

FIRSTRAND LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 1966/010753/06)

JSE "B" Preference Share Code: FSRP

JSE ISIN: ZAE000060141

("FirstRand" or "the Company" or "the Group")

Notice is hereby given that a general meeting of "B" preference shareholders of FirstRand will be held in the Auditorium, WesBank Offices, Enterprise Road, Fairland on Wednesday, 25 November 2009 at 09:30 (or as soon thereafter as the annual general meeting of FirstRand has been concluded) to, if approved, pass the following resolution with or without modification:

**Resolution**

***"Approval of terms of special resolution number 4 passed at the annual general meeting of the Company"***

"Resolved that, subject to the passing of the resolution to be proposed at the separate general meeting of the holders of the "B" preference shares which were designated by the Company and listed on the JSE Limited as "B1" preference shares ("the "B1" preference shares") to be held after this separate general meeting of the holders of the "B" preference shares, as a resolution to be passed in terms of Article 8.3.13.1 of the Articles of Association of the Company, the terms of special resolution number 4 passed at the annual general meeting of the Company held in the Auditorium at Wesbank, Enterprise Road, Fairland on 25 November 2009 at 09:00 be and are hereby approved."

Article 8.3.13.1 of the Articles of Association of the Company requires a 75% majority of votes to be cast in favour of the resolution at the separate general meeting by the "B" preference shareholders present or represented by proxy.

The terms of special resolution number 4 are:

***Amendments to the Articles of Association***

"Resolved that, subject to the passing of the resolutions to be proposed at the separate general meetings of the holders of each of the "B" preference shares and the "B" preference shares which were designated by the Company and listed on the JSE Limited as "B1" preference shares to be held after this annual general meeting, the Articles of Association of the Company be and are hereby amended as follows:

1. Article 8.3.1 be amended by deleting the existing Article 8.3.1 in its entirety and inserting the following new Article 8.3.1 in place thereof:

"8.3.1 The "B" preference shares shall confer on the holders thereof the right, on a winding-up of the Company, to the repayment, out of the surplus assets of the Company, of the nominal capital paid up thereon and a premium

(calculated by dividing the total premium paid up in respect of all of the "B" preference shares then in issue by the total number of "B" preference shares then in issue), together with the payment of all arrear dividends (being dividends that have been declared but not paid) calculated to the date of repayment of capital, in priority to the ordinary shares of the Company and any other class of shares of the Company not ranking in priority to or *pari passu* with the "B" preference shares but shall have no further right to participate in the profits or assets of the Company."

2. Article 8.3.3 be amended by deleting the existing Article 8.3.3 in its entirety and inserting the following new Article 8.3.3 in place thereof:

"8.3.3 In respect of each issue of "B" preference shares, the "B" preference shares shall have the special rights and privileges as set out in this Article 8.3 and shall constitute the same class of preference share (and all existing "B" preference shares and "B" preference shares which were designated by the Company and listed on the JSE Limited as "B1" preference shares, in issue, shall henceforth constitute the same class of preference share)."

3. Article 8.3.6 be amended by deleting the existing Article 8.3.6 in its entirety and inserting the following new Article 8.3.6 in place thereof:

"8.3.6 Save for the first "B" preference dividend, the "B" preference dividend shall, if declared, be due and payable six monthly in arrear, on the last Monday in February and the last Monday in August of each year or such other dates in each year, being approximately six months apart, as may be determined by the Directors in their sole discretion, in respect of each allotment and issue of the "B" preference shares, provided that if any such date is not a business day then it shall be the immediately succeeding date which is a business day and provided further that if any such date is not permissible in terms of the requirements of any stock exchange on which the "B" preference shares may be listed at any time then it shall be the nearest date which is so permissible ("the dividend dates"), to "B" preference shareholders registered on the business day immediately preceding each dividend date (a "business day" being any day other than a Saturday, Sunday or proclaimed public holiday). The first "B" preference dividend, if declared, shall be in respect of the initial period from the issue date to the immediately following dividend date (both days inclusive), and thereafter in respect of each period preceding a dividend date (including the first day and the last day of such period). The "B" preference dividends shall, if declared, be paid on each dividend date."

4. Article 8.3.7 be amended by deleting the existing Article 8.3.7 in its entirety and inserting the following new Article 8.3.7 in place thereof:

“8.3.7 The “B” preference dividend for each of the “B” preference shares shall, subject to Article 8.3.9, be calculated in arrear in accordance with the following formula:

$$A = \frac{B \times C \times D \times E}{365}$$

Where:

A = the “B” preference dividend per “B” preference share;

B = 68% (sixty eight percent);

C = the average prevailing interest rate (percent, per annum compounded monthly) from time to time published by FirstRand Bank Limited as being its minimum overdraft rate (as certified by any manager of FirstRand Bank Limited whose appointment and designation need not be proved) (“the prime rate”) expressed as a percentage over the number of days of the relevant period for which the dividend is payable but ignoring, for purposes of this calculation, any change in the prime rate between the date on which a dividend is declared and the dividend date (being the date on which it is due and payable);

D = the number of days of the relevant period for which the “B” preference dividend is payable;

E = R100 (one hundred Rand), being the deemed issue price of each of the “B” preference shares.”

