

Notice of the annual general meeting

Sasol Limited

Registration number 1979/003231/06

Share codes: JSE: SOL NYSE: SSL SOLBEI

ISIN codes: ZAE000006896 US8038663006

Notice is hereby given that the 35th (thirty fifth) annual general meeting of Sasol Limited (“Sasol” or “the company”) shareholders will be held on Friday, 21 November 2014 at 09:00 at the Hyatt Regency Hotel, 191 Oxford Road, Rosebank, Johannesburg, South Africa.

This document is important and requires your immediate attention. Your attention is drawn to the notes at the end of this notice, which contain important information with regard to participation in the annual general meeting.

The holders of Sasol shares (“the shareholders”) and any persons who are not shareholders but who are entitled to exercise any voting rights in relation to the resolutions to be proposed at the meeting, (collectively the “holders” or “you”) as at the record date of Friday, 14 November 2014 are entitled to participate in and vote at the annual general meeting in person or by proxy/ies, and may appoint more than one proxy to exercise voting rights attached to different securities held by the person entitled to vote. A proxy need not be a person entitled to vote at the meeting.

The board of directors (“the board”) has determined, in accordance with section 59 of the Companies Act, No 71 of 2008 (“the Act”), that the record date by when persons must be recorded as shareholders in the securities register of the company in order to be entitled to receive the notice of annual general meeting is Friday, 17 October 2014. The record date in order to be recorded in the securities register as a shareholder to be able to attend, participate and vote at the annual general meeting, is Friday, 14 November 2014. The last date to trade in order to be able to be recorded in the securities register as a shareholder on the aforementioned record date is Friday, 7 November 2014.

This document is available in English only. The proceedings at the meeting will be conducted in English but will be available in six other official languages.¹

The purpose of the annual general meeting is for the following business to be transacted and to consider and, if approved, to pass with or without modification, the following ordinary and special resolutions, in the manner required by the company’s memorandum of incorporation (“MOI”), the Act, as read with the Listings Requirements of the exchange operated by JSE Limited (“the JSE”) (“the Listings Requirements”):

- 1 To present the audited annual financial statements of the company and of the Sasol group, for the financial year ended 30 June 2014, together with the reports of the directors, the Audit Committee and the external auditors. The annual financial statements of the company for the financial year ended 30 June 2014 can be obtained from the Sasol website at www.sasol.com. A summary of such financial statements is included with this notice of annual general meeting.
- 2 To present the report of the Nomination, Governance, Social and Ethics Committee for the financial year ended 30 June 2014, as required in terms of Regulation 43 of the Companies Regulations, 2011 (“the Regulations”).²
- 3 To vote on the election, each by way of a separate vote, of the following directors who are required to retire in terms of clause 22.2.1³ of the company’s MOI, as directors, and who are eligible and have offered themselves for re-election⁴:
 - 3.1 Mr C Beggs;
 - 3.2 Mr DE Constable;
 - 3.3 Mr HG Dijkgraaf;
 - 3.4 Mr ZM Mkhize; and
 - 3.5 Mr PJ Robertson.

1 IsiZulu, SeSotho, Sepedi, Xitsonga, TshiVenda and Afrikaans.

2 A summary is included in the summarised Corporate Governance Report on pages 54 to 63 of the annual integrated report.

3 Clause 22.2.1 states that, “At every annual general meeting held in each calendar year 1/3 (one third) of the Directors, or if their number is not a multiple of 3 (three), then the number nearest to, but not less than 1/3 (one third) (excluding those Directors appointed in terms of clause 22.4) shall retire from office”. Clause 22.2.3 states that “. . .Retiring Directors may be re-elected, provided they are eligible.”

4 Brief biographies of directors who have offered themselves for re-election are included on pages 34 to 37 of the abridged annual integrated report in which this notice is included.

The Nomination, Governance, Social and Ethics Committee of the board has reviewed the composition of the board against corporate governance and transformation requirements and has recommended the re-election of the directors listed above to the board. It is the view of the board that the re-election of the directors referred to above would:

- provide continuity on the board, both with respect to management and non-executive directors;
- 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
- enable the company to 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 vote on the election, each by way of a separate vote, of the following directors⁵ who were appointed by the board after the previous annual general meeting in terms of clause 22.4.1 and who will cease to hold office at the end of the annual general meeting, unless they are elected at the annual general meeting:

4.1 Mr B Nqwababa

4.2 Ms NNA Matyumza

Mr Nqwababa was appointed as a director and a member of Sasol's Audit Committee on 5 December 2013. On 26 September 2014, the board appointed him as Chief Financial Officer designate, upon which he stepped down from the board and the Audit Committee. Mr Nqwababa's appointment as director and Chief Financial Officer will become effective 1 March 2015 or such earlier date as may be agreed upon by him and the company. The Acting Chief Financial Officer, Mr P Victor, will step down as a director on that date.

Ms Matyumza was appointed as a director on 8 September 2014 to fill a vacancy on the board. On 26 September 2014, she was also appointed as a member of the Audit Committee to fill the vacancy arising from Mr Nqwababa's resignation from the Audit Committee.

- 5** To vote on the appointment of PricewaterhouseCoopers Inc to act as the independent auditor of the company until the next annual general meeting. The auditor will be reappointed automatically without any resolution being passed if none of the circumstances set out in section 90(6) of the Act apply as at the date of the annual general meeting.

