

*sasol limited*

Registration number: 1979/003231/06

Share codes: JSE: SOL NYSE: SSL  
ISIN codes: ZAE000006896 US8038663006

## *notice of annual general meeting to members*

Notice is hereby given that the 30th annual general meeting of members of Sasol Limited ("Sasol" or "the company") will be held on Friday, 27 November 2009 at 09:00 in the Ivory Auditorium, Wanderers Building, The Campus, 57 Sloane Street, Bryanston, Johannesburg, South Africa for the following purposes:

1. to receive and consider the annual financial statements of the company and of the Sasol group for the year ended 30 June 2009, together with the reports of the directors and auditors;
2. to elect, each by way of a separate vote, the following directors retiring, in terms of articles 75(d) and 75(e) of the company's articles of association, and who are eligible and have offered themselves for re-election<sup>1</sup>:

- 2.1 BP Connellan
- 2.2 HG Dijkgraaf
- 2.3 VN Fakude
- 2.4 IN Mkhize
- 2.5 TA Wixley

The board of directors of the company has reviewed the composition of the board against corporate governance and transformation requirements and has recommended the re-election of the directors listed above. It is the view of the board that re-election of the candidates referred to above and in item 3 below would enable the company to:

- responsibly maintain a mixture of business skills and experience relevant to the company and balance the requirements of transformation, continuity and succession planning; and
  - comply with corporate governance requirements in respect of matters such as the balance of executive, non-executive and independent directors on the board;
3. to elect, each by way of a separate vote, the following directors appointed by the board during the course of the year and who are required in terms of article 75(h) of the company's articles of association to retire as directors at the annual general meeting. The directors are eligible and have offered themselves for re-election<sup>2</sup>:

- 3.1 C Beggs
- 3.2 MJN Njeke

The board of directors of the company has reviewed the composition of the board against corporate governance and transformation requirements and has recommended the re-election of the directors listed above. It is the board's view that re-election of the candidates referred to above, would enable the company to:

- responsibly maintain a mixture of business skills and experience relevant to the company and balance the requirements of transformation, continuity and succession planning; and
  - comply with corporate governance requirements in respect of matters such as the balance of executive, non-executive and independent directors on the board.
4. to reappoint the auditors, KPMG Inc and to note that the individual registered auditor who will undertake the audit of the company for the financial year ending 30 June 2010 is Mr AW van der Lith;
  5. to consider and, if approved, to pass with or without modification the following special resolution:

### *"Special resolution number 1*

'That, in terms of the authority granted in article 36(a) of the articles of association of the company, the directors of the company are authorised to approve the general repurchase by the company, or by any of its subsidiaries, of the company's ordinary shares, subject to the provisions of the Companies Act No 61 of 1973, ("the Act"), and subject to the rules and requirements of the Listings Requirements of the JSE ("the Listings Requirements"), as amended, provided that:

- a) the general authority granted to the directors shall be valid only until the company's next annual general meeting and shall not extend beyond 15 (fifteen) months from the date of this resolution;

1. In terms of articles 75(d) and 75(e) of the company's articles of association, at least one-third of the directors will retire by rotation each year and are eligible for re-election. Brief biographies of the directors that have offered themselves for re-election are enclosed as Annexure 1.  
2. In terms of article 75 (h) of the company's articles of association, directors who have been appointed by the board retire at the first subsequent annual general meeting of the company and are eligible for re-election at that meeting. Brief biographies of the directors are enclosed as Annexure 1.

## notice of annual general meeting to members *continued*

- b) any repurchases of shares in terms of this authority 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 counter-party (reported trades are prohibited), such repurchases being effected by only one appointed agent of the company at any point in time and may only be effected if after the repurchase the company still complies with the minimum spread requirements of the JSE;
- c) the general authority shall be limited to a maximum of 4% of the company's issued share capital of the shares in the applicable class at the time that the authority is granted and such repurchase by the company, or any of its subsidiaries shall not, in aggregate in any financial year, exceed 20% of the company's issued share capital of the shares in the applicable class;
- d) any repurchase must not be made at a price more than 10% above the weighted average of the market value of the share for the five business days immediately preceding the date on which the repurchase is effected;
- e) the repurchase of shares may not be effected during a prohibited period unless such a repurchase is in accordance with a repurchase programme as envisaged by section 5.72(g) of the Listings Requirements;
- f) such details as may be required in terms of the Listings Requirements are announced when the company or its subsidiaries have cumulatively repurchased 3% of the shares in issue at the time the authority was given; and
- g) the general authority may be varied or revoked, by special resolution, prior to the next annual general meeting of the company.'