**Reason for and effect of special resolution number 4**

The reason for special resolution number 4 is to amend the Articles of Association of the Company (by amending the rights and privileges attaching to the “B” preference shares in the capital of the Company, as set out in Article 8.3 of the Articles of Association of the Company). The rights and privileges attaching to the “B” preference shares are amended in the following respects:

- As the Company has issued and may issue further “B” preference shares at different issue prices, Article 8.3.1 now provides that, in the event of a winding-up of the Company, each “B” preference shareholder shall receive out of the surplus assets of the Company, *inter alia*, an amount equal to the nominal capital paid up on such “B” preference shares and a premium (calculated by dividing the total premium paid up in respect of all of the “B” preference shares then in issue by the total number of “B” preference shares then in issue).
- Prior to this amendment, on a winding-up of the Company the “B” preference shares which were designated by the Company and listed on the JSE Limited as “B1” preference shares (“the “B1” preference shares”) conferred the right to

receive out of the surplus assets of the Company a return of share premium in an amount which differed from that which would have been received by “B” preference shareholders, as the “B” preference shares and the “B1” preference shares were issued at different share premiums.

- As all of the “B” preference shares will effectively have the same rights and privileges, Article 8.3.3 now provides that each issue of “B” preference shares shall constitute the same class of preference share (and that all existing “B” preference shares and “B1” preference shares in issue shall henceforth constitute the same class of preference share).
- Article 8.3.6 now provides that the “B” preference dividends shall, if declared, be due and payable on the last Monday in February and the last Monday in August of each year provided, however, that if this dividend date is not permissible in terms of the requirements of any stock exchange on which the “B” preference shares may be listed at any time, then it shall be the nearest date which is so permissible.
- Article 8.3.7 now provides that the rate payable in respect of the “B” preference shares shall be 68% of the prime rate, which shall be calculated on a deemed issue price of R100, notwithstanding the actual issue price of any “B” preference share. Consequently, notwithstanding the actual issue price at which any “B” preference share may be issued at any time, each and every “B” preference shareholders will receive the same “B” preference dividend.

The effect of special resolution number 4 is to amend the Articles of Association of the Company accordingly.

As a consequence of the aforesaid amendments, the Company will re-designate the “B1” preference shares as “B” preference shares.

“B” preference shareholders have been advised that Secondary Tax on Companies is in the process of being replaced by a “dividend tax”. In this regard, “B” preference shareholders are directed to the SENS announcement published by the Company on 27 February 2007 and reminded that, should the Company wish to compensate the holders of the “B” preference shares for the dividend tax this would require further amendment of the Articles of Association of the Company and therefore the approval of the holders of the ordinary shares and the “B” preference shares.

“B” preference shareholders are further advised that the Company has obtained a Binding Class Ruling from South African Revenue Services, dated 15 July 2009, in respect of the proposed re-designation of the “B1” preference shares as “B” preference shares, which states that such re-designation will not be a capital gains tax event for the holders of the “B1” preference shares on the basis that the variation of rights does

not constitute a "disposal" as defined in paragraph 1 of the Eighth Schedule to the Income Tax Act. A copy of this ruling will be provided to shareholders, on request.

By order of the Board of directors

**AH Arnott**  
BCom, CA(SA)  
Company secretary

14 September 2009

#### ACTION REQUIRED BY "B" PREFERENCE SHAREHOLDERS

"B" preference shareholders wishing to attend the "B" general meeting have to ensure beforehand with the Transfer Secretaries of the Company that their "B" preference shares are in fact registered in their name.

"B" preference shareholders who have not dematerialised their shares or have dematerialised their shares with "own name" registration are entitled to attend and vote at the "B" general meeting and are entitled to appoint a proxy or proxies to attend, speak and vote in their stead. The person appointed need not be a "B" preference shareholder.

Proxy forms must be forwarded to reach the Company's Transfer Secretaries by no later than 48 hours (forty eight hours) prior to the "B" general meeting excluding Saturdays, Sundays and public holidays.

"B" preference shareholders who have dematerialised their shares must contact their Central Securities Depository Participant ("CSDP") or broker in the manner and time stipulated in the agreement with their CSDP or broker:

- to furnish the CSDP or broker with their voting instructions; and
- in the event that they wish to attend the "B" general meeting, to obtain the necessary authority to do so.

Voting will be by way of a poll and every "B" preference shareholder of the Company present in person or represented by proxy shall have one vote for every "B" preference share held in the Company by such "B" preference shareholder.