

ANALYSIS OF SHAREHOLDERS

An analysis of the register of members as at 31 March 2006 revealed the following categories of membership -

	Number of ordinary shares held	% of shares issued	Number of shareholders
Individuals			
1 – 1 000	1 094 730	0.3	2 704
1 001 – 10 000	7 598 235	2.3	2 024
10 001 – 100 000	16 716 664	4.9	535
100 001 – 1 000 000	89 804 460	26.4	269
Over 1 000 000	224 913 711	66.1	72
	340 127 800	100.0	5 604

Of the total number of shareholders, 4 476 hold their shares in dematerialised form whilst 1 128 remain as certificated holders. Of the total number of shares in issue, 99.6% have been dematerialised.

A further analysis of the register reveals the following categories of members -

<input type="checkbox"/> Pension funds	140 002 947	41.1
<input type="checkbox"/> Unit trusts	55 418 772	16.3
<input type="checkbox"/> Insurance companies	44 771 179	13.2
<input type="checkbox"/> Banks	29 977 500	8.8
<input type="checkbox"/> Individuals	13 842 142	4.1
<input type="checkbox"/> Other corporate bodies	56 115 260	16.5
	340 127 800	100.0

Disclosures by nominee shareholders

Pursuant to the provisions of Section 140A of the Companies Act, 1973, the following beneficial shareholdings equal to or exceeding 5% of the total issued shares in the company have been determined from an analysis of the statutory disclosures submitted by nominee companies -

<input type="checkbox"/> Allan Gray Limited	101 448 359	29.9
<input type="checkbox"/> Investec Asset Management	86 113 281	25.3
<input type="checkbox"/> Old Mutual Asset Management	33 188 156	9.8
<input type="checkbox"/> Merrill Lynch Investment Managers (UK)	18 880 807	5.6

A further analysis of the holdings of these asset management companies revealed that The Tell Fund (UK), through Merrill Lynch Investment Managers, held 18 394 246 shares (5.4%).

It should be noted that these beneficial shareholders, as investment managers, will hold shares on behalf of clients, and may or may not hold the relevant voting rights.

Shareholder spread

Non-public shareholders -

<input type="checkbox"/> Directors	701 161	8
<input type="checkbox"/> Employees and former employees holding shares in terms of the Illovo Sugar 1992 Share Option Scheme	1 148 784	28
<input type="checkbox"/> Trustees of the Illovo Sugar Employees' Share Purchase Trust	165 270	1
	2 015 215	0.6
Public shareholders	338 112 585	99.4
	340 127 800	100.0
		5 604

NOTICE OF MEETING

Notice is hereby given that the 91st annual general meeting of the members of the company will be held at the registered office of the company, Illovo Sugar Park, 1 Montgomery Drive, Mount Edgecombe on Wednesday, 12 July 2006 at 14:00 to transact the following business -

1. FINANCIAL STATEMENTS

To receive and adopt the annual financial statements for the year ended 31 March 2006.

2. ELECTION OF DIRECTORS

2.1 To confirm the appointment of Ms I N Mkhize and Ms K Zarnack who were appointed as directors since the previous annual general meeting.

2.2 To re-elect Messrs B P Connellan, N M Hawley, A R Mpungwe, M J Shaw and R A Williams who retire by rotation, in terms of the articles of association, and who, being eligible, offer themselves for re-election.

The curricula vitae of these directors are provided in the appendix to this notice; page 97 of the Annual Report.

3. SPECIAL BUSINESS

3.1 Ordinary resolution

To consider and, if deemed fit, to pass with or without modification the following ordinary resolution -

1. Determination of directors' fees

That unless otherwise determined by the company in general meeting, the revised annual fees payable by the company to non-executive directors be approved with effect from 1 April 2006, as follows -

	Rands per annum	
	Current	Proposed
Board :		
Chairman *	1 125 000	1 400 000
Other members	105 000	125 000
Audit Committee :		
Chairman	90 000	100 000
Other members	50 000	60 000
Remuneration / Nomination Committee :		
Chairman	70 000	80 000
Other members	50 000	60 000
Risk Management Committee :		
Chairman	60 000	65 000
Other members	50 000	50 000

* Fee inclusive of committee membership fees and payable monthly in arrears. All other fees are paid quarterly in arrears.