### **Reason for and effect of the special resolution number 1:**

The reason for the special resolution is to enable the directors of the company, up to and including the date of the next annual general meeting of the company, to approve the repurchase by the company, or by any of its subsidiaries of the company's ordinary shares.

The effect of the special resolution is that the directors of the company will be able to approve the repurchase of up to a maximum of 4% of the company's issued ordinary shares on the open market in accordance with the Act and the Listings Requirements as and when they deem appropriate, until the next annual general meeting of the company, provided that such annual general meeting is held no more than 15 months from the granting of the general repurchase authority, or until this general authority is revoked by the shareholders. This general authority to repurchase the company's shares replaces the lapsed general authority to repurchase up to 4% of the company's shares granted at the annual general meeting held on 28 November 2008. Shares repurchased in terms of the general authority granted at the annual general meeting held on 28 November 2008 will not be taken into account for purposes of calculating the 4% maximum of the new general authority to repurchase the company's shares."

### **Statement of intent**

The board of directors will implement a general repurchase of the company's shares only if prevailing circumstances (including market conditions and the tax dispensation) warrant it, and should the directors be of the opinion, after considering the effect of such repurchase, that the following conditions have been and will be met:

- a) the company and the Sasol group will be able, in the ordinary course of business, to pay its debts;
- b) the assets of the company and the Sasol group will exceed the liabilities of the company and the Sasol group, respectively, both assets being fairly valued in accordance with the accounting policies used in the latest annual financial statements and with International Financial Reporting Standards;
- c) the company and the Sasol group will have adequate share capital and reserves;
- d) the company and the Sasol group will have sufficient working capital for their requirements; and
- e) the sponsor of the company provides a letter to the JSE on the adequacy of working capital in terms of section 2.12 of the Listings Requirements.

For the purposes of considering special resolution number 1 and in compliance with section 11.26(b) of the Listing Requirements, the information listed below is provided or has been included in the annual report in which this notice of annual general meeting is included, at the places indicated:

- Directors and management (Annexure 1);
- Major shareholders (pages 36 and 37 of the annual financial statements);
- There have been no material changes in the financial or trading position of the Sasol group since the results of the financial year ended 30 June 2009 were published on 14 September 2009;
- Directors' interests in securities (pages 53 to 55 of the annual financial statements);
- Share capital of the company (pages 156 and 157 (note 45) of the annual financial statements and page 44 of the directors' report contained in the annual financial statements);
- The directors, whose names are set out in Annexure 1, collectively and individually accept full responsibility for the accuracy of the information contained in this special resolution number 1 and certify that, to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement false or misleading and that they have made all reasonable enquiries to ascertain such facts and that this special resolution contains all information required by law and the Listings Requirements;

- There are no legal or arbitration proceedings (including any such proceedings that are pending or threatened of which the company is aware – refer pages 179 to 181 of the annual financial statements) which may have or have had a determinable material effect on the Sasol group’s financial position over the last 12 months;

6. to consider and, if approved, to pass with or without modification the following ordinary resolution:

**“Ordinary resolution number 1**

To approve the revised annual emoluments payable by the company or subsidiaries of the company (as reflected in the far right-hand column below) to non-executive directors of the company with effect from 1 July 2009:

<b>Emoluments payable to non-executive directors for attendance of and memberships of board committees and directorships of the company and of subsidiary and divisional boards</b>	<b>2009 financial year</b>	2010 financial year
Chairman of the board, inclusive of fees payable for attendance or membership of board committees and directorships of subsidiary and divisional boards	<b>R3 750 000</b>	R3 750 000
Lead independent director (resident) (additional)	<b>R111 000</b>	R116 600
Lead independent director (non-resident) (additional)	<b>\$33 000</b>	\$34 700
Non-executive directors (resident)	<b>R318 000</b>	R334 000
Non-executive directors (non-resident)	<b>\$110 000</b>	\$115 500
Chairman of the audit committee	<b>R318 000</b>	R334 000
Audit committee members	<b>R159 000</b>	R167 000
Chairmen of other committees of the board	<b>R196 000</b>	R206 000
Other board committee members	<b>R98 000</b>	R103 000
Non-employee directors of subsidiary and divisional boards (resident)	<b>R159 000</b>	R167 000
Non-employee directors of subsidiary and divisional boards (non-resident)	<b>n/a</b>	\$57 800
Share Incentive Scheme trustees	<b>R63 500</b>	R67 000
Members/attendance of ad hoc committees of the board	<b>R15 000 (per meeting)</b>	R15 750 (per meeting)”

**Motivation for ordinary resolution number 1:**

This ordinary resolution is required to obtain the approval of the company, in general meeting, of the revised emoluments payable to the non-executive directors of the company and any of its subsidiaries or divisions with effect from 1 July 2009. Emolument increases are only implemented after formal approval by shareholders. This resolution is recommended by the board of the company; and

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

In terms of the Listings Requirements, Sasol ordinary shares held by the Sasol Share Incentive Scheme, The Sasol Inzalo Employee Trust and The Sasol Inzalo Management Trust will not have their votes at the annual general meeting taken account of for purposes of the approval of the special resolution.

In terms of section 39(1)(a) of the Companies Act No 61 of 1973 (“the Act”), no voting rights attaching to treasury shares held by Sasol Investment Company (Proprietary) Limited may be exercised.

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 may, in terms of section 189 of the Act, appoint a proxy or proxies, to attend the meeting, speak, and on a poll, vote in their stead.

A proxy need not be a member of the company. A proxy form is enclosed but is also obtainable from the company secretarial services department, of the company or Computershare Investor Services (Pty) Limited at the address set out on the following page.

## notice of annual general meeting to members *continued*

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Proxies must be received by Computershare Investor Services (Pty) Limited on or before 09:00, South African time, on Wednesday, 25 November 2009. Members who have dematerialised their shares, other than those members who have dematerialised their shares with "own name" registration, should contact their central securities depository participants (CSDP) or broker in the manner and time stipulated in the relevant agreement:

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

Registration at the meeting will commence two hours before the meeting and will end 15 minutes before the start of the meeting. Only shareholders who registered before the meeting will be allowed to vote at the meeting. Shareholders who attend the meeting are requested to bring their bar coded identity document to the meeting for identification purposes.

By order of the Board



**NL Joubert**  
Company secretary

9 October 2009

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### Shareholder information helpline

We have reserved 0861 100 926 as the South African number and +27 11 370 5511 for shareholders calling from outside South Africa.

The inbound telephone helpline will enable shareholders to obtain information regarding the resolutions and to provide assistance with completing proxy forms.

e-mail: [solutions@computershare.co.za](mailto:solutions@computershare.co.za)

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### Depositary bank

The Bank of New York Mellon Corporation  
Depositary Receipts Division  
101 Barclay Street  
New York 10286, New York  
USA

The Bank of New York Mellon maintains a Global BuyDIRECT<sup>SM</sup> plan for Sasol. For additional information, please visit The Bank of New York Mellon's website at: [www.globalbuydirect.com](http://www.globalbuydirect.com)

or call Shareholder Relations at  
1-888-BNY-ADRS (for calls from within the USA)  
or 1-201-680-6825 (for calls from outside the USA)

or write to:

The Bank of New York Mellon  
Shareholder Relations Department  
Global BuyDIRECT<sup>SM</sup>  
Church Street Station  
PO Box 11258  
New York, NY 10286-1258  
USA

e-mail: [shrrelations@bnymellon.com](mailto:shrrelations@bnymellon.com)

website : [www.bnymellon.com/shareowner](http://www.bnymellon.com/shareowner)

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### Company registration number

