

FULBRIGHT & JAWORSKI L

A REGISTERED LIMITED LIABILITY PARTNERSH
666 FIFTH AVENUE, 31ST FLOOR
NEW YORK, NEW YORK 10103-3198
WWW.FULBRIGHT.COM



CTAYLOR@FULBRIGHT.COM
DIRECT DIAL: (212) 318-3138

TELEPHONE: (212) 318-3000
FACSIMILE: (212) 318-3400

September 30, 2008

VIA FEDERAL EXPRESS

Securities and Exchange Commission
Division of Corporation Finance
100 F Street, NE
Washington, D.C. 20549

**RE: Barloworld Limited
File No. 82-35039**

886
Mail Processing
Section

OCT 01 2008

PROCESSED

Washington, DC
105

OCT 15 2008 SA

THOMSON REUTERS

SUPPL

Dear Madam or Sir:

Pursuant to Rule 12g3-2(b) promulgated under the Securities Exchange Act of 1934, as amended, we hereby furnish to the Securities and Exchange Commission, on behalf of Barloworld Limited, the documents listed on Schedule A.

Kindly acknowledge receipt of the enclosed materials by date-stamping the attached copy of this letter and returning it to the undersigned in the enclosed self-addressed, postage-paid envelope. If you have any questions, please call the undersigned at (212) 318-3138.

Very truly yours,

Cybil Taylor

Enclosures

cc: Sibani Mngomezulu



COMPANIES AND INTELLECTUAL
PROPERTY REGISTRATION OFFICE

a member of the dti group

Date: 23/07/2008

Our Reference: 17076444

Box: 100202

Sequence: 5

BARLOWORLD LIMITED
To be collected: BAW

RE: Amendment to Company Information
Company Number: 1918/000095/06
Company Name: BARLOWORLD

We have received a CM15 (Return of allotment of shares) from you dated 03/07/2008.
The CM15 was accepted and placed on file.

Yours truly

Registrar of Companies

CMS

Please Note:

The attached certificate can be validated on the CIPRO web site at www.cipro.co.za.
The contents of the attached certificate was electronically transmitted to the South African Revenue Services.

SEC
Mail Processing
Section

OCT 01 2008

Washington, DC
105



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:

Registrar of Companies & Close Corporations

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 258, PRETORIA.

Call Centre 1 e1 086 184 3384, Website www.cipro.co.za, WAP www.cipro.co.za/mobile

Certificate issued by the Registrar of Companies & Close Corporations on Wednesday, July 23, 2008 02:51
Certificate of Confirmation



COMPANIES AND INTELLECTUAL
PROPERTY REGISTRATION OFFICE

a member of the dti group

Registration number 1918 / 000095 / 06

Enterprise Name BARLOWORLD

Enterprise Shortened Name None provided.

Enterprise Translated Name None provided.

Registration Date 29/08/1918

Business Start Date 29/08/1918

Enterprise Type Public Company

Enterprise Status In Business

Financial year end September

Main Business/Main Object FINANCIAL INTERMEDIATION, EXCEPT INSURANCE AND PENSION FUNDING
 FINANCIAL INTERMEDIATION, EXCEPT INSURANCE AND PENSION FUNDING

Postal address P O BOX 782248
 SANDTON
 2146

Address of registered office BARLOW OLD CORPORATE OFFICE
 180 KATHERINE STR
 SANDTON
 2146

SEC
Mail Processing
Section

OCT 01 2008

Washington, DC
105



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:

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P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.

Call Centre Tel 086 184 3384, Website www.cipro.co.za, WAP www.cipro.co.za/mobile

