

1. ADOPTION OF ANNUAL FINANCIAL STATEMENTS

At the annual general meeting, the directors must present the annual financial statements for the year ended 28 February 2007 to shareholders, together with the reports of the directors and the auditors. These are contained within the annual report.

2. RE-ELECTION OF DIRECTORS

In accordance with the company's articles of association, one third of the directors are required to retire at each annual general meeting and may offer themselves for re-election. In addition, any person appointed to the board of directors is similarly required to retire and is eligible for re-election at the next annual general meeting. Dr WP Venter, Dr HA Serebro and Messrs PD Redshaw, PL Wilmot and JRD Modise retire by rotation at the annual general meeting.

An abbreviated *curriculum vitae* in respect of each director offering himself for re-election is contained on pages 205 to 211 of this annual report.

The performance of retiring directors was formally evaluated. This process culminated in the company's board, on the recommendation of the Altron nomination committee, considering whether the retiring directors should be recommended for re-election. Having considered the inputs of the Altron nomination committee, the board recommends the re-election of the retiring directors.

3. FEES OF NON-EXECUTIVE DIRECTORS

Shareholders are requested to ratify the fees paid to non-executive directors during the past financial year. Full particulars of all fees for the past financial year are contained on pages 133 to 134 of the annual report.

4. RE-APPOINTMENT OF INDEPENDENT AUDITORS

KPMG Inc has indicated its willingness to continue in office and resolution number 4 proposes the reappointment of that firm as the company's auditors until the next annual general meeting. The resolution also gives authority to the directors to fix the auditors' remuneration.

In accordance with section 270A of the Corporate Laws Amendment Bill, the Altron audit committee has satisfied itself that the proposed auditor, KPMG Inc, is independent of the company.

5. SPECIAL RESOLUTION NUMBER 1 – GENERAL AUTHORITY TO REPURCHASE SHARES

The effect of special resolution number 1 and the reason therefore is to grant the company a general approval in terms of the Companies Act No 61 of 1973, as amended (the Companies Act), for the acquisition by the company of the company's shares, which general approval shall be valid until the earlier of such next annual general meeting of the company or its variation or revocation of such general

authority by special resolution at any subsequent annual general meeting of the company, provided that the general authority shall not extend beyond 15 months from the date of the annual general meeting.

6. ORDINARY RESOLUTIONS NUMBERS 1 AND 2 – CONTROL OF AUTHORISED BUT UNISSUED SHARES AND GENERAL AUTHORITY TO ISSUE SHARES FOR CASH

In terms of sections 221 and 222 of the Companies Act the shareholders have to approve the placement of the unissued shares under the control of the directors. The existing authorities granted by the shareholders at the previous annual general meeting on 14 July 2006 expire at the 2007

annual general meeting unless renewed. The authorities will be subject to the Companies Act and the JSE Listings Requirements.

The effect of ordinary resolution number 2 and the reason thereof is that as more than 35% of the company's issued shares are in the hands of the public as defined by the JSE Limited, the approval of 75% majority of the votes cast by shareholders present or represented by proxy at this annual general meeting is required for this ordinary resolution to become effective.

The directors consider it advantageous to renew this authority to enable the company to take advantage of any business opportunity that may arise in future.