

Notice of annual general meeting

JD GROUP LIMITED

(Registration number 1981/009108/06)

(Incorporated in the Republic of South Africa)

JSE code: JDG ISIN code: ZAE000030771

("the Company")

Notice is hereby given that the annual general meeting (AGM) of the Company's shareholders will be held in the David Sussman Auditorium, Ground Floor, JD House, 27 Stiemens Street, Braamfontein, Johannesburg on Wednesday, 3 February 2010 at 08:00 to conduct the following business:

1. Ordinary resolution number 1 – adoption of the annual financial statements and sanctioning of dividend

To receive, consider and adopt the consolidated annual financial statements of JD Group Limited and its subsidiaries ("the Group") and of the Company for the financial year ended 31 August 2009, including the directors' report and the report of the independent auditors therein, as well as sanctioning of the following dividend for the year:

- Dividend number 51 of 41 cents per share, paid on 14 December 2009.

2. Ordinary resolution number 2 – re-election of directors

To elect directors of the Company in terms of prevailing legislation and the Company's articles of association ("the articles") as follows:

- In accordance with the articles, at least one third of the directors shall retire, being those longest in office since their last rotation at the date of the annual general meeting. Such directors may offer themselves for re-election.
- In accordance with the articles, all director appointments made by the board since the previous annual general meeting require confirmation by shareholders.
- In accordance with legislation, all appointments of directors shall be effected by individual stand alone resolutions, unless the members at the meeting unanimously resolve otherwise.

2.1 Based on the fact that the retiring directors have made themselves available for re-election, it is proposed that members re-elect the following directors who, in terms of the articles, are required to retire by rotation at the AGM:

2.1.1 KR Chauke;

2.1.2 IS Levy;

2.1.3 M Lock; and

2.1.4 MJ Shaw.

2.2 No casual vacancies were filled by the board since the last AGM and consequently members need not confirm any appointments.

An abbreviated *curriculum vitae* of each of the directors is set out on pages 14 and 15 of this annual report.

3. Ordinary resolution number 3 – renewal of the authority to place the Company's unissued shares under the control of the directors

With the implementation of the Share Appreciation Rights (SAR) Scheme on 12 August 2009, an undertaking was given by management, which was approved by the members, that not more than 5% of the Company's unissued capital would be placed under the control of the directors and that such shares will be utilised solely for purposes of the SAR Scheme. Consequently, shareholders are requested to consider and, if deemed fit, to renew and pass with or without modification, the following ordinary resolution in order to provide the directors of the Company with flexibility to issue the unissued ordinary shares of the Company for purposes of the SAR Scheme as and when suitable situations arise:

"Resolved that 2 000 000 (two million) of the Company's authorised but unissued ordinary shares, equivalent to 1,17% of the Company's current issued capital, be placed under the control of the directors, who are hereby authorised, subject to the requirements of the Company's articles, the Companies Act, No 61 of 1973, as amended ("the Companies Act"), the Listings Requirements of the JSE Limited ("the JSE Listings Requirements"), to allot and issue such ordinary shares on any such terms and conditions as they deem fit in the best interest of the

Company. This authority shall remain in force until the next annual general meeting of the Company as a general authority in terms of section 221(2) of the Companies Act.”

The directors may apply this mandate in respect of the SAR Scheme only.

4. Ordinary resolution number 4 – appointment of auditors and auditors’ remuneration

4.1 To reappoint Deloitte & Touche as independent auditors of the Company for the ensuing period terminating on the conclusion of the next AGM of the Company and further to appoint Mr X Botha as the individual and designated auditor who will undertake the audit of the Company.

4.2 To authorise the directors of the Company to fix and pay the auditors’ remuneration for the past year.

5. Ordinary resolution number 5 – non-executive directors’ remuneration

5.1 To consider and approve, with or without modification, payment of the below-mentioned non-executive directors’ remuneration for the forthcoming year. The board fees show an increase of 4,2% compared to the 2008/9 figure. The remuneration for the various committee chairmen reflects a substantial percentage increase, however, this should be viewed against the significantly more onerous obligations that these committees will face from a legal, compliance and governance perspective into the future.