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Certificate of Confirmation



COMPANIES AND INTELLECTUAL
PROPERTY REGISTRATION OFFICE

a member of the dti group

Registration number **1918 / 000095 / 06**

Enterprise Name **BARLOWORLD**

Auditors

Name **DELOITTE AND TOUCHE**

Postal Address **PRIVATE BAG X6
GALLO MANOR
2052**

Active Directors / Officers

Surname and first names	ID number or date of birth	Director type	Appoint-ment date	Addresses
SHONGWE, OUPA ISAAC	6205255801085	Director	26/01/2007	Postal: P O BOX 782248, SANDTON, 2146 Residential: 12 ESSENWOOD AVENUE, DALECROSS, 2196
NYASULU, THEMBALIHLE HIXONIA	5409130798083	Director	26/01/2007	Postal: 410 JAN SMUTS AVENUE, CRAIGHALL PARK, 2198 Residential: 10 SHEILA PLACE, GILLITTS, 3610
HAMILTON, ALEXANDER GORDON KELSO	0944995990000	Director	26/01/2007	Postal: 51 CHELSEA SQUARE, LONDON SW3 6LH, UNITED KINGDOM, 0000 Residential: 51 CHELSEA SQUARE, LONDON SW3 6LH, UNITED KINGDOM, 0000
WILSON, DONALD GERT	5702245053083	Director	29/09/2006	Postal: P O BOX 782248, SANDTON, 2146 Residential: 60 WORCESTER ROAD, PARKWOOD, JOHANNESBURG, 2193
MKHABELA, SIBONGILE	5607310737082	Director	27/01/2006	Postal: P O BOX 797, HIGHLANDS NORTH, 2037 Residential: 15 STANRICH AVENUE, CYRILDENE, 2198
MNGOMEZULU, SIBANI	7202146124081	Company Secretary (Natural Person)	30/06/2005	Postal: P O BOX 782248, SANDTON, 2146 Residential: NO 45 FORESTDALE, AMADINA ROAD, DOUGLASDALE, 2125
LAUBSCHER, MARTIN	6001305016083	Director	09/05/2005	Postal: P O BOX 66511, HIGHVELD, 0169 Residential: 24 WALDORF DRIVE, CENTURION RES ESTATE & COUNTRY CLUB, CENTURION, 0046



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:

Registrar of Companies & Close Corporations

P. O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docax 256, PRETORIA:

Call Centre Tel 066 184 3364, Website www.cipro.co.za, WAP www.cipro.co.za/mobile

Certificate issued by the Registrar of Companies & Close Corporations on Wednesday, July 23, 2008 02:51
Certificate of Confirmation



COMPANIES AND INTELLECTUAL
PROPERTY REGISTRATION OFFICE

a member of the dti group

Active Directors / Officers

Surname and first names	ID number or date of birth	Director type	Appoint-ment date	Addresses
BAQWA, SELBY ALAN MASIBONGE	5105045583087	Director	21/01/2005	Postal: POSTNET 402, PRIVATE BAG 4, MENLO PARK, 0102 Residential: 1 CARMEL AVENUE, NORTHCLIFF, JOHANNESBURG, 2195
BLACKBEARD, PETER JOHN	5705115091083	Director	10/05/2004	Postal: BARLOWORLD SCIENTIFIC TILLING DRIV, STONE STAFFORDSHIRE ST15 OSA, 2146 Residential: 4WOODLEA HALE BROOK GREEN, ALTRICHAM, CHESHIRE WA15 8WH, OOOO
RODRIGUEZ DE CASTRO GARCIA DE LO, GONZALO	4207270000000	Director	30/01/2004	Postal: MARIA DE MOLINA, N1 28006, MADRID SPAIN, OOOO Residential: MARIA DE MOLINA, N1 28006, MADRID SPAIN, OOOO
THOMSON, CLIVE BRADNEY	6605315015081	Director	01/04/2003	Postal: P O BOX 782240, SANDTON, 2146 Residential: 188 BRYANSTON DRIVE, BRYANSTON, SANDTON, 2196
PFEIFFER, STEVEN BERNARD	4701190000000	Director	27/08/2001	Postal: 801 PENNSYLVANIA AVENUE NW, WASHINGTON DC, 20004, USA, OOOO Residential: 301 NORTH VIEW TERRACE, ALEXANDRIA VA, USA 22301, OOOO
NTSEBEZA, DUMISA BUHLE	4910315121083	Director	18/05/1999	Postal: 718 HUGUENOT, CHAMBERS 7TH FLOOR, 40 QUEEN VICTORIA STREET, CAPE TOWN, 8001 Residential: 2 SILVERDALE, PINELANDS, CAPE TOWN, 7405
SURGEY, PETER MONTAGU	5412025707086	Director	21/08/1995	Postal: P O BOX 782248, SANDTON, 2146 Residential: 58 BOUNDARY LANE, SANDHURST, 2196
LEVETT, MICHAEL JOHN	3906085031002	Director	15/11/1995	Postal: 40 MAGNOLIA LODGE, KENSINGTON GREEN, MARLOES ROAD, LONDON W8 5UT, 5214 Residential: 40 MAGNOLIA LODGE, KENSINGTON GREEN, MARLOES ROAD, LONDON W8 5UT, 5214



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:

Registrar of Companies & Close Corporations

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa, Docex 250, PRETORIA.