3.2 Special resolution

To consider and, if deemed fit, to pass the following special resolution -

Special Resolution No. 1

"RESOLVED THAT the directors of the company be and they are hereby authorised by way of a general authority, up to and including the date of the following annual general meeting of the company, to approve the purchase by the company of its own shares;

subject to the provisions of the Companies Act, No. 61 of 1973, as amended, and the rules and requirements of the JSE Limited ("the JSE") and/or any other recognised stock exchange on which the shares of the company may be listed from time to time, and subject to such other conditions as may be imposed by any other relevant authority, and provided that -

- (i) the general authority shall only be valid until the next annual general meeting, but in any event shall not extend beyond 15 months from the date of this resolution;
- (ii) the general authority may be varied or revoked by special resolution at any general meeting of the company at any time prior to the next annual general meeting;
- (iii) the general authority to repurchase be limited to a maximum of 20 percent of the company's issued share capital of that class at the date the transaction is agreed;
- (iv) repurchases shall not be made at a price more than five percent above the weighted average of the market value for the securities for the five business days immediately preceding the date on which the transaction is agreed;
- (v) an announcement will be published as soon as the company has acquired ordinary shares constituting, on a cumulative basis, three percent of the number of ordinary shares in issue prior to such acquisition, which announcement shall contain full details of such acquisition;
- (vi) the repurchase shall be effected through the order book operated by the JSE trading system, but subject to the company's sponsor having furnished the JSE with prior, written confirmation of the company's working capital adequacy;
- (vii) only one agent will be appointed to effect the repurchase on behalf of the company;
- (viii) no repurchases will be undertaken during the company's closed periods; and
- (ix) after completion of the repurchase, the company will remain in compliance with the JSE's requirements in respect of shareholder spread."

NOTICE OF MEETING

CONTINUED

Reason for and effect of Special Resolution No. 1

The reason for and effect of Special Resolution No.1 will be that the directors will, up to and including the date of the following annual general meeting, be entitled to approve the purchase by the company of its own shares, provided that the general authority shall only be valid until the next annual general meeting but in any event shall not extend beyond 15 months from the date of this resolution; the general authority to repurchase shall be limited to a maximum of 20 percent of the company's issued share capital of that class at the date the transaction is agreed; the repurchases will not be made at a price more than five percent above the weighted average of the market value for the securities for the five business days immediately preceeding the date on which the transaction is agreed; and shall be subject to the provisions of the Companies Act, No. 61 of 1973, as amended, and the rules and requirements of any recognised stock exchange on which the shares of the company may be listed.

It is the intention of the directors that they may use such authority should the prevailing circumstances (including the tax dispensation and market conditions) in their opinion warrant it. As a prerequisite to the use of such authority, the directors will be of the opinion, after considering the effect of such acquisition of shares, that for a period of 12 months following a decision to use this authority -

- (i) the company and the group will be able, in the ordinary course of business, to pay their debts;
- (ii) the consolidated assets of the company, fairly valued in accordance with Generally Accepted Accounting Practice, will be in excess of the consolidated liabilities of the company;
- (iii) the company and the group will have adequate capital and reserves for purposes of their business for the foreseeable future; and
- (iv) the working capital of the company and the group will be adequate.

Pursuant to the JSE's Listings Requirements relative to Special Resolution No. 1, it is noted that -

- (i) the following general information is included in the Annual Report -
 - Directors and management (pages 6 to 9);
 - Major shareholders (page 94);
 - Directors' interests in securities (page 51);
 - Share capital of the company (page 79);
- (ii) there have been no material changes since 31 March 2006;

(iii) the company is not aware of any legal or arbitration proceedings, including any proceedings that are pending or threatened, that may have or have had in the recent past, being at least the previous 12 months, a material effect on the financial position of the group;

(iv) as pertaining to Special Resolution No. 1, the directors whose names appear on pages 6 and 7 of the Annual Report collectively and individually accept full responsibility for the accuracy of the information given 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 Special Resolution No. 1 contains all information required by law and the JSE's Listings Requirements.

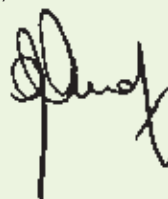
4. OTHER BUSINESS

To transact such other business as may be transacted at an annual general meeting of members.

