

Proxy form



Barloworld Limited
(Incorporated in the Republic of South Africa)
Company registration number 1918/000095/06
JSE code: BAW
ISIN code: ZAE000026639
(the company)

Only for the use of registered holders of certificated ordinary shares in the company and the holders of dematerialised ordinary shares in their own name in the capital of the company at the annual general meeting of members to be held in the Tokyo Meeting Room, Barloworld Corporate Office, 180 Katherine Street, Sandton, on Thursday, 29 January 2009 at 12:30 (South African time).

Holders of ordinary shares in the company (whether certificated or dematerialised) through a nominee must not complete this form of proxy but should inform that nominee timeously, or, if applicable, their Central Securities Depository Participant (CSDP) or stockbroker of their intention to attend the annual general meeting and request such nominee, CSDP or stockbroker to issue them with the necessary authorisation to attend or provide such nominee, CSDP or stockbroker with their voting instructions should they not wish to attend the annual general meeting in person. Such ordinary shareholders must not return this form of proxy to the transfer secretaries.

I/We _____ of _____
 being a holder(s) of _____ ordinary shares
 hereby appoint _____
 of _____ or, failing him/her,

the chairman of the meeting as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the meeting which will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the ordinary and special resolution(s) to be proposed at the meeting and at each adjournment of the meeting and to vote for or against such resolutions or to abstain from voting in respect of the ordinary shares in the issued ordinary share capital of the company registered in my/our name, in accordance with the following instructions (see note 9).

* Insert an X or the number of ordinary shares (see note 9)

Ordinary resolutions	*In favour of	*Against	*Abstain
1 Adoption of annual financial statements			
Election of directors:			
2 PJ Blackbeard			
3 SS Mkhabela			
4 SS Ntsaluba			
5 SB Pfeiffer			
6 G Rodriguez de Castro Garcia de los Rios			
7 Appointment of auditors			
8 Approval of non-executive directors' fees:			
Chairman of the board, inclusive of fees payable as chairman of board committees			
Resident non-executive directors			
Non-resident non-executive directors			
Chairman of the audit committee			
Resident members of the audit committee			
Non-resident members of the audit committee			
Chairman of the remuneration committee			
Chairman of the empowerment and transformation committee			
Resident members of each of the board committees (excluding risk and sustainability committee)			
Non-resident members of each of the board committees (excluding risk and sustainability committee)			
Special resolution			
1 Acquisition of own shares			

Insert an "X" in the relevant spaces above 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 ordinary shares than you own in the company, insert the number of ordinary shares held in respect of which you desire to vote (see note 9).

Signed at _____ on _____ 2008/2009

Signature/s _____

(Authority of signatory to be attached if applicable – see note 11)

Assisted by me (where applicable – see note 12)

Each member is entitled to appoint a proxy (who need not be a member of the company) to attend, speak and vote in place of that member at the meeting.

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