- 6** To vote on the election, each by way of a separate vote, of the members of the Audit Committee of the company, to hold office until the end of the next annual general meeting, namely:

6.1 Mr C Beggs (subject to him being re-elected as a director in terms of resolution number 3.1);

6.2 Ms NNA Matyumza (subject to her being elected as a director in terms of resolution number 4.2);

6.3 Ms IN Mkhize;

6.4 Mr MJN Njeke;

6.5 Mr S Westwell.

At the date of this notice, there are no vacancies on the Audit Committee.

The board has reviewed the proposed composition of the Audit Committee against the requirements of the Act and the Regulations⁶, as well as the United States corporate governance requirements that apply to the company, and has confirmed that the proposed Audit Committee will comply with the relevant requirements, and has the necessary knowledge, skills and experience to enable the committee to perform its duties in terms of the Act. The board recommends the election by holders of the directors listed above as members of the Audit Committee, to hold office until the end of the next annual general meeting.

7 Non-binding advisory vote

Endorsement of remuneration policy

"To endorse on an advisory basis the company's remuneration policy (excluding the remuneration of the non-executive directors for their services as directors and members of board committees and the Audit Committee) and its implementation⁷."

Motivation for advisory endorsement

In terms of the King Code of Governance Principles for South Africa 2009, an advisory vote should be obtained from shareholders on the company's annual remuneration policy. The vote allows shareholders to express their views on the remuneration policies adopted and their implementation, but will not be binding on the company.

- 8** To consider and, if approved, to pass with or without modification the resolutions set out below, in the manner required by the Act, as read with the Listings Requirements:

⁵ Brief biographies are included on pages 34 to 37 of the abridged annual integrated report in which this notice is included.

⁶ Sections 94(4) and 94(5) of the Act read with Regulation 42 of the Regulations.

⁷ The remuneration policy appears on pages 57 to 82 of the annual financial statements that are available on Sasol's website at www.sasol.com. A summary is included on pages 40 to 51 of the abridged annual integrated report in which this notice is included.

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8.1 Special resolution number 1

Approval of non-executive directors' remuneration

"Resolved that for the period commencing 1 July 2014 until this resolution is replaced, the remuneration payable to non-executive directors of the company for their services as directors is as follows:

	Amount approved by holders at the annual general meeting held on 22 November 2013 ⁸	For the period 1 July 2014 to 30 June 2015 the annual amount set out below, and from 1 July 2015 until this resolution is replaced, the annual amount set out below pro-rated
Remuneration payable to non-executive directors for their services as directors		
Chairman	R4 800 000	R4 900 000
Non-executive directors (resident)	R490 000	R530 000
Non-executive directors (non-resident)	US\$143 000	US\$147 000
Lead independent director (resident) (in addition to the above applicable non-executive director's remuneration)	R168 000	R170 000
Lead independent director (non-resident) (in addition to the above applicable non-executive director's remuneration)	US\$50 050	US\$51 000
Chairman of the Audit Committee (resident)	R388 000	R398 000
Chairman of the Audit Committee (non-resident)	US\$53 000	US\$54 000
Chairman of the Remuneration Committee (resident)	R260 000	R272 000
Chairman of the Remuneration Committee (non-resident)	US\$40 000	US\$41 000
Members of the Remuneration Committee (resident)	R130 000	R136 000
Members of the Remuneration Committee (non-resident)	US\$20 000	US\$20 500
Audit Committee members (resident)	R194 000	R199 000
Audit Committee members (non-resident)	US\$26 500	US\$27 000
Chairman of other board committees (resident)	R225 000	R234 000
Chairman of other board committees (non-resident)	US\$36 000	US\$37 000
Members of other board committees (resident)	R112 500	R117 000
Members of other board committees (non-resident)	US\$18 000	US\$18 500
Trustee of the Sasol Share Incentive Trust (resident and non-resident)	R67 000	R67 000
Members/attendance of formal ad hoc committee meetings and board meetings	R19 700	R21 000

⁸ Shown here for the purpose of comparison. These amounts will be valid until replaced, up to a maximum period of two years.

This resolution is proposed in order to comply with the requirements of the Act. In terms of section 65(11)(h) of the Act, read with sections 66(8) and 66(9) of the Act, remuneration may only be paid to directors for their services as directors in accordance with a special resolution approved by the holders within the previous 2 (two) years and, only if this is not prohibited in terms of the company's existing MOI.

The payment of remuneration to directors for their services as directors is not prohibited by the company's MOI. This special resolution number 1 applies only to non-executive directors, as executive directors are required to attend meetings as part of their terms of employment and do not receive remuneration for their services as directors in addition to salaries they receive by virtue of their employment by the company.

Should the holders approve the payment of remuneration to non-executive directors, they will be paid the pro-rated increased remuneration in respect of the period 1 July 2014 to 21 November 2014 retroactively.

The proposed directors' remuneration payable to non-executive directors is based on best practice and aimed at ensuring fair and competitive remuneration practices. It is important for the company to attract new non-executive directors and retain non-executive directors with the relevant capabilities, skills and experience required to effectively conduct the business of the board and lead the company according to its strategic priorities.

Should holders not approve this special resolution number 1, the non-executive directors' remuneration will remain unchanged from the remuneration approved by holders on 21 November 2013.

