

Form of proxy

This proxy form is not for completion by those shareholders who have dematerialised their shares (other than those whose shareholding is recorded in their own name in the sub-register maintained by their CSDP or broker). Such shareholders should provide their CSDP or broker with their voting instructions.

ASPEN PHARMACARE HOLDINGS LIMITED
 Registration number 1985/002935/06
 JSE Code:APN ISIN:ZAE 000066692

I/We (please print name in full)

of (address)

being the holder(s) of _____ ordinary shares/A preference shares in the Company, do hereby appoint

or, failing him/her, the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at Building Number 1, Healthcare Park, Woodlands Drive, Woodmead, Gauteng, on Friday, 4 December 2009, at 09:30 or at any adjournment thereof.

I/We desire to vote as follows:

Voting instructions	For	Against	Abstain
Ordinary business			
1. To adopt the Company and Group annual financial statements for the year ended 30 June 2009			
2. (a) to re-elect Archie Aaron as a director of the Company			
(b) to re-elect Chris Mortimer as a director of the Company			
(c) to re-elect David Nurek as a director of the Company			
(d) to re-elect Sindi Zilwa as a director of the Company			
3. To re-appoint the auditors, PricewaterhouseCoopers Inc.			
4. To authorise the directors to determine the remuneration of the auditors			
5. To approve the remuneration of the non-executive directors as set out in the notice of the annual general meeting			
6. To distribute to shareholders part of the Company's share premium			
7. To place unissued shares under the control of the directors			
8. To authorise an executive director to sign documents necessary for or incidental to the resolutions proposed at the annual general meeting			
Special business			
Special resolutions to:			
1. Give general authority until the next annual general meeting for the Company or any of its subsidiaries to repurchase the Company's shares			
2. Give specific authority for the Company to repurchase treasury shares			

Signed this _____ day of _____ 2009

Signature _____

Notes

1. Mark with an X whichever is applicable. Unless otherwise directed, the proxy will vote as he/she thinks fit.
2. A shareholder entitled to attend and vote at the aforementioned meeting is entitled to appoint a proxy or proxies to attend, speak and, on a poll, vote in his/her stead and such proxy need not be a shareholder of the Company.
3. Proxy forms should be forwarded to the transfer secretaries to be received by no later than 09:30 on Thursday, 3 December 2009.

To be completed and mailed to: Computershare Investor Services (Pty) Ltd, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107).