Call Centre Tel 086 184 3384, Website www.cipro.co.za, WAP www.cipro.co.za/mobile

REPUBLIC OF SOUTH AFRICA
COMPANIES ACT, 1973

Return of allotment of shares

[Section 93 (3)]

COPY

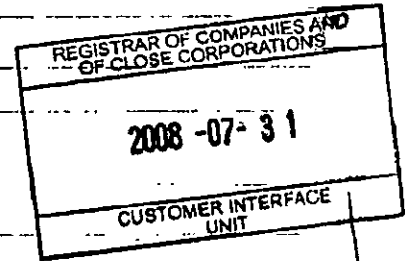
Registration No. of Company
1918/000095/09

Client Ref BAW

Name of company BARLOWORLD LIMITED

1. Date of allotment of shares 31/07/2008

2. Authorised capital of company:



No par value		Par value			
Number of shares	Class of shares	Number of shares	Class of shares	Nominal amount of each share	Authorised capital
		300000000	ORDINARY	0.05	15000000
		500000	6% CUM PREF	2	1000000
Total		Total		Total R 16000000	

3. Shares subscribed for in memorandum of association:

No par value		Par value			
Number of shares	Class of shares	Number of shares	Class of shares	Nominal amount of each share	Authorised capital
Total		Total		Total R	

To be completed by company.

Acknowledgment of receipt of return of allotments, dated 31/07/2008

Name of company BARLOWORLD LIMITED

Postal address PO BOX 782248

SANDTON, 2146

COPY

Date of receipt by
Registrar of Companies

Date stamp of companies
Registration Office

Registrar of Companies

4. Number of shares previously issued, paid-up and stated capital, including shares subscribed for in the memorandum.

No par value				Par value			
Number of shares	Class of shares	Issue price per share	Stated Capital	Number of shares	Class of shares	Nominal amount of each share	Amount of issued paid-up capital
		R	R			R	R
				204966800	ORDINARY	0.05	10248345
				375000	ORDINARY	2	750000
Total			R	Total			10998345

Summary of issued capital prior to allotment:

Amount of issued paid-up capital	R	10,998,345.0000
Stated capital	R	
Premium account	R	19,576,107.1600
Total issued capital	R	30,574,452.1600

5. Shares comprising this allotment:

No par value				Par value				Total amount of paid-up capital and premium, if any
Number of shares	Class of shares	Issue price per share	Stated Capital	Number of shares	Class of shares	Nominal amount of each share	Premium on each share	
		R	R			R	R	R
				123312	ORDINARY	0.05	17.99	2225178.66
Total			Total R	Total	Total		Total R	2225178.66

* 17,995,110.45

6. (a) Shares allotted otherwise than for cash:

No par value				Par value				Total amount of capital deemed to be paid-up
Number of shares	Class of shares	Issue price per share	Deemed stated capital	Number of shares	Class of shares	Nominal amount of each share	Premium on each share	
		R	R			R	R	R
Total			Total R	Total	Total		Total	

(b) The consideration for which the shares have been allotted is as follows*

* A copy of the contract, in writing, constituting the title of the allottee to the allotment, together with any contract of sale, or for service or other consideration in respect of which the allotment was made, must be attached. If the contract is not in writing, a memorandum containing full particulars of such contract must be attached. (For particulars of allottees see overleaf.)

(c) The names and addresses of the allottees:

Name of allottee	Address of allottee	Number of shares	Description of shares allotted

7. Issued capital at date of this return:

No par value				Par value					
Number of shares	Class of shares	Issue price per share	Stated Capital	Number of shares	Class of shares	Nominal amount of each share	Premium on each share	Total premium account	Total amount of paid-up capital excluding premium
		R	R			R	R	R	R
				205090212	ORDINARY	0.05	* 0.106	21795120.2	10254510.6
				375000		2			750000
Total		Total R		Total				Total R	11004510.6

* 0,106270894195

Summary of total issued capital as at the date of this return:

Amount of issued paid-up capital	R	11,004,510.6000
Stated capital	R	
Premium account	R	21,795,120.2200
Total issued capital	R	32,799,630.8200

Certified correct.

Date _____

Signature _____


Director/Manager/Secretary

Rubber stamp of company, if any, or of secretaries.