8.2 Special resolution number 2

Financial assistance to be granted by the company in terms of sections 44 and 45 of the Act

"To authorise, to the extent required in terms of sections 44 and 45 of the Act, the board (or any person/s authorised by the board to do so), as it in its discretion thinks fit, but subject to compliance with the requirements of the MOI, the Act and the statutory requirements and Listings Requirements applicable to the company pursuant to the shares in the capital of the company being listed on any recognised stock exchange from time to time, to grant authority to the company to provide:

- financial assistance as contemplated in section 44 of the Act to any person approved by the board (or any person or persons to whom the board has delegated the power to approve recipients of the financial assistance); and
- direct or indirect financial assistance as contemplated in section 45 of the Act –
 - to a related or inter-related company or corporation as contemplated in the Act; and/or
 - to a member of such a related or inter-related company or corporation; and/or
 - to a director or prescribed officer of the company or of a related or inter-related company; and/or
 - to a person related to any such company, corporation, member, director or prescribed officer, for any purpose in the normal course of business of the Sasol group, including any black economic empowerment transaction, at any time during a period of 2 (two) years following the date on which this special resolution is passed.

The board will, before making any such financial assistance available satisfy itself that:

1. immediately after providing the financial assistance, the company will satisfy the solvency and liquidity test in the Act; and
2. the terms under which the financial assistance is proposed to be given are fair and reasonable to the company."

Reason for and effect of special resolution number 2

Special resolution number 2 is proposed in order to comply with the requirements of sections 44 and 45 of the Act.

Any such financial assistance will not be given in contravention of any statutory requirement and/or Listings Requirements applicable to the company pursuant to the shares in the capital of the company being listed on any recognised stock exchange from time to time.

Sections 44 and 45 of the Act both provide inter alia that the particular financial assistance must be approved by a special resolution of the holders, adopted within the previous 2 (two) years, which approved such financial assistance either for the specific recipient, or generally for a category of potential recipients, and the specific recipient falls within that category.

In the normal course of business or in relation to existing black economic empowerment transactions, the company may be required to grant financial assistance:

- as contemplated in section 44, to any person approved by the board (or any person or persons to whom the board has delegated the power to approve recipients of the financial assistance); or
- as contemplated in section 45, to any of the company's related or inter-related companies and/or corporations, and/or to directors or prescribed officers of the company or of a related or inter-related company and/or to persons related to such companies, corporations, members, directors and/or prescribed officers (collectively, "Related and Inter-Related Persons")

including but not limited to financial assistance in the form of, amongst others, loans, guarantees in favour of third parties, such as financial institutions, service providers and counterparties (in respect to the provision of banking facilities, acquisition transactions, project financing, debt capital transactions, structured financing transactions and the refinancing or restructuring of existing financing transactions) for the obligations of any person approved by the board (or any person or persons to whom the board has delegated the power to approve recipients of the financial assistance) or, Related and Inter-Related Persons. Special resolution number 2 will enable the company to provide such financial assistance to these persons, for any purpose in the normal course of business of the Sasol group, including facilitating effective day-to-day operations and organisation of its internal financial administration and in relation to black economic empowerment transactions to the extent required in terms of sections 44 and 45 of the Act, as the case may be.

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8.3 Special resolution number 3

Amendments to clause 26 of the memorandum of incorporation

"That sub clauses 26.3, 26.4 and 26.5 of the MOI of the company be amended with effect from the date of the filing of the notice of amendment with the Companies and Intellectual Property Commission as follows:

8.4.1 The deletion of clause 26.3 thereof and the substitution thereof with the following clause:

"26.3 The Board must appoint a president and chief executive officer and a chief financial officer, both of whom shall be Directors, (provided always that the number of Directors appointed as the holders of any such executive office, including a chairman who holds an executive office, but not a chairman who is a non-executive Director, shall at all times comply with clause 22.1.1) at such remuneration (whether by way of salary or commission, or participation in profits or partly in one way and partly in another) and generally on such terms it may think fit, and it may be made a term of his appointment that he be paid a pension, gratuity or other benefit on his retirement from office."

8.4.2 The deletion of clause 26.4 thereof and the substitution thereof with the following clause:

"26.4 The Board may from time to time remove or dismiss a Director from any executive office referred to in clause 26.3 and appoint another or others in his or their place or places at such remuneration and on such terms as it may think fit. A Director appointed in an executive office is subject to the same provisions as to retirement by rotation and removal from office as other Directors of the Company. If the president and chief executive officer or the chief financial officer for any reason ceases to hold office as Director, he shall ipso facto immediately cease to be the president and chief executive officer or the chief financial officer, as the case may be."

8.4.3 The amendment of the titles of the executive officers in clause 26.5 thereof, after which the clause will read as follows:

"26.5 The Board may from time to time entrust to and confer upon a president and chief executive officer, chief financial officer, manager or Director holding a similar executive office any of the powers vested in the Directors as it may think fit for a period of time and to be exercised for general or specific objects and upon such terms and with such restrictions as it may think fit."

Reason for and effect of special resolution number 3

The amendments to clause 26 of the MOI are proposed in order to remove the five-year limit on the term of office of a director appointed in an executive office and who is also a salaried employee of the company.

The passing of this special resolution number 3 will have the effect of placing a director appointed in an executive office in the same position as other executives of the company insofar as their term of office is concerned.

The amendments also align the titles of the President and Chief Executive Officer and the Chief Financial Officer with the titles used by Sasol.