“Resolved to pay the following non-executive directors’ fees for the financial year commencing on 1 September 2009:

5.1.1 As director:

- for each board meeting attended – R62 500

5.1.2 As chairman:

- for each audit committee meeting chaired – R30 000

- for each risk management committee meeting chaired – R25 000
- of the remuneration committee, per annum – R25 000
- of the nominations committee, per annum – R25 000
- of the JD Group Defined Benefit Pension Fund – nil.”

6. Special resolution number 1 – authority to repurchase shares

As special business, to consider and, if deemed fit, to pass with or without modification, the following special resolution:

“Resolved that the Company and/or a subsidiary of the Company, be and is hereby authorised by way of a general authority in terms of sections 85 to 89 of the Companies Act, to acquire securities issued by the Company, upon such terms and conditions and in such amounts as the directors of the Company may from time to time determine, subject to the requirements of the Company’s articles, the Companies Act and the JSE Listings Requirements, provided that:

- 6.1 the Company and its subsidiaries are authorised by their articles of association to repurchase such securities;
- 6.2 the repurchase of securities are effected through the order book operated by the JSE trading system and be done without any prior understanding or arrangement between the Company and the counterparty;
- 6.3 the Company and its subsidiaries are authorised by their members *via* a special resolution taken at a general meeting, to make such general repurchases of the Company’s securities;
- 6.4 such authorisation shall be valid only until the next AGM of the Company or for 15 months from the date of this special resolution, whichever is the earlier date;

Notice of annual general meeting

Continued

- 6.5 an announcement be made in accordance with the requirements of the JSE when the Company and/or its subsidiaries have cumulatively repurchased 3% of the initial number of securities of a class of securities in issue at the date that this general authority is granted ("the initial number") and for each 3% in aggregate of the initial number of securities of that class of securities acquired thereafter;
- 6.6 at any one time the Company and/or its subsidiaries may only appoint one agent to effect any repurchase of the Company's securities on behalf of the Company;
- 6.7 the repurchase of securities by the Company and/or its subsidiaries shall not take place during a prohibited period, unless the Company has in place a repurchase programme where the dates and quantities of securities to be traded during the period are fixed, i.e. not subject to variation, and full details of the programme have been disclosed in an announcement over SENS prior to the commencement of the prohibited period;
- 6.8 after the repurchase, the Company would still be in compliance with the shareholders' spread requirements as laid down by the JSE;
- 6.9 the repurchase of securities shall not, in the aggregate, in any one financial year, and calculated as at the date this authority is given, exceed 20% (equating to 34 100 000 ordinary securities) of the Company's issued securities of that class and, where the Company's issued securities are repurchased by its subsidiaries, it shall not exceed a maximum of 10% (equating to 17 050 000 ordinary securities) in aggregate of the Company's issued securities of that class;

6.10 the repurchase of securities may not be made at a price greater than 10% above the weighted average traded price of the market value of the securities as determined over the five business days immediately preceding the date on which the transaction is effected; and

6.11 the Company's sponsor shall, prior to the Company and/or its subsidiaries entering into the market to acquire such securities, provide the JSE with a written working capital statement as laid down by the JSE."

If and when appropriate opportunities arise, the directors will utilise this authority to effectively return excess capital to shareholders.

The reason for this special resolution is to grant the Company and its subsidiaries a general authority to repurchase the Company's securities by way of open market transactions on the JSE, subject to the requirements of the Company's articles, the Companies Act and the JSE Listings Requirements.

The effect of this special resolution would be that the Company and its subsidiaries will have been authorised generally to repurchase the Company's securities on the open market, subject to the requirements of the Company's articles, the Companies Act and the JSE Listings Requirements.