Darbyworld Limited

Register of Companies - CM15

DATE OF RESOLUTION	ALLOTTEE	PRICE	NO OF ORDS	ORDINARY SHARE CAPITAL	PREFERENCE SHARE CAPITAL	TOTAL SHARE CAPITAL	SHARE PREMIUM	TOTAL SHARE CAPITAL & PREM
01-Jul-08	Van Jaarsveld	25.48	303	75.00		75.00	38,145.00	38,220.00
04-Jul-08	Lauhscher	25.48	8,660	433.00		433.00	220,223.80	220,656.80
04-Jul-08	Prinsloo	25.48	2,000	100.00		100.00	50,860.00	50,960.00
04-Jul-08	Prinsloo	14.59	2,500	125.00		125.00	36,350.00	36,475.00
08-Jul-08	Whitaker	14.59	3,334	166.70		166.70	48,476.36	48,643.05
08-Jul-08	Whitaker	25.48	3,334	166.70		166.70	84,783.02	84,950.32
09-Jul-08	Maharaj	14.59	1,000	50.00		50.00	14,340.00	14,550.00
09-Jul-08	Maharaj	25.48	1,666	83.30		83.30	42,368.38	42,449.68
09-Jul-08	Maharaj	14.59	2,500	125.00		125.00	36,350.00	36,475.00
10-Jul-08	Schreuder	25.48	2,500	125.00		125.00	63,575.00	63,700.00
10-Jul-08	Schreuder	14.59	7,714	288.70		288.70	83,353.96	84,242.66
10-Jul-08	Lauhscher	25.48	4,665	233.25		233.25	118,864.20	118,864.20
15-Jul-08	Mandy	25.48	4,665	233.25		233.25	42,475.16	42,475.16
17-Jul-08	Van Der Laan	25.48	1,667	83.35		83.35	42,391.81	42,475.16
17-Jul-08	Fitzpatrick	25.48	4,666	233.30		233.30	118,556.38	118,889.68
17-Jul-08	Raasbroek	14.59	1,000	50.00		50.00	14,540.00	14,590.00
17-Jul-08	Jones	14.59	1,500	75.00		75.00	21,810.00	21,885.00
23-Jul-08	Mohamed	14.59	2,500	125.00		125.00	36,350.00	36,475.00
23-Jul-08	Smart	14.59	24,882	1,244.10		1,244.10	361,784.28	363,028.38
25-Jul-08	Dearling	25.48	4,665	233.25		233.25	118,864.20	118,864.20
28-Jul-08	Waterson	14.59	3,000	150.00		150.00	43,320.00	43,770.00
28-Jul-08	Waterson	25.48	3,333	166.65		166.65	84,758.19	84,924.84
30-Jul-08	Gaynor	8.80	10,000	500.00		500.00	87,500.00	88,000.00
30-Jul-08	Gaynor	13.63	10,000	500.00		500.00	135,300.00	135,300.00
30-Jul-08	Gaynor	14.59	10,000	500.00		500.00	145,400.00	145,900.00
30-Jul-08	Gaynor	25.48	6,666	333.30		333.30	169,516.38	169,849.68
Sub Total			123,312	6,165.60		6,165.60	2,219,073.06	2,225,178.66
Adj to share premium								
Balance Bifwd			204,966,900.00	10,248,345.00	750,000.00	10,968,345.00	19,576,107.16	30,574,452.16
TOTAL			205,090,212	10,254,510.60	750,000.00	11,004,510.60	21,795,120.22	32,799,630.82

cm15 section 5. Premium on each share
cm15 section 7 premium on each share

17.99511045
0.1062708941956

8m



COMPANIES AND INTELLECTUAL
PROPERTY REGISTRATION OFFICE

a member of the dti group

Date: 07/08/2008

Our-Reference: 17097641

Box: 100731

Sequence: 9

BARLOWORLD LIMITED
To be collected: BAW

RE: Amendment to Company Information

Company Number: 1918/000095/06

Company Name: BARLOWORLD

We have received a CM15 (Return of allotment of shares) from you dated 31/07/2008.

The CM15 was accepted and placed on file.

Yours truly

Registrar of Companies

DNL

Please Note:

The attached certificate can be validated on the CIPRO web site at www.cipro.co.za.

The contents of the attached certificate was electronically transmitted to the South African Revenue Services.



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE

Registrar of Companies & Close Corporations

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa, Docex 256, PRETORIA.

Call Centre Tel 086 184 3364, Website www.cipro.co.za, WAP www.cipro.co.za/mobife

Certificate issued by the Registrar of Companies & Close Corporations on Thursday, August 07, 2008 01:35
Certificate of Confirmation



COMPANIES AND INTELLECTUAL
PROPERTY REGISTRATION OFFICE

a member of the dti group

Registration number	1918 / 000095 / 06
Enterprise Name	BARLOWORLD
Enterprise Shortened Name	None provided.
Enterprise Translated Name	None provided.
Registration Date	29/08/1918
Business Start Date	29/08/1918
Enterprise Type	Public Company
Enterprise Status	In Business
Financial year end	September
Main Business/Main Object	FINANCIAL INTERMEDIATION, EXCEPT INSURANCE AND PENSION FUNDING FINANCIAL INTERMEDIATION, EXCEPT INSURANCE AND PENSION FUNDING
Postal address	P O BOX 782248 SANDTON 2146
Address of registered office	BARLOW OLD CORPORATE OFFICE 180 KATHERINE STR SANDTON 2146



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:

Registrar of Companies & Close Corporations

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.