Members holding certificated shares and members that have dematerialised their shares and have elected own name registration in the sub-register maintained by a Central Securities Depository Participant (CSDP), may attend, speak and vote at the annual general meeting or may appoint one or more proxies (who need not be members of the company) to attend, speak and vote at the annual general meeting on behalf of such member. A proxy form is attached to this notice of meeting. Duly completed proxy forms must be returned to the transfer secretaries, Ultra Registrars (Proprietary) Limited (P O Box 4844, Johannesburg, 2000 or 5th Floor, 11 Diagonal Street, Johannesburg, 2001) by no later than 14:00 on Monday, 10 July 2006.

Shareowners who have dematerialised their shares through a CSDP or a broker and who have not elected own name registration in the sub-register maintained by the CSDP and who wish to attend the annual general meeting, should instruct their CSDP/broker to issue them with the necessary authority to attend. Shareowners who are unable or do not intend to attend the meeting, but wish to be represented at the meeting, may provide their CSDP/broker with their voting instructions in terms of the custody agreement entered into between such shareowners and their CSDP/broker.

By order of the board.



G D Knox
Company Secretary

Mount Edgecombe
15 June 2006

APPENDIX TO NOTICE OF MEETING

ELECTION OF DIRECTORS

Curricula vitae

1. **I N (Imogen) Mkhize** (43), *B.Sc.(Information Systems), M.B.A. (Harvard)*

Appointed to the board in 2005. CEO of the 18th World Petroleum Congress, an international oil and gas event hosted by South Africa in September 2005. Previously, she was the executive chair of the Zitek Group, a strategy and management consultancy she founded in 2000, and prior to that, managing director of Lucent Technologies (South Africa). She has also worked for Anglo American, Andersen Consulting, the Association of Black Accountants of Southern Africa (ABASA) and Nedcor. In 2001, the World Economic Forum recognised her as a Global Leader for Tomorrow. She is also a non-executive director of other listed companies, Sasol Limited, Murray & Roberts Holdings Limited and Datacentrix Holdings Limited, and serves as a member of the Board of the CSIR, the Financial Markets Advisory Board, the Rhodes University Board of Governors and the Rhodes Investec Business School Advisory Board.

2. **K (Karin) Zarnack** (33), *C.A.(SA)*

Appointed to the board as Financial Director in October 2005. Obtained her degree from the University of Natal, Durban in 1994. After completing her training contract with Deloitte & Touche, she was appointed a manager of their audit services division where she was responsible for the audits of both listed and private companies mainly in the manufacturing sector, including Illovo Sugar Limited. In 2004, she was admitted as an audit partner. Her international experience includes secondments to Miami, USA, and Manila in the Philippines.

3. **B P (Brian) Connellan** (65), *C.A.(SA)*

Appointed to the board in 1993. After qualifying as a chartered accountant, he joined the Barlows group where he managed a number of subsidiaries and was appointed as a director of Barlow Rand Limited in 1985. He was Executive Chairman of the Buildings Materials, Steel and Paint division until 1990. Thereafter he was appointed Executive Chairman of Nampak Limited, a position he held until retirement in 2000. He is also a non-executive director of the other listed companies, Absa Group Limited; Sasol Limited, Tiger Brands Limited, Reunert Limited and Oceana Group Limited.

4. **N M (Nigel) Hawley** (49), *B.Com.(Hons.)*

Joined the Illovo group in 1978 and spent 11 years in various agricultural management positions. He transferred into the human resources discipline in 1989 and was appointed as Human Resources Manager of the Noodsberg mill in 1992. He was then appointed General Manager – Group Human Resources in 1997 and to the board as Human Resources Director in 1998. He obtained his bachelors degree in 1990 and his honours degree in 1995, both from UNISA.

5. **A R (Ami) Mpungwe** (Tanzanian), (55) *B.A.(Hons.)*

Appointed to the board in 2001. He is the immediate past Tanzanian High Commissioner to South Africa, having retired after 25 years' service in the Tanzanian diplomatic service. He is also a non-executive director of subsidiary company, Kilombero Sugar Company Limited, of listed companies, Aveng Limited and African Gem Resources Limited, and several companies in Tanzania. He was awarded the Order of Good Hope, South Africa's highest award given to foreign citizens, by President Mbeki, in recognition for his contribution to African regional transformation.