Disclosures required in terms of the Listings Requirements of the JSE Limited

In terms of the JSE Listings Requirements, the following disclosures are required with reference to any repurchase of the Company's securities as set out in the special resolution above.

Working capital statement

The directors, having considered the effects of the repurchase of the maximum number of ordinary securities in terms of the aforementioned general authority, confirm that for a period of 12 months after the date on which this authority is given, that:

- the Company and the Group will be able, in the ordinary course of business, to pay its debts;
- the consolidated assets of the Company and the Group, fairly valued in accordance with International Financial Reporting Standards as used in the latest audited annual financial statements of the Group, will be in excess of the consolidated liabilities of the Company and the Group;
- the ordinary share capital and reserves of the Company and the Group will be adequate for ordinary business purposes;
- the working capital resources of the Company and the Group will be adequate for ordinary business purposes; and
- the Company may not enter the market to proceed with any repurchase of securities until the Company's sponsor, PSG Capital (Pty) Ltd, has confirmed in writing to the JSE the adequacy of the Company's working capital for the purposes of undertaking a repurchase of securities.

At the date of this notice, having regard to the financial position of the Company, the directors are of the opinion that the Company would be able to fulfil the above requirements even if the maximum number of permitted repurchases would take place and the maximum general payments have been made.

Litigation statement

Other than disclosed or accounted for in this annual report, the directors of the Company, whose names are given on the

inside back cover of this annual report, are not aware of any legal or arbitration proceedings, pending or threatened, against the Group which may have or have had, in the 12 months preceding the date of this notice of the AGM, a material effect on the Group's financial position.

Directors' responsibility statement

The directors, whose names are given on the inside back cover of this annual report, collectively and individually, accept full responsibility for the accuracy of the information pertaining to the above special resolution and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made and that the above special resolution contains all information required.

Material changes

Other than the facts and developments reported on in this annual report, there have been no material changes in the affairs, financial or trading position of the Company or the Group since the signature date of this annual report and the posting date thereof.

Further disclosures

The following further disclosures required in terms of the JSE Listings Requirements are contained in this annual report, which forms part of this notice:

- Directors and management (refer to pages 14 to 17)
- Major shareholders of the Company (refer to page 173)
- Directors' interests in the Company's securities (refer to pages 99 and 108)
- Share capital of the Company (refer to page 137)

Notice of annual general meeting

Continued

Voting and attendance

Certificated shareholders

Shareholders wishing to attend the annual general meeting have to confirm beforehand with the transfer secretaries of the Company that their shares are in fact registered in their name. Should this not be the case and the shares are registered in another name, or in the name of a nominee, it is incumbent on shareholders attending the meeting to make the necessary arrangements with that party to be able to attend and vote at the meeting. A shareholder entitled to attend and vote at the annual general meeting of the Company is entitled to appoint a proxy or proxies to attend, speak, and on a poll, vote in his/her stead. A proxy need not to be a shareholder of the Company.

Uncertificated shareholders

Beneficial owners of dematerialised shares who wish to attend the annual general meeting of the Company have to request their Central Securities Depository Participant (CSDP) or broker to provide them with a letter of representation, or they must provide the CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker.

Voting

On a show of hands, every member of the Company present in person and entitled to vote, or any member represented by proxy, shall have one vote only. On a poll, every ordinary shareholder entitled to vote shall have one vote in respect of each share held. As a general rule, the Company effects all voting by means of a poll.

Proxies

For the convenience of shareholders, a form of proxy is enclosed herewith. The form of proxy must only be completed by shareholders who are holding shares in certificated form or who are recorded on the electronic subregister in "own name" dematerialised form. The instrument appointing a proxy and the authority (if any) under which it is signed, must reach the transfer secretaries of the Company (Computershare Investor Services (Pty) Ltd) at the address specified on the inside back cover, by no later than at 08:00 on Monday, 1 February 2010.

By order of the board

JMWR Pieterse_Company secretary

13 November 2009