

NOTICE OF GENERAL MEETING

BSI Steel Limited
(Incorporated in the Republic of South Africa)
(Registration no 2001/023164/06)
JSE code: BSS ISIN: ZAE000125134
("BSI" or "the Company" or "the Group")

The record date in terms of section 59 of the Companies Act, 71 of 2008, as amended (the "Companies Act"), for shareholders to receive this notice of General Meeting is Friday, 28 July 2017 (the "Notice Record Date").

The record date on which members must be recorded as such in the register maintained by the transfer secretary of the Company (the "Share Register") for the purpose of being entitled to attend and vote at the General Meeting (the "General Meeting") is Friday, 8 September 2017 (the "Voting Record Date") and the last date to trade in this regard is Tuesday, 5 September 2017.

Notice is hereby given that a General Meeting of members of BSI Steel Limited will be held at BSI Steel Limited KZN, 46 Eden Park Drive, Pietermaritzburg on Thursday 14 September 2017 at 15:30 or any other adjourned or postponed date and time in accordance with the provisions of section 64(11) of the Companies Act and the Company's memorandum of incorporation.

PURPOSE OF THE GENERAL MEETING

The purpose of the General Meeting is to transact the business set out in the agenda below.

AGENDA

- To consider and, if deemed fit, approve, with or without modification, the special resolution and ordinary resolution set out below. The special resolution relates to an amendment to the Company's Memorandum of Incorporation and the ordinary resolution relates to enabling any director of the Company to do all things and sign all documents necessary in order to give effect to the special resolution.

Special Business:

SPECIAL RESOLUTION NUMBER 1: AMENDMENT OF THE COMPANY'S MEMORANDUM OF INCORPORATION

Resolved that clause 20.4 of the Company's Memorandum of Incorporation, which read as follows:

"20.4 In addition to other meetings of the Company that may be convened from time to time, the Company shall convene an annual general meeting of its Shareholders once in each calendar year. An annual general meeting shall be held within 6 (six) months after the expiration of the financial year of the Company."

be deleted in its entirety and replaced with the following clause:

"20.4 In addition to other meetings of the Company that may be convened from time to time, the Company shall convene an annual general meeting of its Shareholders once in every calendar year but no more than 15 months after the date of the previous annual general meeting or within an extended time allowed by the Companies Tribunal on good cause shown."

Voting requirement

Special Resolution Number 1 will, in terms of the Companies Act and the Company's Memorandum of Incorporation, require the support of at least 75% of the total number of votes exercised by shareholders, present or by proxy and entitled to vote on such resolution at the General Meeting, to be approved.

Explanatory note

The board of directors of the Company is of the view that the current provisions of clause 20.4 of the Company's Memorandum of Incorporation, prescribing, *inter alia*, that an Annual General Meeting shall be convened once every calendar year and within 6 (six) months after the expiration of the financial year of the Company is overly burdensome and restrictive, and that it would be in the best interest of the Company to align clause 20.4 with section 61(7)(b) of the Companies Act, 2008, prescribing that such Annual General Meeting be held once in every calendar year but no more than 15 months after the date of the previous Annual General Meeting or within such extended time allowed by the Companies Tribunal, on good cause shown.

Ordinary Business:

ORDINARY RESOLUTION NUMBER 1: AUTHORITY GRANTED TO DIRECTORS AND COMPANY SECRETARY

“**Resolved that** any director of the Company and/or the Company Secretary be and is hereby authorised to do all such things and sign all such documents as may be necessary for or incidental to the implementation of Special Resolution Number 1.

Voting requirement

Ordinary Resolution Number 1 will, in terms of the Companies Act and the Company’s Memorandum of Incorporation, require the support of a simple majority, which is more than 50% of the votes exercised by shareholders, present or by proxy and entitled to vote on such resolution at the General Meeting, to be approved.

Explanatory note

The adoption of Ordinary Resolution Number 1 will authorise any director and the Company Secretary to do all such things as may be necessary to implement Special Resolution Number 1.

QUORUM

The *quorum* for the purposes of considering the resolutions above shall consist of at least three Shareholders present in person or represented by proxy and entitled to vote on at least one matter at the General Meeting. In addition, a *quorum* shall comprise 25% of all the voting rights that are entitled to be exercised by Shareholders in respect of at least one matter to be decided at the General Meeting.

