Mining that matters

Corporate governance report
30 June 2024

smart platinum mining

Iridium, one of the rarest elements on earth, is named after the Greek goddess of the rainbow, Iris. This is because iridium salts are multi-coloured. This is a picture of iridium chloride produced by Heraeus Deutschland GmbH & Co. KG

77 192.22
Ir
IRIDIUM

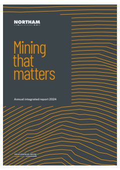
Contents

The image on the front cover shows contour lines of the surface of the UG2 reef at Booysendal. The uniformity of the reef lends itself to safe, efficient and cost effective mechanised mining. This is a key reason why Booysendal will continue to contribute more than 500 000 4E ounces to the group's production on an annual basis, as well as maintaining its position as the lowest cost producer in the industry.

Our reporting suite

This Corporate governance report provides visibility into Northam's corporate governance philosophy and group governance framework. It is the result of an ethically driven business process, overseen by the board of directors, who governs the company's actions, policies, practices and decisions, towards the achievement of good corporate governance outcomes for Northam and its stakeholders.

Our Corporate governance report is further supplemented by a full suite of online publications, which cater to the diverse needs of our broad stakeholder base as part of our comprehensive integrated reporting. These can be accessed on our website at www.northam.co.za

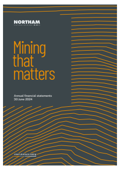


Annual integrated report

Prepared in accordance with:

- International <IR> Framework of the International Integrated Reporting Council (IIRC)
- International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS)
- South African Companies Act No. 71 of 2008, as amended (Companies Act)
- South African Companies Regulations, 2011 (Companies Regulations)
- JSE Limited Listings Requirements (JSE Listings Requirements)
- JSE Limited Debt Listings Requirements (JSE Debt Listings Requirements)
- Core requirements of the Global Reporting Initiative (GRI) Standards
- South African Code for the Reporting of Exploration Results, Mineral Resources and Mineral Reserves 2016 (the SAMREC Code (2016))
- King IV™ Report on Corporate Governance for South Africa, 2016 (King IV™)

Approved by the board of directors

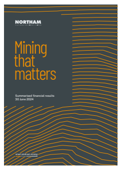


Annual financial statements

Prepared in accordance with:

- IFRS
- Interpretations issued by the IFRS Interpretations Committee
- International Accounting Standards (IAS)
- The South African Institute of Chartered Accountants (SAICA) Financial Reporting Guides
- Financial Reporting Guidelines as issued by the Accounting Practices Committee
- Financial Pronouncements as issued by the Financial Reporting Standards Council
- Companies Act
- Companies Regulations
- Northam Holdings Memorandum of Incorporation (MOI)
- JSE Listings Requirements
- JSE Debt Listings Requirements
- King IV™

Approved by the board of directors, and includes the chief executive officer and finance director responsibility statement, as well as the company secretary's certificate

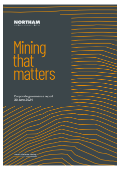


Summarised financial results

Prepared in accordance with:

- IFRS
- Interpretations issued by the IFRS Interpretations Committee
- IAS 34, Interim Financial Reporting
- SAICA Financial Reporting Guides
- Financial Reporting Guidelines as issued by the Accounting Practices Committee
- Financial Pronouncements as issued by the Financial Reporting Standards Council
- Companies Act
- Companies Regulations
- MOI
- JSE Listings Requirements
- JSE Debt Listings Requirements
- The SAMREC Code (2016)

Approved by the board of directors

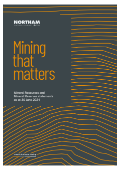


Corporate governance report

Prepared in accordance with:

- International <IR> Framework of the IIRC
- Companies Act
- Companies Regulations
- JSE Listings Requirements
- JSE Debt Listings Requirements
- King IV™

Approved by the board of directors together with the chairpersons of the respective committees for their reports

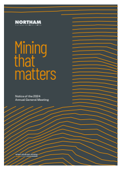


Mineral Resources and Mineral Reserves statement

Prepared in accordance with:

