



PIONEER FOOD GROUP LIMITED

Incorporated in the Republic of South Africa
 (Registration Nr 1996/017676/06)
 ("Pioneer Foods" or "the Company")

Annexure to the Notice of the Annual General Meeting

I/We, the undersigned (print) _____ (name of shareholder)

of _____ (address)

being a shareholder of the Company, do hereby appoint (name of proxy) of _____ (address)

or failing him, the chairman of the Annual General Meeting as my/our proxy to represent me/us, to talk and to vote on my/our behalf at the Annual General Meeting of the Company to be held on Friday, 17 February 2012, at Paarl at 09:00 or at any adjournment thereof:

		In favour of	Against	Abstain from voting
1	Ordinary Resolution Number 1: To receive, consider and approve the annual financial statements for the year ending 30 September 2011			
2	Ordinary Resolution Number 2: To confirm the reappointment of PricewaterhouseCoopers Inc. as auditor for the ensuing year on the recommendation of the audit and risk committee and to confirm the auditor's remuneration for the year ended 30 September 2011			
3	Ordinary Resolution Number 3: Placing of unissued shares in the Company under the control of the directors			
4	Ordinary Resolution Number 4: General authority to issue shares for cash			
5.1	Ordinary Resolution Number 5: To elect director: AH Sangqu			
5.2	Ordinary Resolution Number 6: To elect director: LP Retief			
5.3	Ordinary Resolution Number 7: To elect director: G Pretorius			
6	Ordinary Resolution Number 8: Appointment of member of the Audit and Risk Committee: AH Sangqu			
7	Ordinary Resolution Number 9: Appointment of member of the Audit and Risk Committee: ASM Karaan			
8	Ordinary Resolution Number 10: Appointment of member of the Audit and Risk Committee: NS Mjoli-Mncube			
9	Ordinary Resolution Number 11: Appointment of member of the Audit and Risk Committee: AE Jacobs			
10	Ordinary Resolution Number 12: Endorsement of Pioneer Foods' remuneration policy			
11	Special Resolution Number 1: Approval of directors' remuneration			
12	Special Resolution Number 2: General authority to provide financial assistance to related and inter-related companies			
13	Special Resolution Number 3: Adoption of new Memorandum of Incorporation			

Please indicate instructions to proxy by way of a cross in the relevant space provided.

Signed at _____ on the _____ day of _____ 2012.

Signature _____

Notes:

- (1) Members entitled to attend and vote at a meeting are entitled to appoint a proxy (who need not be a member of the Company) to attend, speak and vote thereat in their stead.
- (2) This proxy form must be deposited with the Company Secretary not less than 24 hours before the commencement of the meeting. Postal address: The Company Secretary, Pioneer Food Group Ltd, PO Box 20, Hugenot 7645.