Call Centre Tel 086 184 3334, Website www.cipro.co.za, WAP www.cipro.co.za/mobile

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COMPANIES AND INTELLECTUAL
PROPERTY REGISTRATION OFFICE

a member of the dti group

Registration number 1918 / 000095 / 06

Enterprise Name BARLOWORLD

Auditors

Name DELOITTE AND TOUCHE

Postal Address PRIVATE BAG X6
GALLO MANOR
2052

Active Directors / Officers

Surname and first names	ID number or date of birth	Director type	Appoint-ment date	Addresses
SHONGWE, OUPA ISAAC	6205255801085	Director	26/01/2007	Postal: P O BOX 782248, SANDTON, 2146 Residential: 12 ESSENWOOD AVENUE, DALECROSS, 2196
NYASILU, THEMBALIHLE HIXONIA	5409130798083	Director	26/01/2007	Postal: 410 JAN SMUTS AVENUE, CRAIGHALL PARK, 2196 Residential: 10 SHEILA PLACE, GILLITTS, 3610
HAMILTON, ALEXANDER GORDON KELSO	0944995990000	Director	26/01/2007	Postal: 51 CHELSEA SQUARE, LONDON SW3 6LH, UNITED KINGDOM, 0000 Residential: 51 CHELSEA SQUARE, LONDON SW3 6LH, UNITED KINGDOM, 0000
WILSON, DONALD GERT	5702245053083	Director	29/09/2006	Postal: P O BOX 782248, SANDTON, 2146 Residential: 50 WORCESTER ROAD, PARKWOOD, JOHANNESBURG, 2193
MKHABELA, SIBONGILE	5607310737082	Director	27/01/2006	Postal: P O BOX 797, HIGHLANDS NORTH, 2037 Residential: 15 STANRICH AVENUE, CYRILDENE, 2198
MNGOMEZULU, SIBANI	7202146124081	Company Secretary (Natural Person)	30/06/2005	Postal: P O BOX 782248, SANDTON, 2146 Residential: NO 45 FORESTDALE, AMADINA ROAD, DOUGLASDALE, 2125
LAUBSCHER, MARTIN	6001305016083	Director	09/05/2005	Postal: P O BOX 66511, HIGHVELD, 0189 Residential: 24 WALDORF DRIVE, CENTURION RES ESTATE & COUNTRY CLUB, CENTURION, 0046



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Call Centre Tel 086 184 3384, Website www.cipro.co.za, WAP www.cipro.co.za/mobile

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PROPERTY REGISTRATION OFFICE

a member of the dti group

Active Directors / Officers

Surname and first names	ID number or date of birth	Director type	Appoint-ment date	Addresses
BAQWA, SELBY ALAN MASIBONGE	5105045583087	Director	21/01/2005	Postal: POSTNET 492, PRIVATE BAG 4, MENLO PARK, 0102 Residential: 1 CARMEL AVENUE, NORTHCLIFF, JOHANNESBURG, 2195
BLACKBEARD, PETER JOHN	5705115091083	Director	10/05/2004	Postal: BARLOWORLD SCIENTIFIC TILLING DRIV, STONE STAFFORDSHIRE ST16 0SA, 2148 Residential: 4WOODLEA HALE BROOK GREEN, ALTRICHAM, CHESHIRE WA15 8WH, 0000
RODRIGUEZ DE CASTRO GARCIA DE LO, GONZALO	4207270000000	Director	30/01/2004	Postal: MARIA DE MOLINA, N1 28006, MADRID SPAIN, 0000 Residential: MARIA DE MOLINA, N1 28006, MADRID SPAIN, 0000
THOMSON, CLIVE BRADNEY	6605315015081	Director	01/04/2003	Postal: P O BOX 782248, SANDTON, 2148 Residential: 186 BRYANSTON DRIVE, BRYANSTON, SANDTON, 2198
PFEIFFER, STEVEN BERNARD	4701190000000	Director	27/08/2001	Postal: 801 PENNSYLVANIA AVENUE NW, WASHINGTON DC, 20004, USA, 0000 Residential: 301 NORTH VIEW TERRACE, ALEXANDRIA VA, USA 22301, 0000
NTSEBEZA, DUMISA BUHLE	4910315121083	Director	18/05/1999	Postal: 718 HUGUENOT, CHAMBERS 7TH FLOOR, 40 QUEEN VICTORIA STREET, CAPE TOWN, 8001 Residential: 2 SILVERDALE, PINELANDS, CAPE TOWN, 7405
SURGEY, PETER MONTAGU	5412026707086	Director	21/08/1995	Postal: P O BOX 782248, SANDTON, 2148 Residential: 58 BOUNDARY LANE, SANDHURST, 2196
LEVETT, MICHAEL JOHN	3906065031002	Director	15/11/1995	Postal: 40 MAGNOLIA LODGE, KENSINGTON GREEN, MARLOES ROAD, LONDON W8 5UT, 5214 Residential: 40 MAGNOLIA LODGE, KENSINGTON GREEN, MARLOES ROAD, LONDON W8 5UT, 5214



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:

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P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.