1979/003231/06

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### Addresses

#### Business address and registered office

1 Sturdee Avenue, Rosebank, 2196  
Republic of South Africa

#### Postal and electronic addresses and telecommunication numbers

PO Box 5486, Johannesburg, 2000  
Republic of South Africa  
Telephone +27 (0) 11 441-3111  
Telefax +27 (0) 11 788-5092  
Website: <http://www.sasol.com>

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### Share registrars

Computershare Investor Services (Pty) Limited  
70 Marshall Street, Johannesburg, 2001  
Republic of South Africa  
PO Box 61051, Marshalltown, 2107  
Republic of South Africa  
Telephone +27 (0) 11 370-5000

## our board of directors\*

### non-executive chairman



**Hixonia Nyasulu (55)**

Appointed to the Sasol board in 2006

*BA (Hons)*

*Non-executive chairman*

**Chairman of the nomination and governance committee, member of the remuneration committee and risk and safety, health and environment committee.**

Appointed as non-executive chairman on 28 November 2008. Director of Ayavuna Women's Investments (Pty) Limited. Director of Barloworld Limited, the Tongaat-Hulett Group (Pty) Limited and Unilever plc/NV. She is also a director of Tshwarisano LFB Investment (Pty) Limited and Sasol Oil, and a member of the JP Morgan SA advisory board.

### executive directors



**Pat Davies (58)**

Appointed to the Sasol board in 1997

*BSc Eng (Mech)*

*Chief executive*

**Member of the risk and safety, health and environment committee.**

Joined the group in 1975. Before his appointment as chief executive in 2005, he was responsible for the globalisation of Sasol's GTL technology as well as the group's oil and gas business, including Sasol Synfuels, Sasol Petroleum International, Sasol Synfuels International, Sasol Oil, Sasol Gas and Sasol Technology.



**Nolitha Fakude (44)**

Appointed to the Sasol board in 2005

*BA (Hons)*

*Executive director*

**Member of the risk and safety, health and environment committee.**

Responsible for worldwide group human resources, corporate affairs, government affairs and group transformation. Before joining Sasol she was a member of the group executive committee at Nedbank Group Limited. She was also a director of Harmony Gold Mining Company Limited, BMF Investment Limited and Woolworths Holdings Limited.



**Benny Mokaba (48)**

Appointed to the Sasol board in 2006

*BA (Hons), PhD*

*Executive director*

**Member of the risk and safety, health and environment committee.**

Responsible for the SA energy cluster, comprising Sasol Synfuels, Sasol Oil, Sasol Gas, Sasol Mining and Sasol Mafutha. Before joining Sasol he was executive chairman and regional vice-president of Shell Southern Africa. He has also worked for the Development Bank of Southern Africa, was head of Steinmüller Africa and chairman of Siemens Southern Africa.



**Christine Ramon (42)**

Appointed to the Sasol board in 2006

*CA(SA)*

*Executive director and chief financial officer*

**Member of the risk and safety, health and environment committee.**

Before joining Sasol she was chief executive of Johnnic Holdings Limited. Prior to this she held several senior positions, including acting chief operating officer and financial director at Johnnic Holdings Limited. She is also a non-executive director of Transnet. In 2006, the World Economic Forum recognised her as a Young Global Leader.

### non-executive directors



**Colin Beggs (61)**

Appointed to the Sasol board in 2009

*CA(SA)*

*Independent non-executive director*

**Member of the audit committee.**

Past chief executive of PricewaterhouseCoopers until end June 2009. He joined Price Waterhouse in 1970 and became a partner in 1979 and senior partner in 1992. In 1998, he became joint chief executive officer of PricewaterhouseCoopers, Southern Africa after the merger between Price Waterhouse and Coopers & Lybrand. Appointed chief executive of PricewaterhouseCoopers in 2001. Member of the Accounting Practices Board of SAICA and a director of the Ethics Institute of South Africa.



**Brian Connellan (69)**

Appointed to the Sasol board in 1997

*CA(SA)*

*Independent non-executive director*

**Chairman of the audit committee and member of the risk and safety, health and environment committee and remuneration committee.**

Former executive and non-executive chairman of Nampak Limited. Director of ABSA Group Limited, Reunert Limited and Illovo Sugar Limited. He is past councillor of the South African Foundation, the Corporate Forum and The Institute of Directors and a contributor to the first and second King Reports on corporate governance in South Africa.