Identification

Section 63(1) of the Companies Act requires meeting participants (including proxies) to provide the person presiding the meeting with satisfactory identification. The Company will regard the presentation of participants’ original drivers’ licences, identity documents or passports to be satisfactory “documentation”.

Attendance and Voting at the General Meeting and Proxies

A shareholder of the Company entitled to attend, speak, and vote at the General Meeting is entitled to appoint a proxy or proxies to attend, speak and, on a poll, vote in his stead. The proxy need not be a shareholder of the Company. A form of proxy is attached for the convenience of any certificated shareholder and own name registered dematerialised shareholder who cannot attend the General Meeting, but who wishes to be represented.

Additional forms of proxy may also be obtained on request from the Company’s registered office. Proxy forms may be presented any time prior to or at the General Meeting and also at the Company’s registered office, 46 Eden Park Drive, Mkondeni, Pietermaritzburg, or the Company’s transfer secretary, Computershare Investor Services (Pty) Ltd, Rosebank Towers, 15 Bierman Avenue, Rosebank, Johannesburg, 48 hours before the commencement of the General Meeting, being by 15:30 on Thursday 14 September 2017. Any member who completes and lodges a form of proxy will nevertheless be entitled to attend and vote in person at the General Meeting should the member subsequently decide to do so.

On a show of hands, every shareholder of the Company present in person or by proxy shall have 1 (one) vote only, irrespective of the number of shares he holds or represents, provided that a proxy shall, irrespective of the number of members he represents have only 1 (one) vote. On a poll, every shareholder of the Company who is present in person or represented by proxy, shall have one vote for every share held in the Company by such shareholder.

Shareholders who have dematerialised their ordinary shares through a CSDP or broker, other than own name registered dematerialised shareholders, and who wish to attend the General Meeting must request their CSDP or

broker to issue them with a Letter of Representation. Alternatively dematerialised shareholders other than own name registered dematerialised shareholders, who wish to be represented, must provide their CSDP or broker with their voting instructions in terms of the custody agreement between them and their CSDP or broker in the manner and by time-frame stipulated.

Any shareholder of the Company may authorise any person to act as its representative at the General Meeting. Please also note that section 63(1) of the Companies Act, requires that persons wishing to participate in the General Meeting (including the aforementioned representative) provide satisfactory identification before they may so participate.

Voting will be performed by way of a poll so that each shareholder present or represented by way of proxy will be entitled to vote the number of shares held or represented by them.

Equity shares held by a share trust or scheme will not have their votes at the General Meeting taken into account for the purposes of resolutions proposed in terms of the Listings Requirements of the JSE.

Unlisted shares (if applicable) and shares held as treasury shares may not vote.

By order of the board

A handwritten signature in black ink, appearing to read 'S J Hackett', is positioned below the text 'By order of the board'.

S J Hackett
Company Secretary
Pietermaritzburg
8 August 2017

Registered office

46 Eden Park Drive, Pietermaritzburg

Transfer Secretary

Computershare Investor Services Proprietary Limited

(Registration number 2004/003647/07)

Rosebank Towers

15 Biermann Avenue, Rosebank, 2196

(PO Box 61051, Marshalltown, 2107)

Form of Proxy

BSI Steel Limited
(Incorporated in the Republic of South Africa)
(Registration no 2001/023164/06)
JSE code: BSS ISIN: ZAE000125134
("BSI" or "the Company")

For use by the holders of the Company's certificated ordinary shares ("**certificated shareholder**") and/or dematerialised ordinary shareholders whose shares are held through a CSDP or broker and who have selected own name registration ("**own name dematerialised shareholders**") at the General Meeting of the Company to be held at BSI Steel Limited KZN, 46 Eden Park Drive, Pietermaritzburg on Thursday, 14 September 2017, at 15:30 and at any adjournment thereof.

Not for the use by holders of the Company's dematerialised ordinary shares who are not own name dematerialised shareholders. Such shareholders must contact their CSDP or broker timeously if they wish to attend and vote at the General Meeting and request that they be issued with the necessary Letter of Representation to do so, or provide the CSDP or broker timeously with their voting instructions should they not wish to attend the General Meeting in order for the CSDP or broker to vote thereat in accordance with their instructions.

