holding.
5. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the 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.
6. Every shareholder present in person or by proxy and entitled to vote shall, on a show of hands, have only one vote and, upon a poll, every shareholder shall have one exercisable voting right for every ordinary share held.
7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders for which purpose seniority will be determined by the order in which the names stand in the securities register in respect of joint holding.
8. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity (eg for a company, close corporation, trust, pension fund, deceased estate, etc) must be attached to this form of proxy, unless previously recorded by the Company Secretary or waived by the chairman of the meeting.
9. The chairman of the meeting may accept or reject any form of proxy not completed and/or received in accordance with these notes or with the Memorandum of Incorporation of the Company.
10. Any deletion, alteration or correction to the form of proxy must be initialled by the signatory/ies.
11. The **original form of proxy and the certified copy of the authority** under which the proxy is signed (if any) must reach the registered office of the Company by no later than **11h00 on Friday, 12 April 2013**.
12. Between **10 and 30 minutes before the appointed time for the meeting** to begin, any person who is attending or participating in the meeting, either as a shareholder or a proxy for a shareholder, must present reasonably satisfactory **identification** to the Company Secretary.

Registered Offices

37 West Street
Houghton Estate
Johannesburg 2198

Tel. No.

011 713 6600

Postal Address

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2000

Docex

Docex 323
Johannesburg

Fax to Email No.

086 568 3002

Email

companysecretary@businesspartners.co.za



BUSINESS PARTNERS LIMITED
 (Registration No.1981/000918/06)

Form of Proxy

Form of proxy for use by shareholders at the **GENERAL MEETING** of **BUSINESS PARTNERS LIMITED** to be held in the Board Room, Business Partners Centre, 37 West Street, Houghton Estate, Johannesburg at **11H00** on **MONDAY, 15 April 2013** (refer to notes attached).

I/We, (*shareholder's name in block letters*) a shareholder of **BUSINESS PARTNERS LIMITED** and holding shares (*number*) hereby appoint

1. (*proxy's name*) or failing him,
2. (*proxy's name*) or failing him,
3. the chairman of the meeting, as my/our proxy to attend, speak and vote on my/our behalf or to abstain from voting on any matter at the above meeting or any adjournment thereof, as follows:

No.	Special Resolution	For	Against	Abstain
1	Approval of the adoption of a new Memorandum of Incorporation by the Company.			

Unless otherwise instructed, my/our proxy may vote or abstain from voting as he/she thinks fit.

Signed at **on**

Authorised signatory/ies:

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Duly authorised in terms of a directors' resolution as per attached certified extract of minutes or copy of resolution

Name(s):

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Capacity/ies:

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