

Notice of annual general meeting

Kumba Iron Ore Limited

A member of the Anglo American plc group
(Incorporated in the Republic of South Africa)

Registration number: 2005/015852/06

Share code: KIO

ISIN: ZAE000085346

("Kumba" or "the company")

Notice is hereby given that the third annual general meeting of members of Kumba will be held at the Hyatt Regency Johannesburg Hotel, Rosebank at 12:00 on Friday, 20 March 2009, to consider, and if deemed fit, to pass the following resolutions with or without modifications:

1. Ordinary resolution number 1

Approval of annual financial statements

To receive and adopt the annual financial statements of the company for the year ended 31 December 2008, including the directors' report and the report of the auditors thereon and to confirm all matters and things undertaken and discharged by the directors on behalf of the company.

2. Ordinary resolution number 2

Reappointment of independent auditors

To reappoint Deloitte & Touche as independent auditors of the company for the ensuing year and to appoint Mr BW Smith as the designated auditor for the ensuing year.

3. Ordinary resolution number 3

Rotation of directors

To re-elect the following directors who retire by rotation in terms of clause 16.1 and 16.2 of the Articles of Association of the company and who are available:

- 3.1 CI Griffith
- 3.2 ZBM Bassa
- 3.3 DD Mokgatle
- 3.4 ND Moyo
- 3.5 AJ Morgan

Such re-elections are to be voted on individually.

Abridged curriculum vitae in respect of each director offering themselves for re-election is set out on page 43 of the annual financial statements.

4. Ordinary resolution number 4

Remuneration of non-executive directors

To approve the proposed remuneration of the non-executive directors with effect from 1 January 2009:

Chairman:	R1,000,000
Director:	R150,000
Audit committee chairman:	R168,000
Audit committee member:	R100,800
Other board committee chairman:	R134,400
Other board committee member:	R67,200

5. Ordinary resolution number 5

Approval of Kumba Bonus Share Plan

RESOLVED that the Kumba Iron Ore Limited Bonus Share Plan ("Plan"), tabled at the meeting and initialled by the Chairman for purposes of identification, be and is hereby approved and adopted by the company.

Ordinary resolution number 5 is dependent on the passing of ordinary resolution number 7 and special resolution number 1.

In terms of the JSE Limited Listings Requirements, the passing of this resolution is achieved by the attainment of a 75% majority of the votes cast by all shareholders present or represented by proxy at the meeting.

The salient features of the Plan can be found in a separate circular to shareholders. The Plan rules will be available for inspection at the company's registered office for a period of 14 days from the date of posting of the annual financial statements.

6. Ordinary resolution number 6

Specific authority to issue shares for cash

RESOLVED that the directors of the company be and are hereby authorised as a specific authority in terms of section 221 of the Companies Act, No. 61 of 1973, as amended, and in terms of the JSE Listings Requirements, to issue, in terms of the Kumba Iron Ore Limited Bonus Share Plan ("Plan") from time to time, such number of ordinary shares for a subscription price per share of either the then current market value or the par value per share as may be decided by the directors, as set out in the Plan.

7. Ordinary resolution number 7

Authority to control 5% of unissued shares

RESOLVED that subject to the provisions of the Act and the Listings Requirements of the JSE, the directors are authorised until the next annual general meeting of the company to allot and issue the authorised but unissued ordinary shares of one cent each in the capital of the company, up to a maximum of 5% (five percent) of the number of shares of the company's issued ordinary share capital; to such person or persons on such terms and conditions and at such times as the directors of the company may from time to time and in their discretion deem fit, after setting aside so many shares as may be required to be allotted and issued by the company pursuant to the company's approved employee share incentive schemes.

8. Ordinary resolution number 8

General authority to issue shares for cash

RESOLVED that in terms of the Listings Requirements of the JSE, the directors are hereby authorised by way of a general authority, to issue the authorised but unissued ordinary shares of one cent each in the capital of the company for cash, as and when suitable opportunities arise, subject to the Articles of Association of the company, the Act and the JSE Listings Requirements the following conditions:

- The equity securities which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue.
 - Any such issue will only be made to "public shareholders" as defined by the JSE Listings Requirements and not to related parties.
 - This authority shall only be valid until the next annual general meeting of the company but shall not extend beyond 15 (fifteen) months from the date this authority is given.
 - That a paid press announcement giving full details, including the impact on the net asset value and earnings per share, will be published at the time of any issue representing, on a cumulative basis within 1 (one) financial year, 5% (five percent) or more of the number of shares in issue prior to the issue concerned.
- That the issues in aggregate in any one financial year shall not exceed 5% of the number of shares of the company's issued ordinary share capital (for purposes of determining the securities comprising the 5% number in any one year, account must be taken of the dilution effect, in the year of issue of options/convertible securities, by including the number of any equity securities which may be issued in future arising out of the issue of such options/convertible securities), and of a particular class, will be aggregated with any securities that are compulsorily convertible into securities of that class, and, in the case of the issue of compulsorily convertible securities, aggregated with the securities of that class into which they are compulsorily convertible.
 - As regards the number of securities which may be issued (the 5% number), shall be based on the number of securities of that class in issue added to those that may be issued in future (arising from the conversion of options/convertible securities), at the date of such application:
 - less any securities of the class issued, or to be issued in future arising from options/convertible securities issued, during the current financial year;
 - plus any securities of that class to be issued pursuant to:
 - a rights issue which has been announced, is irrevocable and is fully underwritten; or
 - acquisition (which has had final terms announced) may be included as though they were securities in issue at the date of application;
 - that in determining the price at which an issue of shares for cash may be made in terms of this authority post the listing of the company, the maximum discount permitted shall be 10% of the weighted average traded price of the ordinary shares on the JSE, (adjusted for any dividend declared but not yet paid or for any capitalisation award made to shareholders) over the 30 (thirty) business days prior to the date that the price of the issue is agreed by the directors of the company and the party subscribing for the securities.

Shareholder information

Notice of annual general meeting

A 75% majority of votes cast in favour of the resolution by all equity securities present or represented by proxy at the annual general meeting is required for the approval of the above resolution.

9. Special resolution number 1

Specific authority to repurchase shares

RESOLVED that the company and/or any of its subsidiaries from time to time be and are hereby authorised, by way of a specific authority in terms of sections 85 and 89 of the Companies Act, No 61 of 1973, as amended, and in terms of the JSE Listings Requirements, to repurchase or purchase directly, or through an agent, on the market from time to time such number of ordinary shares in the company as the company and/or any of its subsidiaries may be required to repurchase or purchase in terms of the Kumba Iron Ore Limited Bonus Share Plan ("Plan").

Reason and effect

The reason for this special resolution is to obtain approval in terms of the Companies Act to grant the company and/or any of its subsidiaries' specific authority to acquire ordinary shares in the company for purposes of implementing the Plan. The effect of the special resolution will be to allow the company and/or any of its subsidiaries to acquire the company's ordinary shares from time to time.

The company's board has considered the impact which any number of repurchases or purchases of the company's issued ordinary share capital under the specific authority would have on the company and the group and is of the opinion that:

- the company and the group will, in the ordinary course of business, be able to pay its debts;
- the assets of the company and the group will be in excess of the liabilities of the company and the group, calculated in accordance with the accounting policies used in the audited financial statements for the year ended 31 December 2008; and
- the ordinary capital, working capital and reserves of the company and group will be adequate for ordinary business purposes;

for a period of 12 months after the date of this notice of annual general meeting.

10. Special resolution number 2

Authority to provide financial assistance to acquire shares in the company

RESOLVED that the company be and is hereby authorised in terms of section 38(2A) of the Companies Act, No. 61 of 1973, as amended, to provide such financial assistance as may be necessary in the acquisition or issue, directly or through an agent, of ordinary shares in the company for purposes of the Kumba Iron Ore Limited Bonus Share Plan ("Plan") as set out in the Plan.

Reason and effect

The reason for this special resolution is to obtain approval in terms of the Companies Act for the granting by the company of financial assistance in the acquisition or issue of its shares for purposes of the Plan. The effect of the special resolution will be to allow the company to provide financial assistance for the acquisition or issue of the company's shares in terms of the Plan.

The company's board has considered the effect which the giving of financial assistance for the purchase of or subscription for shares of the company would have and is satisfied that:

- subsequent to any such transaction, the consolidated assets of the company fairly valued will be more than its consolidated liabilities; and
- subsequent to providing the assistance, and for the duration of any such transaction, the company will be able to pay its debts as they become in the ordinary course of business.

11. Special resolution 3

General authority to repurchase shares

RESOLVED that, as a general approval contemplated in sections 85 to 89 of the Act, the acquisitions by the company and any of its subsidiaries, from time to time of the issued ordinary shares of the company, upon such terms and conditions and in such amounts as the directors of the company may from time to time determine, but subject to the Articles of Association of the company, the provisions of the Act and the JSE Listings Requirements, when applicable, and provided that:

Shareholder information

Notice of annual general meeting

1. the general repurchase of securities will be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the company and the counterparty (reported trades are prohibited);
2. this approval shall be valid only until the next annual general meeting of the company and shall not extend beyond 15 (fifteen) months from the date of passing of this resolution;
3. at any point in time, a company may only appoint one agent to effect any repurchases on the company's behalf;
4. after such repurchase the company will still comply with the JSE Listings Requirements concerning shareholder spread requirements;
5. the company or its subsidiary may not repurchase securities during a prohibited period as defined in the JSE Listings Requirements unless they have in place a repurchase programme where the dates and quantities of securities to be traded during the relevant period are fixed (not subject to any variation) and full details of the programme have been disclosed in an announcement over SENS prior to the commencement of the prohibited period;
6. when the company any of its subsidiaries collectively have cumulatively repurchased 3% of the initial number of the relevant class of securities, and for each 3% in aggregate of the initial number of that class acquired thereafter, an announcement will be made.
7. the company and its subsidiaries collectively shall not be entitled to acquire shares issued by the company constituting, on a cumulative basis, more than 10% of the number of shares in the company in issue from the date of grant of this approval; and
8. shares issued by the company may not be acquired at a price greater than 10% above the weighted average traded price of the company's shares for the five business days immediately preceding the date of the repurchase.

Reason and effect

The reason for and effect of this special resolution number 3 is to authorise, by way of a general authority, any of its subsidiary companies to acquire its own issued shares on such terms, conditions and in such amounts as determined from time to time by the directors of the company subject to the limitations set out above.

At the present time the directors have no specific intention with regard to the utilisation of this authority, which will only be used if the circumstances are appropriate. The company wishes to confirm that any repurchase of shares, if implemented, will only be dealt with via the formal JSE trading system.

Disclosures required in terms of the JSE listings requirements

In terms of the Listings Requirements of the JSE, the following disclosures are required when requiring shareholders' approval to authorise the company, or any of its subsidiaries, to repurchase any of its shares as set out in special resolution number 3 above.

Working capital statement

The directors of the company agree that they will not undertake any repurchase unless:

- the company and the group are in a position to repay their debt in the ordinary course of business for a period of 12 months after the date of the general repurchase;
- the assets of the company and the group, being fairly valued in accordance with International Financial Reporting Standards, are in excess of the liabilities of the company and the group for a period of 12 months after the date of the general repurchase;
- the share capital and reserves of the company and the group are adequate for ordinary business purposes for the next 12 months following the date of the general repurchase; and
- the available working capital of the company and the group will be adequate for ordinary business purposes for a period of 12 months after the date of the general repurchase.
- before entering the market to proceed with the general repurchase, the company's sponsor has confirmed the adequacy of the company's and the group's working capital in writing to the JSE.

Shareholder information

Notice of annual general meeting

Litigation statement

Other than disclosed or accounted for in these annual financial statements, the directors of the company, whose names are given on page 43 of these annual financial statements, are not aware of any legal or arbitration proceedings, pending or threatened against the group, which may have or have had a material effect on the group's financial position in the 12 months preceding the date of this notice of annual general meeting.

Directors' responsibility statement

The directors, whose names are given on page 43 of the annual financial review, collectively and individually accept full responsibility for the accuracy of the information pertaining to special resolution 1, 2 and 3 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 this resolution contains all information required by law and the JSE Listings Requirements.

Material changes

Other than the facts and developments reported on in these annual financial statements, there have been no material changes in the financial or trading position of the company and its subsidiaries since the signature date of this annual financial review and the posting date thereof.

The following further disclosures required in terms of the Listings Requirements of the JSE are set out in accordance with the reference pages in these annual financial statements of which this notice forms part:

- Directors – page 43
- Major shareholders of the company – page 134
- Directors' interest in the company's shares – page 58
- Share capital of the company – page 96

Voting and proxies

Members who have not dematerialised their shares or who have dematerialised their shares with "own name" registration are entitled to attend and vote at the meeting and are entitled to appoint a proxy or proxies to attend, speak and vote in their stead. The person so appointed need not be a member. Proxy forms must be forwarded to reach the company's transfer secretaries, Computershare Investor Services (Pty) Limited [70 Marshall Street Johannesburg 2001 South Africa, by no later than 12:00 on Thursday 19 March 2009. Proxy forms must only be completed by members who have not dematerialised their shares or who have dematerialised their shares with "own name" registration.

On a show of hands, every member of the company present in person or represented by proxy shall have one vote only. On a poll, every member of the company shall have one vote for every share held in the company by such member.

Members who have dematerialised their shares, other than those members who have dematerialised their shares with "own name" registration, should contact their CSDP or broker in the manner and time stipulated in their agreement:

- to furnish them with their voting instructions; and
- in the event that they wish to attend the meeting, to obtain the necessary authority to do so.

Equity securities held by a share trust or scheme will not have their votes taken into account for the purposes of resolutions proposed in terms of the JSE Listing Requirements.

By order of the board



VF Malie
Company secretary

13 February 2009
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