- The SAMREC Code (2016)
- JSE Listings Requirements

Signed off by the lead competent person

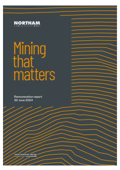


Notice of the 2024 Annual General Meeting including the Form of Proxy

Prepared in accordance with:

- Companies Act
- Companies Regulations
- MOI
- JSE Listings Requirements
- JSE Debt Listings Requirements
- King IV™

Approved by the board of directors and the company secretary

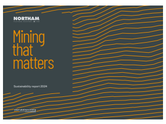


Remuneration report

Prepared in accordance with:

- International <IR> Framework of the IIRC
- Companies Act
- Companies Regulations
- MOI
- JSE Listings Requirements
- King IV™

Approved by the remuneration committee



Sustainability report

Prepared in accordance with:

- Core requirements of the GRI Standards
- Recommendations of the Task Force on Climate-Related Financial Disclosure (TCFD)

Approved by the health, safety and environmental committee

About this report

This report covers the corporate governance activities of Northam Platinum Holdings Limited (Northam Holdings, Northam, the company or the group) for the 30 June 2024 financial year (F2024). It also provides an overview of the group's governance philosophy, frameworks and ethics, as well as the responsibilities of the board and executive committee.

Committees

- A Audit and risk committee
- H Health, safety and environmental committee
- I Investment committee
- N Nomination committee
- R Remuneration committee
- S Social, ethics, human resources and transformation committee

Links

- Refers to other pages in this report
- Refers to supporting documents on our website, www.northam.co.za

Other

- Refers to the King IV™ principles

Unless otherwise defined, capitalised words and terms contained in this Corporate governance report shall bear the same meaning ascribed thereto in the Glossary included in the Summarised financial results, for the year-ended 30 June 2024, available on our website.

This Corporate governance report targets stakeholders that are interested in our governance practices, specifically investors, Environmental, Social and Governance (ESG) rating agencies, employees, regulators, suppliers and members of society.

The information disclosed in this report demonstrates how Northam conducts itself according to sound governance practices at the highest standards of ethics, integrity, transparency and accountability.

The report explains our governance policies and practices and sets out how the board governs the business for the benefit of shareholders and other stakeholders, promoting long-term shareholder interests.

This report should be read together with the Annual integrated report, one of our primary communications with stakeholders, and is prepared primarily for the providers of capital and investors.

This report has been prepared in accordance with the following reporting frameworks:

- International <IR> Framework of the International Integrated Reporting Council (IIRC)
- South African Companies Act No. 71 of 2008 as amended (Companies Act)
- South African Companies Regulations, 2011 (Companies Regulations)
- JSE Limited Listings Requirements (JSE Listings Requirements)
- JSE Debt Listings Requirements
- King IV™ Report on Corporate Governance for South Africa, 2016 (King IV™)

Application of the King IV™ principles statement

The board is satisfied that Northam applied all King IV™ principles across all its operations, and has adequatley explained the application of the King IV™ principles in the context of the company. Reference to the King IV™ principles applied in this report are referenced with a “” icon and the Corporate Governance Report should be read in conjunction with Northam’s application of King IV™ principles statement from pages 91 to 94, which provides and overview of responses relating to the application of each of the principles.

Assurance

This Corporate governance report, which forms part of Northam’s comprehensive integrated reporting, is assured through the group’s combined assurance model, incorporating the various forms of assurance from both internal and external parties, overseen by the board.

The results of the combined assurance activities for F2024, confirm that the information provided is accurate, and supports the credibility and integrity of our reporting.

The board ensures that these reports, enable stakeholders to make informed assessments of Northam’s performance, as well as the group’s short, medium and long-term prospects.

Approval

The board acknowledges its responsibility for ensuring the integrity of this Corporate governance report and confirms that the report is presented in accordance with the International <IR> Framework of the IIRC. The board has considered the integrity of this report and has concluded that it appropriately provides the required material disclosures of the group’s overall corporate governance activities.