Shareholders are alerted to their rights in terms of section 164 read with section 37(8) of the Act in terms of which, if any of the proposed amendments to the existing MOI will materially and adversely alter the preferences, rights, limitations or other terms of the company's shares, then at any time before this resolution is to be voted on, a dissenting shareholder may give the company a written notice objecting to this resolution and such dissenting shareholder will have the rights more fully set out in section 164 of the Act. The company has not considered whether the proposed changes to be made to clause 26 of the MOI might be considered by shareholders to be adverse as contemplated in section 164 of the Act. Shareholders should conduct their own analysis of the proposed amendments to the MOI.

8.4 Special resolution number 4

Amendments to clause 29.4.2 of the memorandum of incorporation

"That sub clause 29.4.2 of the MOI of the company be amended with effect from the date of the filing of the notice of amendment with the Companies and Intellectual Property Commission by the deletion of clause 29.4.2 thereof and the substitution thereof with the following clause:

"29.4.2 If no chairman, vice-chairman or lead independent non-executive Director is elected, or if at any meeting the chairman or vice-chairman has given notice of their inability to be present at the meeting, or the chairman or vice-chairman is not present within 5 (five) minutes after the time appointed for holding it, or the chairman or vice-chairman is present at the Directors meeting but is unwilling to act as chairman, the Directors present may choose one of their number to be chairman of the meeting. If an interim vacancy in the office of chairman, vice-chairman or lead independent non-executive Director arises, the Directors may elect a chairman, vice-chairman or lead independent non-executive Director, as the case may be."

Reason for and effect of special resolution number 5

The amendments to clause 29.4.2 of the MOI are proposed in order to clarify that both a lead independent director and a vice-chairman can be appointed, or that they can be appointed in the alternative. This will allow the board to appoint a vice-chairman or a lead independent director, or both, as the circumstances at the time may dictate.

Shareholders are alerted to their rights in terms of section 164 read with section 37(8) of the Act in terms of which, if any of the proposed amendments to the existing MOI will materially and adversely alter the preferences, rights, limitations or other terms of the company's shares, then at any time before this resolution is to be voted on, a dissenting shareholder may give the company a written notice objecting to this resolution and such dissenting shareholder will have the rights more fully set out in section 164 of the Act. The company has not considered whether the proposed changes to be made to clause 29.4.2 of the MOI might be considered by shareholders to be adverse as contemplated in section 164 of the Act. Shareholders should conduct their own analysis of the proposed amendments to the MOI.

8.5 Special resolution number 5

Approval for acquisition of the company's ordinary shares and Sasol BEE ordinary shares

"That, as required by clause 37 of the company's MOI, the board is authorised, as it in its discretion deems fit, but subject to compliance with the requirements of the company's MOI, section 48 of the Act, and the Listings Requirements, to approve the general repurchase by the company or purchase by any of its subsidiaries, ("repurchase") of any of the company's ordinary shares and/or Sasol BEE ordinary shares (individually or collectively, as the context may require, "shares"), provided that:

1. the repurchase shall be limited to a maximum of 10% (ten per cent) of the company's issued shares in the applicable class at the time that this authority is granted in any one financial year;
2. no voting rights attached to the company's shares repurchased by a subsidiary of the company may be exercised while shares are held by the subsidiary, and it remains a subsidiary of the company;
3. the repurchase of shares may not be effected during a prohibited period, unless such repurchase is done in accordance with the Listings Requirements;
4. the repurchase must 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);
5. any repurchase may not be made at a price greater than 10% (ten per cent) above the weighted average of the market value of the shares for the 5 (five) business days immediately preceding the date on which the repurchase transaction is effected;
6. such details as may be required in terms of the Listings Requirements are announced when the company or its subsidiaries have repurchased an aggregate of 3% (three per cent) of shares in issue at the time the authority is given;
7. this general authority granted to the board will endure from the date of passing of this special resolution until the next annual general meeting, but shall not be valid for a period greater than 15 (fifteen) months from the date of the passing of this special resolution;
8. at any point in time, the company may only appoint one agent to effect any repurchase(s) on its behalf;

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9. the board by resolution has authorised the repurchase and acknowledged that it has applied the solvency and liquidity test and reasonably concluded that the company and its subsidiaries will satisfy the solvency and liquidity test immediately after the repurchase and subject to the board reconsidering the solvency and liquidity test at the time of any repurchase and that since the test was performed there have been no material changes to the financial position of the group; and
10. the general authority granted to the board may be varied or revoked, by special resolution, at any time prior to the next annual general meeting of the company.”

Reason for and effect of special resolution number 5

This resolution is proposed in order to enable the board to approve the acquisition of the company’s ordinary shares and/or Sasol BEE ordinary shares by the company or by any of its subsidiaries, up to and including the date of the next annual general meeting of the company, but shall not be valid for a period greater than 15 (fifteen) months from the date of the passing of this special resolution number 5, subject to the conditions set out in paragraphs 1 to 10 above.

In terms of section 5.72(c) of the Listings Requirements, a special resolution is required to approve a general repurchase by the company of its securities, which shall be valid only until the next annual general meeting, but shall not be valid for a period greater than 15 (fifteen) months from the date of the passing of this resolution.

In terms of the Act, the board must make a determination to acquire its shares only if it reasonably appears that the company will satisfy the solvency and liquidity test immediately after completing the proposed acquisition and the board has acknowledged by resolution, that it has applied, and reasonably concluded that the company will satisfy, the solvency and liquidity test immediately after completing the proposed acquisition in accordance with the Act.