## our board of directors\* continued

### Henk Dijkgraaf (62)

Appointed to the Sasol board in 2006

MSc Eng (Mining)

Independent non-executive director

**Chairman of the remuneration committee and of the risk and safety, health and environment committee.**

Former chief executive officer of the Dutch natural gas companies, GasTerra, Gasunie and Nederlandse Aardolie Maatschappij. Held various positions at the Royal Dutch Shell Group, including president of Shell Nederland BV, former chief executive, Gas Power and Coal and director of Shell Exploration and Production. He is a member of the board and the audit committee of Eneco Holding NV and of the Royal Tropical Institute, and deputy chairman and treasurer of the Netherlands Institute for the Near East.

### Mandla Gantsho (47)

Appointed to the Sasol board in 2003

CA(SA), MSc, PhD

Independent non-executive director

**Member of the audit committee.**

Former vice-president operations: infrastructure, private sector and regional integration of the African Development Bank, prior to which he was chief executive officer and managing director of the Development Bank of Southern Africa. He is a director of Group Five Limited and AfroCentric Investment Corporation Limited.

### Anshu Jain (46)

Appointed to the Sasol board in 2003

BA (Hons), MBA

Non-executive director

A managing director and head of global markets of Deutsche Bank AG and member of the group executive committee. Previously a managing director of Merrill Lynch in New York.

### Imogen Mkhize (46)

Appointed to the Sasol board in 2005

BSc, MBA

Independent non-executive director

**Member of the risk and safety, health and environment committee.**

Chairperson of the Richards Bay Coal Terminal Company (Pty) Limited and a director of Murray & Roberts Holdings Limited, Mondi plc and Mondi Limited, Allan Gray Limited and Mobile Telephone Networks (Pty) Limited. She is a member of the Financial Markets Advisory Board and the Harvard Business School Alumni Board.

### JJ Njeke (50)

Appointed to the Sasol board in 2009

CA(SA), H Dip Tax

Independent non-executive director

**Member of the audit committee.**

Past chairman of the South African Institute of Chartered Accountants. Managing director of Kagiso Trust Investments and serves on the board of the Kagiso group of companies, ArcelorMittal (SA), Metropolitan Holdings, N M Rothschild (SA), Resilient Property Income Fund, MTN and the Council of the University of Johannesburg.

### Jürgen Schrempp (65)

Appointed to the Sasol board in 1997

BSc Eng

Lead independent non-executive director

**Member of the nomination and governance committee.**

Chairman of Mercedes-Benz South Africa (Pty) Limited and a director of Compagnie Financière Richemont SA, Iron Mineral Beneficiation Services (Pty) Limited and Jonah Capital (Pty) Limited. He is a member of the South African President's International Investment Council and honorary Consul-General in Germany of the Republic of South Africa.

### Tom Wixley (69)

Appointed to the Sasol board in 2007

CA(SA)

Independent non-executive director

**Member of the audit committee and nomination and governance committee.**

Former chairman of Ernst & Young, South Africa where he was a partner for 31 years. Director of Anglo Platinum Limited, New Corpcapital Limited, Sanlam Developing Markets Limited, Clover Industries Limited and Avusa Limited. Member of the Actuarial Governance Board of the Actuarial Society of South Africa and chairman of the ad hoc committee on corporate law reform of the South African Institute of Chartered Accountants.

## non-executive directors



# form of proxy for annual general meeting

Each member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, speak and, on a poll, vote in his stead. A proxy need not be a member of the company.

Sasol Limited  
(Company registration number 1979/003231/06)  
(‘the company’)

Share codes: JSE: SOL NYSE: SSL  
ISIN codes: ZAE000006896 US8038663006

I/We

(Please print – full names)  
of (address)

appoint (see note 1)

1. \_\_\_\_\_ or failing him/her
2. \_\_\_\_\_ or failing him/her
3. the chairman of the meeting as my/our proxy to attend and speak and, on a poll, to vote for me/us and on my/our behalf at the annual general meeting of the company which will be held on Friday, 27 November 2009 at 09:00, South African time (see note 5).