The board confirms that the group is in compliance with the provisions of the Companies Act relating to, *inter alia*, its incorporation and is operating in conformity with its Memorandum of Incorporation (MOI). The various committee reports that are included in this report have been approved by the chairperson of the respective committee.

The board approved this report on 27 August 2024.

For and on behalf of the board

Temba Mvusi
Independent non-executive chairman

27 August 2024

Message from the independent chairman

Despite a challenging operating environment, Northam achieved a strong operational performance, underpinned by our long-term growth and diversification strategy and a continued focus on pursuing and increasing operational efficiencies.

It is the board and management's considered view that current depressed metal markets will continue for the next 12 to 24 months. The group has therefore remained inwardly focussed, increasing our production profile and maintaining our relative position on the industry cost curve. Pleasingly we are well on track to achieve our strategic objective of producing 1 million ounces of PGMs from own operations.

Liquidity management and capital allocation

Given the current operating environment, preserving cash together with prudent liquidity management is critical to sustain our operations and to protect the interests of our shareholders and broader stakeholders alike.

Northam is well positioned to weather the current PGM pricing environment, as a result of the proactive balance sheet strengthening and liquidity management initiatives that have been implemented. This is reflected in the group's cash on hand balance of R7.5 billion at year end and our uncommitted credit facilities. The group's credit rating was also affirmed during the year under review, which will ultimately reduce the cost of our credit facilities.

The board continued to perform regular structured reviews of the capital allocation decisions made by management, and approved these accordingly.

As a board, in collaboration with management, we will continue to monitor the market, adjusting the capital decisions to further preserve liquidity, should the need arise.

Safety

The safety of all our employees remains of paramount importance and takes precedence over all production and other objectives. The board is particularly pleased with the group's safety performance, with no fatalities reported during the year under review.

Significant safety milestones were also achieved across all the operations, with Eland exceeding 2 million fatality-free shifts during the year, Zondereinde surpassing 4 million fatality-free shifts shortly after year end, and Booysendal reaching over 10 million fatality-free shifts in July 2024.

Our people

People are our greatest asset and treating them fairly while fostering the development of our employees is fundamental towards the achievement of our strategy. We compete for skills, and our ability to attract, retain and develop the right people to deliver on our business strategy is a key focus for Northam and the board.

The board continued to ensure employees received holistic support, while the business, with the board's backing, invests in attracting and retaining critical skills and nurturing a high-performance culture. Our wide-ranging employee benefits offered to employees, together with competitive salaries assist in this regard.

In addition, we also ensured that our employees continue to share in the group's success. A total of R1.1 billion was paid to employees as part of the Toro Employee Empowerment Trust at Zondereinde, with matching profit scheme payments made to employees at Booysendal and Eland.

Temba Mvusi, independent non-executive chairman

Environmental, Social and Governance (ESG)

The board and its committees diligently monitored the group's ESG metrics and reporting, with a specific focus on assessing the energy efficiency and emissions impact of both new projects and existing operations.

Our target is to reduce total greenhouse gas (GHG) emissions by 27%, from a 2019 baseline, by 2030. We are pleased to report that our initiatives have already seen positive improvements in this regard, particularly in respect of energy use and overall GHG emissions. We will continue to monitor our progress closely as we work towards our target.

We are also pleased to note the progress made in our renewable energy strategy, with the development of an 80MW solar power facility, through a Power Purchase Agreement, in progress at Zondereinde. Apart from assisting with the reduction of our environmental impact, the solar facility, together with our purchased self-generation capacity at all operations, will ensure a level of mitigation against Eskom load curtailment.

We take immense pride in our biodiversity offset agreement between the Buttonshope Conservancy Trust (the Trust), the Mpumalanga Tourism and Parks Agency (MTPA) and Booysendal, a one-of-a-kind in the industry. This agreement exemplifies effective public-private collaboration, committing the Trust to increase its offsets and land management in line with MTPA's long-term conservation goals. The Trust currently oversees approximately 8,500 hectares of pristine conservation area, and we have recently expanded this by acquiring additional land post year end.