Call Centre Tel 086 184 3384. Website www.cipro.co.za, WAP www.cipro.co.za/mobile



COMPANIES AND INTELLECTUAL
PROPERTY REGISTRATION OFFICE

a member of the dca group

Date: 25/09/2008

Our Reference: 17142877

Box: 101819

Sequence: 5

BARLOWORLD LIMITED
To be collected: BAW

RE: Amendment to Company Information

Company Number: 1918/000095/06

Company Name: BARLOWORLD

We have received a CM15 (Return of allotment of shares) from you dated 08/09/2008.

The CM15 was accepted and placed on file.

Yours truly

Registrar of Companies

DNL

Please Note:

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The contents of the attached certificate was electronically transmitted to the South African Revenue Services.



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE.

Registrar of Companies & Close Corporations

P O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA

Call Centre Tel 086 184 3384, Website www.cipro.co.za, VVA* www.cipro.co.za/mobwa

Certificate issued by the Registrar of Companies & Close Corporations on Thursday, September 25, 2008 09:24
Certificate of Confirmation



COMPANIES AND INTELLECTUAL
PROPERTY REGISTRATION OFFICE

a member of the group

Registration number	1918 / 000095 / 06
Enterprise Name	BARLOWORLD
Enterprise Shortened Name	None provided.
Enterprise Translated Name	None provided.
Registration Date	29/08/1918
Business Start Date	29/08/1918
Enterprise Type	Public Company
Enterprise Status	In Business
Financial year end	September
Main Business/Main Object	FINANCIAL INTERMEDIATION, EXCEPT INSURANCE AND PENSION FUNDING FINANCIAL INTERMEDIATION, EXCEPT INSURANCE AND PENSION FUNDING
Postal address	P O BOX 782248 SANDTON 2146
Address of registered office	BARLOW OLD CORPORATE OFFICE 180 KATHERINE STR SANDTON 2146



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:

Registrar of Companies & Close Corporations

P O BOX 429, PRETORIA, 0001, Republic of South Africa Docex 256, PRETORIA

Call Centre 1el 086 184 3384, Website www.cipro.co.za WAP www.cipro.co.za/mobile

Certificate issued by the Registrar of Companies & Close Corporations on Thursday, September 25, 2008 09:24
Certificate of Confirmation



COMPANIES AND INTELLECTUAL
 PROPERTY REGISTRATION OFFICE

a member of CIPC group

Registration number **1918 / 000095 / 06**

Enterprise Name **BARLOWORLD**

Auditors

Name **DELOITTE AND TOUCHE**

Postal Address **PRIVATE BAG X6
 GALLO MANOR
 2052**

Active Directors / Officers

Surname and first names	ID number or date of birth	Director type	Appoint-ment date	Addresses
NTSALUBA, SANGO SIVIWE	6007035830081	Director	28/07/2008	Postal: POSTNET SUITE 312, PRIVATE BAG X29, GALLO MANOR, 2052 Residential: 15 SINGER ROAD, WOODMEAD, 2191
SHONGWE, OUPA ISAAC	6205255801085	Director	26/01/2007	Postal: P O BOX 782248, SANDTON, 2146 Residential: 12 ESSENWOOD AVENUE, DALECROSS, 2196
NYASULU, THEMBALIHLE HIXONIA	5409130798083	Director	26/01/2007	Postal: 410 JAN SMUTS AVENUE, CRAIGHALL PARK, 2196 Residential: 10 SHEILA PLACE, GILLITTS, 3610
HAMILTON, ALEXANDER GORDON KELSO	0944995990000	Director	26/01/2007	Postal: 51 CHELSEA SQUARE, LONDON SW3 6LH, UNITED KINGDOM, 0000 Residential: 51 CHELSEA SQUARE, LONDON SW3 6LH, UNITED KINGDOM, 0000
WILSON, DONALD GERT	5702245053083	Director	29/09/2006	Postal: P O BOX 782248, SANDTON, 2146 Residential: 50 WORCESTER ROAD, PARKWOOD, JOHANNESBURG, 2193
MKHABELA, SIBONGILE	5607310737082	Director	27/01/2006	Postal: P O BOX 797, HIGHLANDS NORTH, 2037 Residential: 15 STANRICH AVENUE, CYRILDENE, 2198
MNGOMEZULU, SIBANI	7202146124081	Company Secretary (Natural Person)	30/06/2005	Postal: P O BOX 782248, SANDTON, 2146 Residential: NO 45 FORESTDALE, AMADINA ROAD, DOUGLASDALE, 2125



