

Form of proxy

PETMIN LIMITED
 (Incorporated in the Republic of South Africa)
 (Registration number 1972/001062/06)
 (JSE share code: PET)
 ISIN: ZAE000076014
 ("Petmin" or "the Company")

For use by certificated and dematerialised shareholders who have "own name" registration of securities at the annual general meeting to be held at 10h00 in Petmin's Offices on the First Floor, 37 Peter Place, Bryanston, on 25 November 2011.

I/We (Please print full names) _____
 being the holders of _____ shares in the Company, hereby appoint (see Note 1)

1. _____ or failing him/her,
2. _____ or failing him/her,

the Chairman of the annual general meeting as my/our proxy to participate in, speak and vote for me/us on my/our behalf at the annual general meeting which will be held for the purpose of considering and, if deemed fit, passing the ordinary and Special Resolutions to be proposed and at each adjournment of the meeting and to vote for or against the ordinary and Special Resolutions or to abstain from voting in respect of the shares in the issued capital of the Company registered in my/our name/s, in accordance with the following instructions (see Note 2).

Insert an "X" or the number of shares (see Note 2)

Number of ordinary shares	For	Against	Abstain
1. Ordinary Resolution number 1 Adoption of annual financial statements			
2. Ordinary Resolution number 2 Ratification of appointment of Mr. M Arnold as a director			
3. Ordinary Resolution number 3 Ratification of appointment of Ms. K Kalyan as a director			
4. Ordinary Resolution number 4 Ratification of appointment of Mr. T Petersen as a director			
5. Ordinary Resolution number 5 Re-election of Mr A Martin as a director			
6. Ordinary Resolution number 6 Re-election of Mr. J Taylor as a director			
7. Ordinary Resolution number 7 Re-appointment of KPMG Inc. as auditors of the Company			
8. Ordinary Resolution number 8 Approval of the remuneration philosophy			
9. Ordinary Resolution number 9 Re-appointment of Mr E Greyling as a member of the Audit and Risk Committee			
10. Ordinary Resolution number 10 Re-appointment of Mr A Martin as a member of the Audit and Risk Committee			
11. Ordinary Resolution number 11 Appointment of Mr. T Petersen as a member of the Audit and Risk Committee			
12. Ordinary Resolution number 12 Appointment of Mr. M Arnold as a member of the Audit and Risk Committee			
13. Ordinary Resolution number 13 Approval of the directors' remuneration for the year ended 30 June 2011			
14. Ordinary Resolution number 14 To place the unissued shares under the control of the directors			
15. Ordinary Resolution number 15 To authorise share issues for cash			
16. Special Resolution number 1 General authority to repurchase shares in the company			
17. Special Resolution number 2 Financial assistance provided to Group companies			
18. Special Resolution number 3 Increase in Non-executive Directors' fees			
19. Special Resolution number 4 Prohibition from making rules for the Company			
20. Special Resolution number 5 Prohibition from issuing unclassified shares			

(Indicate with an "X" or the relevant number of shares, in the applicable space, how you wish your votes to cast). Unless otherwise directed the proxy will vote as he/she thinks fit.

Signed at _____ on _____ 2011

Signature _____

Assisted by me (where applicable) _____

Completed forms of proxy must be lodged with Computershare Investor Services (Pty) Limited by no later than 10:00 on Wednesday, 23 November 2011.

Please read the notes on the reverse side of this proxy form.

Notes to the form of proxy

1. A shareholder may insert the name of a proxy or the names of alternative proxies of the shareholder's choice in the space/s provided, with or without deleting "the Chairman of the general meeting" but any such deletion must be initialed by the shareholder. The person whose name stands first on the form of proxy and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. Please insert an "X" in the relevant space according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of shares than you own in the Company insert the number of shares held in respect of which you wish to vote. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he/she deems fit in respect of all the shareholder's votes exercisable at the meeting. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or by his/her proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the shareholder or by his/her proxy.
3. Forms of proxy must be received by the transfer secretaries, Computershare Investor Services (Pty) Limited ("Computershare"), 70 Marshall Street, Johannesburg 2001 (PO Box 61051, Marshalltown 2107) by no later than 10:00 on Wednesday, 23 November 2011.
4. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the annual general meeting and voting in person at the meeting to the exclusion of any proxy appointed in terms of this form of proxy.
5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by Computershare or waived by the Chairman of the annual general meeting.
6. Any alterations or corrections made to this form of proxy must be initialed by the signatory/ies.
7. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by Computershare.
8. The Chairman of the annual general meeting may accept any form of proxy which is completed other than in accordance with these notes if he is satisfied as to the manner in which the shareholder wishes to vote.

Transfer secretaries:
Computershare Investor Services (Proprietary) Limited
70 Marshall Street
Johannesburg 2011
PO Box 61051, Marshalltown 2107
Telephone: 011 370 5000
Call Centre: 086 110 09818