This special resolution number 5 will authorise the board to approve a repurchase of up to a maximum of 10% (ten per cent) of the company’s issued shares on the open market in accordance with the Act and the Listings Requirements, until the next annual general meeting of the company, but shall not be valid for a period greater than 15 (fifteen) months from the date of the passing of this special resolution number 5.

This general authority to acquire the company’s shares replaces the general authority granted at the annual general meeting of the company held on 22 November 2013.

Statement of intent

The board will implement a general repurchase of the company’s shares only if prevailing circumstances (including market conditions and the tax dispensation) warrant it. The directors are of the opinion, after considering the effect of such general 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 their debts for a period of 12 (twelve) months after the date of the notice of the annual general meeting;
- b) the assets of the company and the Sasol group as fairly valued will exceed the liabilities of the company and the Sasol group as fairly valued, respectively, for a period of 12 (twelve) months after the date of the notice of the annual general meeting, both assets and liabilities being recognised and measured in accordance with the accounting policies used in the latest audited annual group financial statements and with International Financial Reporting Standards;
- c) the company and the Sasol group will have adequate share capital and reserves for ordinary business purposes for a period of 12 (twelve) months after the date of the notice of the annual general meeting;
- d) working capital of the company and the Sasol group will be adequate for ordinary business purposes for a period of 12 (twelve) months after the date of the notice of the annual general meeting; and
- e) a resolution being passed by the board that it authorised the repurchase of shares, that the company and its subsidiaries have passed the solvency and liquidity test and that since the test was performed there have been no material changes to the financial position of the Sasol group.

For the purposes of considering special resolution number 5 and in compliance with section 11.26 of the Listings Requirements, the information listed below is provided or has been included in the abridged annual integrated report with which this notice of annual general meeting is distributed, at the places indicated:

- Major shareholders as at 30 June 2014 were as follows:

	Number of shares	% of ordinary shares	% of total issued securities
Government Employees Pension Fund	93 978 508	14,5	13,8
Industrial Development Corporation of South Africa Limited	53 266 887	8,2	7,8

No individual shareholder's beneficial shareholding in the Sasol BEE ordinary shares is equal to or exceeds 5%. All the issued Sasol preferred ordinary shares are held by entities created for the purposes of the Sasol Inzalo BEE transaction;

- 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 2014 were published on 8 September 2014;
- The share capital of the company as at 30 June 2014 was as follows:

Share capital	2014
Authorised	
Sasol ordinary shares of no par value	1 127 690 590
Sasol preferred ordinary shares of no par value	28 385 646
Sasol BEE ordinary shares of no par value	18 923 764
	1 175 000 000
Issued	
Shares issued at beginning of year	
Issued in terms of the Sasol Share Incentive Scheme	
Shares issued at end of year	
Comprising	
Sasol ordinary shares of no par value	650 550 166
Sasol preferred ordinary shares of no par value	25 547 081
Sasol BEE ordinary shares of no par value	2 838 565
Held in reserve	
Allocated to the Sasol Share Incentive Scheme	
Unissued shares	
Sasol ordinary shares of no par value	
Sasol preferred ordinary shares of no par value	2 838 565
Sasol BEE ordinary shares of no par value	16 085 199

- The directors collectively and individually accept full responsibility for the accuracy of the information relating to this special resolution number 5 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 number 5 contains all information required by law and the Listings Requirements.

NOTICE OF THE ANNUAL GENERAL MEETING continued

8.6 Special resolution number 6

The company acquiring its shares from a director or prescribed officer

"That, when any general repurchase by the company of its shares takes place in accordance with special resolution number 6, the board is authorised, as required by section 48(8)(a) of the Act, to approve the purchase by the company of its issued shares from a director and/or a prescribed officer of the company, and/or person related to a director or prescribed officer of the company, subject to the provisions of the MOI, the Act, and requirements of the Listings Requirements."

Reason for and effect of special resolution number 6

This resolution is proposed in order to enable the board, from the date of passing of this special resolution number 6 until the date of the next annual general meeting of the company, (such resolution not to be valid for a period greater than 15 (fifteen) months from the date of the passing of this special resolution number 6), to approve the acquisition by the company of its shares from a director and/or a prescribed officer of the company, and/or a person related to any of them when a general repurchase by the company of the company's shares takes place in accordance with special resolution number 6.

Section 48(8)(a) of the Act provides inter alia that a decision by the board to acquire securities of the company from a director or prescribed officer of the company, or a person related to a director or prescribed officer of the company, must be approved by a special resolution of the shareholders of the company. When a general repurchase by the company of the company's shares takes place in accordance with special resolution number 5, the company may inadvertently acquire shares from a director and/or a prescribed officer of the company, and/or a person related to a director or prescribed officer of the company and such repurchase must, in terms of the Act, be approved by a special resolution of the shareholders.

In terms of the Act, the board must make a determination for the company to acquire securities issued by the company only if it reasonably appears that the company will satisfy the solvency and liquidity test immediately after completing the proposed acquisition and the board has acknowledged by resolution, that it has applied, and reasonably concluded that the company will satisfy, the solvency and liquidity test immediately after completing the proposed acquisition in accordance with the Act.