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:

Registrar of Companies & Close Corporations

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa Docex 256 PRETORIA

Call Centre Tel: 085 184 3364. Website: www.cipro.co.za, WAP: www.cipro.co.za/mobile

Certificate issued by the Registrar of Companies & Close Corporations on Thursday, September 25, 2008 09:24
Certificate of Confirmation



COMPANIES AND INTELLECTUAL
PROPERTY REGISTRATION OFFICE

a member of the cipro group

Active Directors / Officers

Surname and first names	ID number or date of birth	Director type	Appoint-ment date	Addresses
LAUBSCHER, MARTIN	6001305016083	Director	09/05/2005	Postal: P O BOX 66511, HIGHVELD, 0169 Residential: 24 WALDORF DRIVE, CENTURION RES ESTATE & COUNTRY CLUB, CENTURION, 0048
BAQWA, SELBY ALAN MASIBONGE	5105045583087	Director	21/01/2005	Postal: POSTNET 492, PRIVATE BAG 4, MENLO PARK, 0102 Residential: 1 CARMEL AVENUE, NORTHCLIFF, JOHANNESBURG, 2195
BLACKBEARD, PETER JOHN	5705115091083	Director	10/05/2004	Postal: BARLOWORLD SCIENTIFIC TILLING DRIV, STONE STAFFORDSHIRE ST15 0SA, 2146 Residential: 4WOODLEA HALE BROOK GREEN, ALTRICHAM, CHESHIRE WA15 8WH, 0000
RODRIGUEZ DE CASTRO GARCIA DE LO, GONZALO	4207270000000	Director	30/01/2004	Postal: MARIA DE MOLINA, N1 28006, MADRID SPAIN, 0000 Residential: MARIA DE MOLINA, N1 28006, MADRID SPAIN, 0000
THOMSON, CLIVE BRADNEY	6605315015081	Director	01/04/2003	Postal: P O BOX 782248, SANDTON, 2146 Residential: 186 BRYANSTON DRIVE, BRYANSTON, SANDTON, 2196
PFEIFFER, STEVEN BERNARD	4701190000000	Director	27/08/2001	Postal: 801 PENNSYLVANIA AVENUE NW, WASHINGTON DC, 20004, USA, 0000 Residential: 301 NORTH VIEW TERRACE, ALEXANDRIA VA, USA 22301, 0000
NTSEBEZA, DUMISA BUHLE	4910315121083	Director	18/05/1999	Postal: 718 HUGUENOT, CHAMBERS 7TH FLOOR, 40 QUEEN VICTORIA STREET, CAPE TOWN, 8001 Residential: 2 SILVERDALE, PINELANDS, CAPE TOWN, 7405
SURGEY, PETER MONTAGU	5412025707086	Director	21/08/1995	Postal: P O BOX 782248, SANDTON, 2146 Residential: 58 BOUNDARY LANE, SANDHURST, 2196
LEVETT, MICHAEL JOHN	3906065031002	Director	15/11/1995	Postal: 40 MAGNOLIA LODGE, KENSINGTON GREEN, MARLOES ROAD, LONDON W8 5UT, 5214 Residential: 40 MAGNOLIA LODGE, KENSINGTON GREEN, MARLOES ROAD, LONDON W8 5UT, 5214



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:

Registrar of Companies & Close Corporations

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa, Docex 256, PRETORIA

Call Centre Tel 086 184 3384 Website www.cipro.co.za, WAP www.cipro.co.za/mobile

REPUBLIC OF SOUTH AFRICA
COMPANIES ACT, 1973

Return of allotment of shares

[Section 93 (3)]

COPY

Registration No. of Company
1918/000095/06

Client Ref | BAW

Name of company BARLOWORLD LIMITED

1. Date of allotment of shares 1 SEPTEMBER 2008

2. Authorised capital of company:

No par value			Par value		
Number of shares	Class of shares	Number of shares	Class of shares	Nominal amount of each share	Authorised capital
		30000000	ORDINARY	0.05	1500000
		500000		2	1000000
Total		Total		Total	R 16000000

3. Shares subscribed for in memorandum of association:

No par value			Par value		
Number of shares	Class of shares	Number of shares	Class of shares	Nominal amount of each share	Authorised capital
Total		Total		Total	R

REGISTRAR OF COMPANIES
OF CLOSE CORPORATIONS
2008 -09- 30
CUSTOMER INTERFACE
UNIT

To be completed by company.