As a mining group focused on sustainability, our communities are key stakeholders. Our social licence to operate depends on these relationships as much as our regulatory licences depend on sound governance. During the year under review, the board closely monitored our efforts to enhance the socio-economic conditions in the economically challenged areas where we operate. This included overseeing, through the social, ethics, human resources and transformation (SEHR&T) committee, the activities of the Northam Zondereinde Community Trust and the Northam Booysendal Community Trust, which manages some of our community development projects.

The SEHR&T committee ensured that the group effectively implemented the various Social and Labour Plans (SLPs) and facilitated corporate social investment, local recruitment, preferential procurement, and enterprise development. Additionally, the board kept track of the local health and education initiatives, ensuring alignment with our commitment to community development.

As a board, we are proud of the completed projects and ongoing initiatives, recognising the significant positive impact that Northam has on our surrounding communities.

Good corporate governance is fundamental to the group's success, sustainability and legitimacy. The board spent significant time ensuring that the organisation-wide corporate governance principles, frameworks and risk management practices function as designed, recognising this as one of our key stewardship responsibilities.

We also continued to prioritise succession planning for the board and executive management throughout the year, ensuring that we have a pipeline of talent. The appointment of Ms Geralda Wildschutt to the board reflects our succession planning efforts. We wish her a fulfilling and productive tenure and look forward to her insights and experience, particularly in the area of ESG.

Leadership change

As announced on 18 June 2024, I will be stepping down as chairman of both the Northam Holdings and the Northam Platinum Limited boards at the conclusion of the annual general meetings scheduled to be held on 28 October 2024. This decision was necessitated by the Prudential Authority's approval of my new role as chairperson of the board of directors of Sanlam Limited and Sanlam Life Insurance Limited.

I will, however, continue to serve as an independent non-executive director on both Northam boards, as well as a member of the Northam Holdings remuneration committee, and chairman of the investment committee.

I am also delighted to announce the appointment of Mr. Mcebisi Jonas as the new independent non-executive chairman of both Northam Holdings and the Northam Platinum Limited boards. Mr. Jonas brings a wealth of experience to this role, and we are confident in his ability to steer the board effectively. Additionally, Mr. Jonas will join and lead the Northam Holdings nomination committee.

This transition has been smooth and seamless, with no disruption to the functioning of the board. We look forward to the continued progress under Mr. Jonas' leadership and are excited about the future developments for the group.

Future focus areas

Succession planning - Continue to assess, with input from the nomination committee, the board's composition and that of its committees as well as its succession plans. Key considerations include the correct skill set, balancing new insights, depth of experience, continuity, and diversity.

Capital allocation - Continue to monitor market developments and amend the group's capital allocation programme where prudent and appropriate.

Safety - Continue to enhance our safety monitoring, applying lessons from incidents and best practice, as well as leveraging technology to reduce safety risks.