6. **M J (Martin) Shaw** (67), *C.A.(SA), S.E.P. (Stanford)*

Appointed to the board in 2001. Joined Deloitte & Touche in 1956 in Johannesburg. He was appointed a partner in 1968 and transferred to Durban. He returned to Johannesburg in 1983 and was appointed Managing Partner. In 1991 he became Chief Executive, a position he held until 1999. Thereafter he acted as Chairman of the Board until his retirement in 2001. He served as President of the Natal Society of Chartered Accountants in 1977/78 and President of the South African Institute of Chartered Accountants in 1982/83. He is also Chairman of Reunert Limited and a non-executive director of other listed companies, JD Group Limited, Liberty Group Limited, Liberty Holdings Limited, Murray & Roberts Holdings Limited, Pretoria Portland Cement Company Limited and Standard Bank Group Limited.

7. **R A (Robbie) Williams** (65), *B.A., LLB.*

Appointed to the board in 1985 and as chairman in 1997. Qualified at the University of Cape Town and joined Barlows Manufacturing Company where he became the managing director in 1979. He is a past chairman of C G Smith Foods Limited and Tiger Brands Limited. He is also a non-executive director of other listed companies, FirstRand Limited, Nampak Limited and Oceana Group Limited.

SHAREHOLDERS' DIARY

Financial year end	March
Annual general meeting	July

Reports and profit statements

Interim report	November
Profit statement for the year	May
Annual report and financial statements	June

Dividends

Interim	Declaration	November
	Payment	January
Final	Declaration	May
	Payment	July

Shareholders are reminded to notify the transfer secretaries of any change in address.

2006

FORM OF PROXY

FOR THE 91ST ANNUAL GENERAL MEETING



Company Registration No. 1906/000622/06
Share code ILV ISIN ZAE000003547

For completion only by members holding certificated shares, and members that have dematerialised their shares and have elected "own name" registration.

I/We _____
(Name/s in block letters)

of _____
(address)

Number of votes

being the shareholder/member of the abovenamed company and entitled to

(1 share = 1 vote)

do hereby appoint

1 _____ of _____ or failing him/her

2 _____ of _____ or failing him/her

3 the chairman of the meeting

as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the annual general meeting of the company to be held in the Boardroom, Illovo Sugar Park, 1 Montgomery Drive, Mount Edgecombe, KwaZulu-Natal on Wednesday, 12 July 2006 at 14:00 and at any adjournment thereof as follows -

Resolution No.	Agenda Item	Mark with X where applicable		
		For	Against	Abstain
1	Adoption of 2006 annual financial statements			
2	Election of directors			
2.1	Confirmation of appointment of directors			
2.1.1	I N Mkhize			
2.1.2	K Zarnack			
2.2	Re-election of directors			
2.2.1	B P Connellan			
2.2.2	N M Hawley			
2.2.3	A R Mpungwe			
2.2.4	M J Shaw			
2.2.5	R A Williams			
3.1	Ordinary resolution			
1	Determination of directors' fees			
3.2	Special Resolution			
1	General authority for the repurchase of shares			

Signed at _____ on this _____ day of _____ 2006

Signature _____

Assisted by me (where applicable) (see note 4) _____

Full name/s of signatory/ies if signing in a representative capacity (see note 5)

NB Please refer to the notes on the reverse of this Form of Proxy

NOTES TO THE FORM OF PROXY

- 1 A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a member of the company.
- 2 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 Central Securities Depository Participant [CSDP]). Such shareowners should provide their CSDP / broker with their voting instructions.
- 3 If this proxy form is returned without any indication as to how the proxy should vote, the proxy will be entitled to vote or abstain from voting as he/she thinks fit.
- 4 A minor must be assisted by his/her guardian.
- 5 The authority of a person signing a proxy in a representative capacity must be attached to the proxy unless that authority has already been recorded by the company.
- 6 In order to be effective, proxy forms must reach the transfer secretaries, Ultra Registrars (Proprietary) Limited (P O Box 4844, Johannesburg, 2000 or 5th Floor, 11 Diagonal Street, Johannesburg, 2001) no later than 14:00 on Monday, 10 July 2006.
- 7 The delivery of the duly completed proxy form shall not preclude any member or his/her duly authorised representative from attending the meeting, speaking and voting instead of such duly appointed proxy.
- 8 If two or more proxies attend the meeting, then that person attending the meeting whose name appears first on the proxy form, and whose name is not deleted, shall be regarded as the validly appointed proxy.