Acknowledgment of receipt of return of allotments, dated _____ Date of receipt by Registrar of Companies

Name of company BARLOWORLD LIMITED

Postal address TO BE COLLECTED Date stamp of companies Registration Office

Registrar of Companies

4. Number of shares previously issued, paid-up and stated capital, including shares subscribed for in the memorandum.

No par value				Par value			
Number of shares	Class of shares	Issue price per share	Stated Capital	Number of shares	Class of shares	Nominal amount of each share	Amount of issued paid-up capital
		R	R			R	R
				205132516	ORDINARY	0.05	10256625.8
				375000		2	750000
Total			R	Total			

Summary of issued capital prior to allotment:

Amount of issued paid-up capital	R	11,096,625.8000
Stated capital	R	22,118,478.6300
Premium account	R	
Total issued capital	R	33,125,104.4300

5. Shares comprising this allotment:

No par value				Par value				Total amount of paid-up capital and premium, if any
Number of shares	Class of shares	Issue price per share	Stated Capital	Number of shares	Class of shares	Nominal amount of each share	Premium on each share	
		R	R			R	R	R
				57297	ORDINARY	0.05	0.05122162	893168.6
				14485013	ORDINARY	0.05		724250.65
Total			Total R	Total			Total R	1617410.25

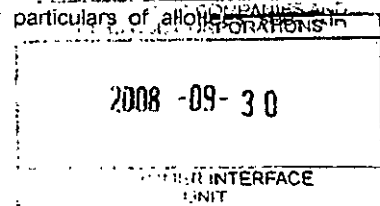
6. (a) Shares allotted otherwise than for cash:

No par value				Par value				Total amount of capital deemed to be paid-up
Number of shares	Class of shares	Issue price per share	Deemed stated capital	Number of shares	Class of shares	Nominal amount of each share	Premium on each share	
		R	R			R	R	R
Total			Total R	Total			Total	

(b) The consideration for which the shares have been allotted is as follows*

* A copy of the contract, in writing, constituting the title of the allottee to the allotment, together with any contract of sale, or for service or other consideration in respect of which the allotment was made, must be attached. If the contract is not in writing, a memorandum containing full particulars of such contract must be attached. (For particulars of allottees and corporations in overleaf.)

(c) The names and addresses of the allottees:



7. Issued capital at date of this return:

No par value				Par value			Total premium account	Total amount of paid-up capital excluding premium	
Number of shares	Class of shares	Issue price per share	Stated Capital	Number of shares	Class of shares	Nominal amount of each share			Premium on each share
		R	R			R	R	R	
				219674826	ORDINARY	0.05	0 1047401871	23008782.33	10983741.3
				375000			2		750000
Total		Total R		Total				Total R	11733741.3

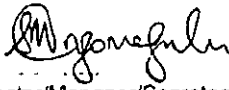
Summary of total issued capital as at the date of this return:

Amount of issued paid-up capital	R	11,733,741.3000
Stated capital	R	230,087,823,600.0000
Premium account	R	
Total issued capital	R	34,742,523 6800

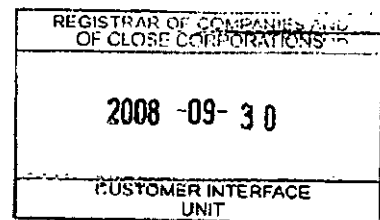
Certified correct.

Date _____

Signature _____


Director/Manager/Secretary

Rubber stamp of company, if any, or of secretaries.



Close This Window

BAW / BAWP - Barloworld - Director Resignation

30 Sep 2008

BAW BAWP

BAW / BAWP - Barloworld - Director Resignation
Barloworld Limited

(Incorporated in the Republic of South Africa)
(Registration number 1918/000095/06)

(Share code: BAW)
(ISIN: ZAE000026639)

(Share code: BAWP)
(ISIN: ZAE000026647)
("Barloworld")

DIRECTOR RESIGNATION

In accordance with 3.59 of the Listings Requirements of the JSE Limited, it is hereby announced that Mr Peter Montagu Surgey retires as a director from the Board of Barloworld Limited with effect from close of business today. Mr Surgey held various senior roles in Barloworld over a number of years and retires upon the successful completion of his remaining responsibilities, following the group restructuring last year.

Sandton
30 September 2008

Sponsor: J.P.Morgan Equities Limited

Date: 30/09/2008 16:30:01 Produced by the JSE SENS Department.

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