The board has no specific intention of acquiring shares from a director and/or a prescribed officer of the company, and/or any person related to them. The authority is intended to provide for instances where shares are inadvertently acquired from directors and/or prescribed officers and/or persons related to any of them during the execution of a general share repurchase programme in accordance with the authority provided for in special resolution number 5.

By order of the board

10 October 2014

Notes to notice of the annual general meeting

1. This document is addressed to all holders.
2. If you are a holder of Sasol certificated securities or hold Sasol dematerialised securities in your own name and are unable to attend the general meeting and wish to be represented thereat, you must complete and return the attached proxy form in accordance with the instructions therein and lodge it with the share registrars. You may appoint one or more persons concurrently as proxies, and you may appoint more than one proxy to exercise voting rights attached to different securities held by you. Note that a proxy need not be a shareholder.
3. If you do not hold your Sasol dematerialised securities in your own name, you should inform your broker or central securities depository participant (CSD Participant) of your intention to attend the annual general meeting in order for your broker or CSD Participant to be able to issue you with the necessary authorisation to enable you to attend the annual general meeting or, alternatively, should you not wish to attend the annual general meeting, you should provide your broker or CSD Participant with your voting instructions.
4. If you are a beneficial holder of certificated Sasol securities you may attend and vote at the annual general meeting only to the extent that:
 - a. your beneficial interest includes the right to vote on the matters in this document; and
 - b. your name is on the company's register of disclosures as the holder of the beneficial interest, or you hold a proxy appointment in respect of the matters in this document from the registered holder of the Sasol securities.
5. If you have disposed of all of your Sasol securities, this document should be handed to the purchaser of such Sasol securities or to the broker, CSD Participant, banker, attorney, accountant or other person through whom the disposal was effected.
6. If you are in any doubt as to what action you should take arising from this document, please immediately consult your broker, CSD Participant, banker, attorney, accountant or other appropriate professional advisor.
7. In accordance with section 63(1) of the Act, before any person may attend or participate in the annual general meeting, that person must present reasonably satisfactory identification and the person presiding at the meeting must be reasonably satisfied that the right of that person to participate and vote, either as a holder or proxy has been reasonably verified. Without limiting the generality hereof, the company will accept a valid South African identity document, a valid driver's licence or a valid passport as satisfactory identification.
8. In accordance with sections 61(10) and 63(3) of the Act, you or your proxy/ies, may participate in the annual general meeting by electronic means. Teleconference facilities will be available for this purpose, and may be accessed at your cost, for the duration of the annual general meeting, subject to the arrangements in respect of identification and practicality as referred to in paragraphs a to d below.
 - a) In order for Sasol to arrange electronic participation, holders must deliver written notice to Computershare Investor Services (Pty) Ltd by 09:00 on Friday, 14 November 2014 to indicate that they wish to participate by means of electronic communication at the annual general meeting.
 - b) The written notice referred to in a above must contain:
 - i) a certified copy of you or your proxy's/ies' South African identity document/s or passport if the holder is an individual;
 - ii) a certified copy of a resolution or letter of representation/proxy given by the holder if you are a company or other juristic person and a certified copy of the identity documents or passports of the persons who passed the relevant resolution. The authority resolution must set out who is authorised to represent you at the annual general meeting via electronic communication if you are a company or other juristic person;
 - iii) your valid e-mail address and/or facsimile number and/or telephone number; and
 - iv) an indication that you or your proxy/ies wish/es not only to attend or participate in the meeting by means of electronic communication, but also to vote by means of electronic communication.
 - c) the company shall notify you, if you have delivered a valid written notice in terms of paragraph b above, by no later than 24 (twenty four) hours before the annual general meeting of the relevant dial-in details as well as the passcodes through which you or your proxy/ies can participate via electronic communication and of the process for participation via electronic communication.