I/We (Please print full names) _____

of (address) _____

being the holder(s) of _____ ordinary shares in the Company, hereby appoint
_____ or failing him / her
_____ or failing him / her

the chairperson of the General Meeting, as my/our proxy to vote for me/us on my/our behalf at the General Meeting which will be held for the purpose of considering and deemed fit, passing, with or without modification, the special resolution and ordinary resolution to be proposed thereat and at any adjournment thereof; and to vote for/and or against the special and ordinary resolution and/or abstain from voting in respect of the ordinary shares registered in my/our name/s, in accordance with the following instruction:

(*Please indicate with an "X" the appropriate space below how you wish your votes to be cast unless otherwise instructed my/our proxy may vote as he/she thinks fit.

	In favour	Against	Abstain
SPECIAL BUSINESS			
1. To amend the Company's Memorandum of Incorporation			
ORDINARY BUSINESS			
1. Authority granted to directors and Company Secretary			

Signed this _____ day of _____ 2017

Signature

Assisted by (if applicable)

Please read the notes on the reverse.

Notes to form of proxy

- 1 This form of proxy is to be completed only by those shareholders who are:
 - a) holding shares in certificated form; or
 - b) recorded in the sub register in electronic form in their "own name".
- 2 A shareholder may insert the name or names of two alternative proxies of his/her choice in the space provided, with or without deleting "the chairman of the General Meeting". The person whose name appears first on the form of proxy and who is present at the General Meeting will be entitled to act as proxy to the exclusion of those whose names follow. Any such proxy, who need not be a shareholder of the Company, is entitled to attend, speak and vote on behalf of the shareholder.
- 3 A proxy is entitled to one vote on a show of hands and, on a poll, one vote for each share held. A shareholder's instructions to the proxy must be indicated in the appropriate spaces.
- 4 If a shareholder does not indicate on this instrument that the proxy is to vote in favour of or against any resolution or to abstain from voting or gives contradictory instructions, or should any further resolution/s or any amendment/s which may be properly put before the General Meeting be proposed, the proxy shall be entitled to vote as he thinks fit.

Proxy forms may be presented any time prior to or at the General Meeting and also at the company's registered office, or the company's transfer secretary at the addresses as stated in the notice of meeting, 48 hours before the commencement of the General Meeting being by 15:30 on Tuesday 12 September 2017.
- 5 Documentary evidence establishing the authority of the person signing the proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the Company's transfer secretary or waived by the chairperson of the General Meeting.
- 6 The completion and lodging of this form of proxy does not preclude the relevant shareholder from attending the General Meeting and speaking and voting in person to the exclusion of any proxy appointed in terms of this proxy form.
- 7 Any alteration or correction made to this form of proxy must be initialed by the signatory/ies.
- 8 The chairman of the General Meeting may accept or reject any form of proxy, which is completed and/or received other than in accordance with these notes, provided that he shall not accept a proxy unless he is satisfied as to the manner in which a member wishes to vote.
- 9 Shareholders who have dematerialised their shares must inform their Central Securities Depository Participant ("**CSDP**") or broker of their intention to attend the General Meeting and request their CSDP or broker to issue them with the necessary Letter of Representation to attend the General Meeting or provide their CSDP or broker with their voting instructions should they not wish to attend the General Meeting in person but wish to be represented there at. This must be done in terms of the agreement entered into between the members and their CSDP or broker.
- 10 Please note that in terms of section 58(3):
 - the appointment of a proxy is revocable unless the proxy appointment expressly states otherwise. If the appointment of a proxy is revocable, a shareholder may revoke the proxy appointment by cancelling it in writing, or making a later inconsistent appointment of a proxy; and delivering a copy of the revocation instrument to the proxy, and to the Company. The revocation will take effect on the later of (i) the date stated in the revocation instrument; or (ii) the date on which the revocation instrument was delivered to the proxy and the Company.
 - a proxy may delegate his/her authority to act on your behalf to another person, subject to any restriction set out in this proxy form;
 - a proxy must be delivered to the Company, or to the transfer secretary of the Company, namely Computershare Investor Services (Pty) Limited, before your proxy exercises any of your rights as a shareholder at the General Meeting.