	Number of votes (insert):		
	For	Against	Abstain
1. to receive and consider the annual financial statements of the company and of the group for the year ended 30 June 2009, together with the reports of the directors and auditors			
2. to elect directors, retiring, in terms of article 75(d) and 75(e) of the company’s articles of association, and who are eligible and offer themselves for re-election:			
2.1 BP Connellan			
2.2 HG Dijkgraaf			
2.3 VN Fakude			
2.4 IN Mkhize			
2.5 TA Wixley			
3. to elect directors, retiring in terms of article 75(h) of the company’s articles of association, who are eligible and offer themselves for re-election:			
3.1 C Beggs			
3.2 MJN Njeke			
4. to re-appoint the auditors, KPMG Inc.			
5. Special resolution number 1 – to authorise directors to approve a general repurchase of the company’s ordinary shares			
6. Ordinary resolution number 1 – to approve the revised annual emoluments payable by the company or its subsidiaries to non-executive directors of the company			

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2009

Signature \_\_\_\_\_

Assisted by me (where applicable) \_\_\_\_\_

## notes

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1. Forms of proxy must be received by Computershare Investor Services (Pty) Limited on or before 09:00, South African time, on Wednesday, 25 November 2009. Forms can be posted or hand delivered.
2. Registration at the meeting will commence two hours before the meeting and will end 15 minutes before the start of the meeting. Only shareholders who registered before the meeting will be allowed to vote at the meeting. Shareholders who attend the meeting are required to bring their bar coded identity document to the meeting as proof of identity and to expedite registration.
3. Only registered shareholders who are registered in the register of members of the company under their own name may appoint a proxy or alternatively attend the meeting.

Beneficial shareholders, whose shares are not registered in their own name, but in the name of another, eg a nominee, may not appoint a proxy or attend the meeting unless a proxy is issued to them by the registered shareholder. Beneficial shareholders who are not also registered shareholders should contact the registered shareholder for assistance in issuing instructions on voting their shares or obtaining a proxy to attend the meeting.

4. All beneficial owners who have dematerialised their shares through a Central Securities Depository Participant (CSDP) or broker, other than those shares in their own name, must provide the CSDP or broker with a voting instruction, or request their CSDP or broker for a letter of representation, should they wish to attend the annual general meeting in person, in terms of their Custody Agreement with the CSDP or broker.
5. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting "the chairman of the meeting." Any such deletion must be initialled by the shareholder. The person whose name appears first on the form of proxy and has not been deleted will be entitled to act as proxy to the exclusion of those whose names follow.
6. A shareholder's instruction to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate space provided. Failure to comply with the above will be deemed to authorise the proxy to vote or abstain from voting at the meeting, as he deems fit, in respect of all the shareholder's votes exercisable thereat, but where the proxy is the chairman, failure to comply will be deemed to authorise the proxy to vote in favour of the resolution.

A shareholder or his proxy is not obliged to use all the votes exercisable by the shareholder or by his proxy, but the total of the votes cast and in respect whereof abstention is recorded may not exceed the total of the votes exercisable by the shareholder or by his proxy.

7. A shareholder's authorisation to the proxy, including the chairman of the meeting, to vote on his or her behalf, shall be deemed to include the authority to vote on procedural matters at the meeting.
8. Shareholders are advised that the company has appointed Computershare Investor Services (Pty) Limited as its proxy solicitation agent.
9. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the meeting and speaking and voting in person thereat and the exclusion of any proxy appointed in terms hereof should such shareholder wish to do so.
10. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form.
11. Any alteration must be initialled by the signatory(ies).
12. **ADR holders please note:** Registered holders who hold their American Depositary Receipts in physical form will receive a proxy card and voting instructions from the Bank of New York Mellon. Beneficial holders who hold their American Depositary Receipts in book entry form will receive their proxy card and voting instructions from their broker.

### Computershare Investor Services (Pty) Limited

70 Marshall Street, Johannesburg, 2001  
Republic of South Africa  
PO Box 61051, Marshalltown, 2107  
Republic of South Africa

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