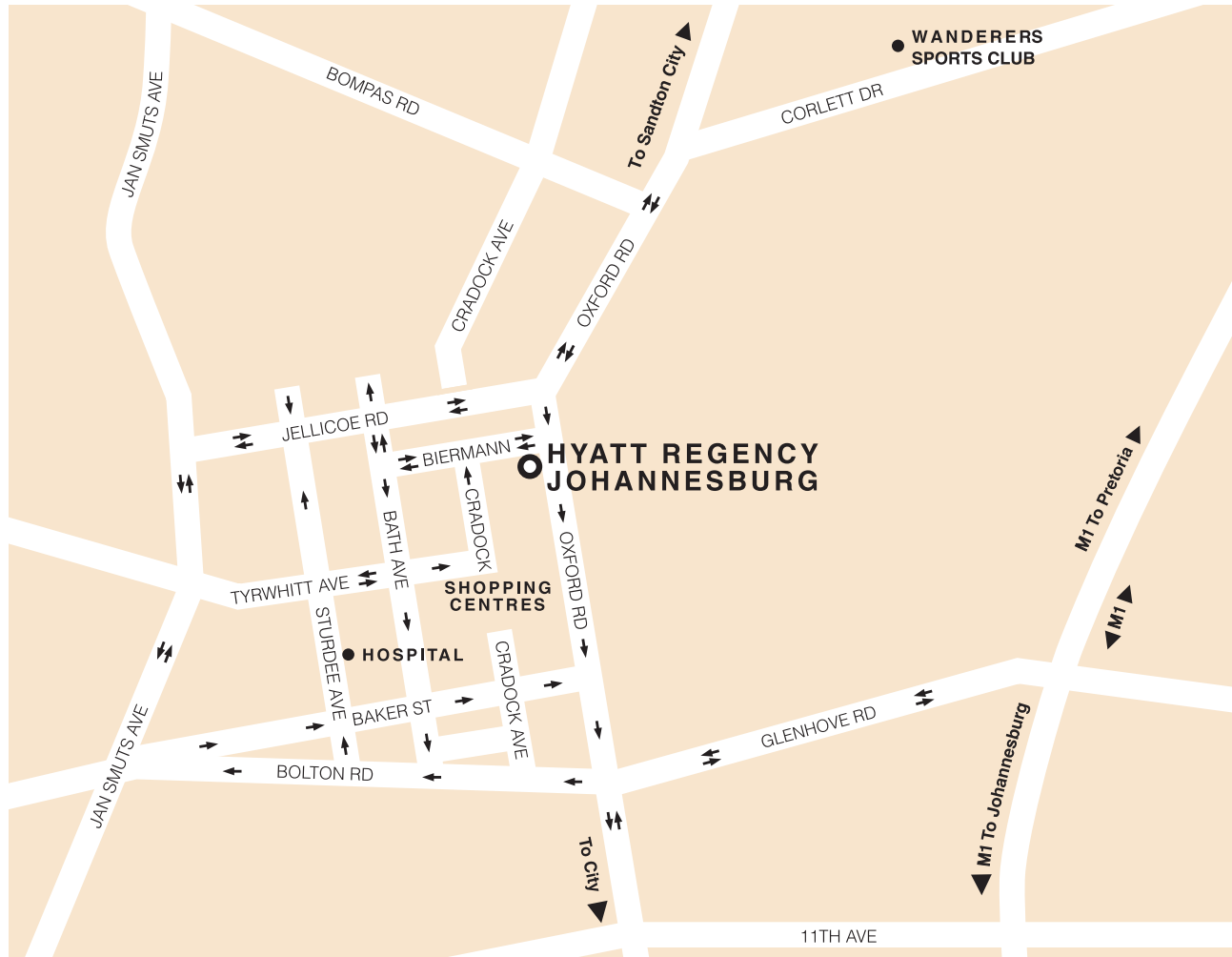
- d) Should you or your proxy/ies wish to participate in the annual general meeting by way of electronic communication as aforesaid, you or your proxy/ies, will be required to dial in with the details provided by the company as referred to in c above by not later than 15 minutes prior to the commencement of the annual general meeting, during which time registration will take place.
9. See Appendix 1 for a map of the location of the venue of the meeting. An electronic copy may be obtained from Sasol's website at www.sasol.com.
 10. Registration for those attending the meeting physically will commence two hours before the meeting and we request that you or your proxy/ies register by not later than 15 minutes before the start of the annual general meeting. If you or your proxy/ies attend the annual general meeting physically, you and your proxy/ies must comply with the requirements under paragraph 7 above to expedite registration.
 11. 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.
 12. The company does not accept responsibility and will not be liable for any failure on the part of the broker, CSD Participant, banker, attorney, accountant or other appropriate professional advisor of any holder of dematerialised securities to notify the holder thereof of the contents of this document.

Appendix 1 – Location of the annual general meeting

Hyatt Regency Johannesburg

191 Oxford Road, Rosebank

Johannesburg, South Africa 2132



Transfers to Hyatt Regency Johannesburg

From O.R. Tambo International Airport:

- Take R24 towards Johannesburg
- Follow N3/N12 south
- Take M2 west towards Bloemfontein
- Take M1 north towards Pretoria
- Exit Corlett Drive (after 11th Avenue) and turn left
- Turn left into Oxford Road
- Turn right into Bierman Avenue
- Hyatt Regency Johannesburg is immediately on your left

From Sandton:

- Take Rivonia Road in a southerly direction – this will become Oxford Road
- Turn right into Bierman Avenue
- Hyatt Regency Johannesburg is immediately on your left

From Pretoria:

- Take N1 south
- Continue towards Johannesburg on M1
- Exit Corlett Drive (after Corlett Drive & Athol-Oaklands off-ramp) and turn right
- Turn left into Oxford Road
- Turn right into Bierman Avenue
- Hyatt Regency Johannesburg is immediately on your left

From Johannesburg CBD:

- Take M1 north towards Pretoria
- Exit Corlett Drive (after 11th Avenue) and turn left
- Turn left into Oxford Road
- Turn right into Bierman Avenue
- Hyatt Regency Johannesburg is immediately on your left

Form of proxy

for annual general meeting

Sasol Limited
Registration Number 1979/003231/06
("Sasol" or "the Company")
Share codes: JSE: SOL; SOLBEI NYSE: SSL
ISIN codes: ZAE000006896 US8038663006

I/We

(Please print – full names)

of (address)

appoint

or failing him/her the chairman of the meeting as my/our proxy to attend, participate in 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, 21 November 2014 at 09:00, South African time (see note 4), as follows:

	Number of voting rights (insert)		
	For	Against	Abstain
3. To elect each by way of a separate vote, the following directors retiring in terms of clause 22.2.1 of the company's memorandum of incorporation:			
3.1 C Beggs			
3.2 DE Constable			
3.3 HG Dijkgraaf			
3.4 ZM Mkhize			
3.5 PJ Robertson			
4. To elect each by way of a separate vote, the following directors appointed by the board in terms of clause 22.4.1 of the company's memorandum of incorporation during the course of the year, and who will cease to hold office at the end of the annual general meeting:			
4.1 Mr B Nqwababa			
4.2 Ms NNA Matyumza			
5. To appoint PricewaterhouseCoopers Inc to act as independent auditors of the company until the end of the next annual general meeting.			
6. To elect each by way of a separate vote, the members of the audit committee:			
6.1 C Beggs (subject to his being re-elected as a director)			
6.2 Ms NNA Matyumza (subject to her being elected as a director)			
6.3 IN Mkhize			
6.4 MJN Njeke			
6.5 S Westwell			
7. Advisory endorsement – to endorse, on a non-binding advisory basis, the company's remuneration policy.			
8. Special resolutions			
8.1 Special resolution number 1 – to approve the remuneration payable to non-executive directors of the company for their services as directors for the period 1 July 2014 until this resolution is replaced.			
8.2 Special resolution number 2 – to authorise the board to grant authority to the company to provide: financial assistance as contemplated in section 44 of the Act; and direct or indirect financial assistance as contemplated in section 45 of the Act to its related and inter-related companies and/or corporations, and/or to members of such related or inter-related companies and/or corporations and/or to directors or prescribed officers of the company or of a related or inter-related company and/or to persons related to such companies, corporations, members, directors and/or prescribed officers.			
8.3 Special resolution number 3 – to amend clause 26 of the memorandum of incorporation of the company.			
8.4 Special resolution number 4 – to amend clause 29.4.2 of the memorandum of incorporation of the company.			
8.5 Special resolution number 5 – to authorise the board to approve the general repurchase by the company or purchase by any of its subsidiaries, of any of the company's ordinary shares and/or Sasol BEE ordinary shares.			
8.6 Special resolution number 6 – to authorise the board to approve the purchase by the company (as part of a general repurchase in accordance with special resolution number 5), of its issued shares from a director and/or a prescribed officer of the company, and/or persons related to a director or prescribed officer of the company.			

Signed at

on

2014

Signature

Assisted by me (where applicable)

Each holder entitled to attend and vote at the meeting is entitled to appoint one or more individuals as proxy/ies to attend, participate in, speak and vote or abstain from voting in his/her/its stead. A proxy need not be a person entitled to vote at the meeting.

My/our proxy may (subject to any restriction set out herein)/may not delegate the proxy's authority to act on behalf of me/us to another person (delete as appropriate).

This form of proxy will lapse and cease to be of force and effect immediately after the annual general meeting of the company to be held at the Hyatt Regency Hotel, 191 Oxford Road, Rosebank, Johannesburg, South Africa on Friday, 21 November 2014 at 09:00 or any adjournment(s) thereof, unless it is revoked earlier.

Notes to the form of proxy

1. Holders are advised that the company has appointed Computershare Investor Services (Pty) Limited as its proxy solicitation agent.
2. Proxy appointment must be in writing, dated and signed by the holder.
3. Forms of proxy must be presented to a representative of Computershare Investor Services (Pty) Limited to be received on or before 09:00 on Wednesday, 19 November 2014, or may be presented to a representative of Computershare Investor Services (Pty) Ltd at Hyatt Regency Hotel, 191 Oxford Road, Rosebank , Johannesburg, South Africa before the commencement of the meeting.
4. A holder may insert the name of a proxy or the names of two alternative proxies of the holder's choice in the space provided, with or without deleting 'the chairman of the meeting.' Any such deletion must be initialled by the holder.
5. A holder's instruction to the proxy must be indicated by the insertion of the relevant percentage of voting rights exercisable by that holder 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 holder's voting rights 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.
6. A holder or his proxy is not obliged to use all the voting rights exercisable by the holder or by his proxy, but the total of the voting rights cast and in respect whereof abstention is recorded may not exceed the total of the voting rights exercisable by the holder or by his proxy.
7. A holder'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. The completion and lodging of this form of proxy will not preclude the relevant holder from attending the meeting and speaking and voting in person thereat and the exclusion of any proxy appointed in terms hereof should such holder wish to do so.
9. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form. Without limiting the generality hereof, the company will accept a valid identity document, a valid driver's licence or a valid passport as satisfactory identification.
10. Any alteration to this form must be initialled by the signatory(ies).
11. A holder may revoke the proxy appointment by:
 - (i) cancelling it in writing, or making a later inconsistent appointment of a proxy; and
 - (ii) delivering a copy of the revocation instrument to the proxy/ies and to the company at the Hyatt Regency Hotel, 191 Oxford Road, Rosebank, Johannesburg, South Africa , to be received before the replacement proxy exercises any rights of the holder at the annual general meeting of the company to be held at the Hyatt Regency Hotel, 191 Oxford Road, Rosebank, Johannesburg, South Africa at 09:00 or any adjournment(s) thereof.
12. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's/proxies' authority to act on behalf of the shareholder as of the later of: (i) the date stated in the revocation instrument, if any; or (ii) the date on which the revocation instrument was delivered as required in paragraph 11 (ii).

To be lodged with:

Computershare Investor Services (Pty) Limited

PO Box 61051 Marshalltown 2107
70 Marshall Street Johannesburg 2001

Shareholder information helpline

We have reserved 0861 100 933 as our information helpline. For assistance with annual general meeting queries and forms of proxy:

Telephone: +27(0)11 370 5511

Telefax: +27(0)11 688 5238

email: solutions@computershare.co.za