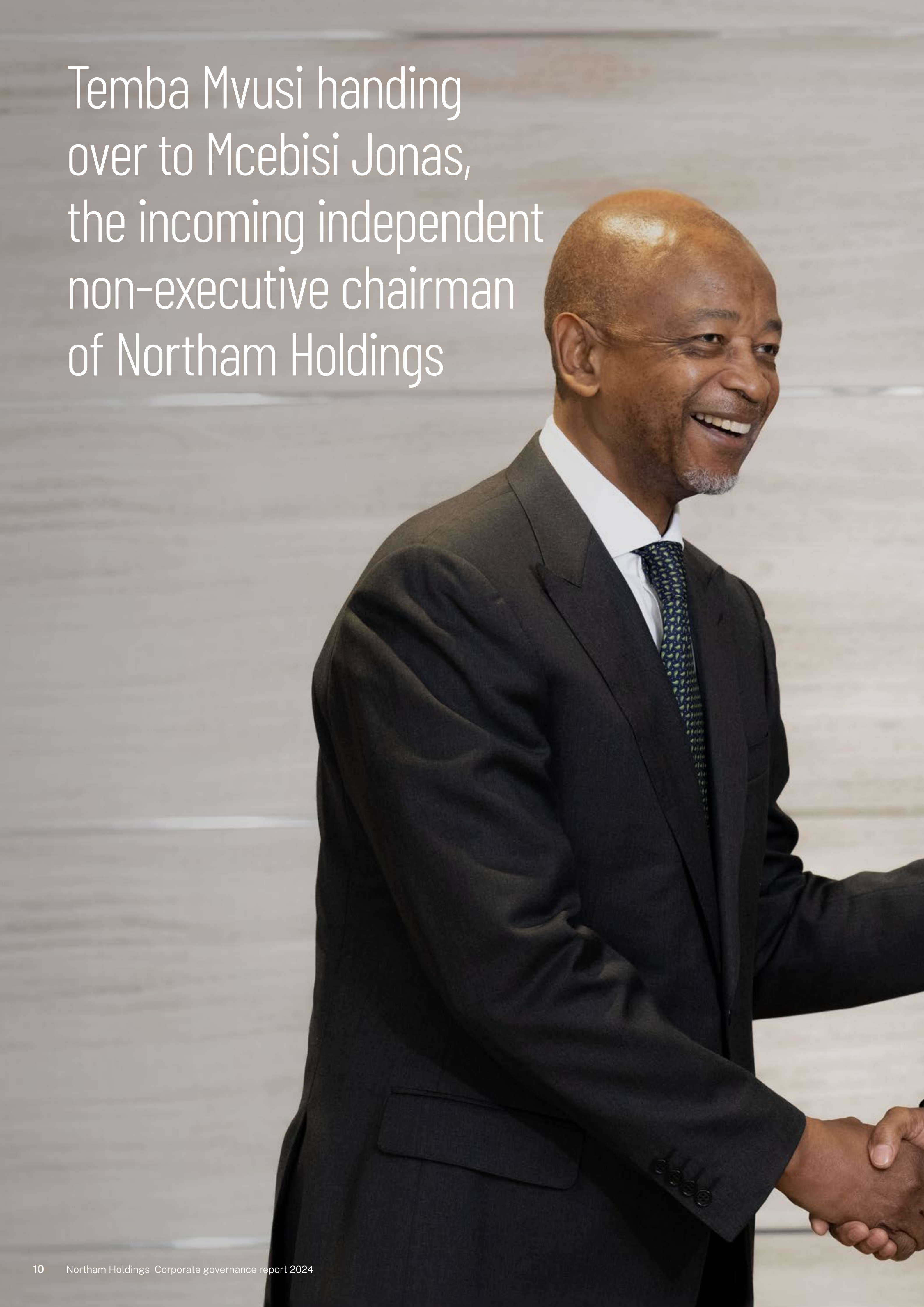
Liquidity management – Continue to monitor the group's liquidity position, ensuring prudent liquidity risk management, allied to disciplined cost control to maintain our relative position on the industry cost curve.

Temba Mvusi

Independent non-executive chairman

Johannesburg
27 August 2024

Temba Mvusi handing over to Mcebisi Jonas, the incoming independent non-executive chairman of Northam Holdings



Governance philosophy

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We consider governance to be the cornerstone of our business. This, in accordance with the principle of King IV™ requires that the governing body serves as the focal point and custodian of corporate governance in the organisation.

As such, the board of directors of Northam Holdings have the ultimate oversight responsibility for the effective governance and overall success of the group. This includes ensuring compliance with all statutory and applicable regulatory requirements.

The board safeguards and represents the interests of the group in perpetuating a successful and sustainable business ensuring the achievement of the group's strategic objectives. This in the context of the group adopting a stakeholder-inclusive approach that balances the needs, legitimate interests and expectations of all stakeholders, with the best interests of the company over time.

Accordingly, the board commits to achieving high standards of corporate governance in compliance with, *inter alia*, the JSE Listings Requirements and King IV™ to the extent applicable and appropriate.

This commitment informs the approach to governance at Northam, which encompasses an established **Group Governance Framework (GGF)**, comprising the respective oversight structures on how the company is directed, controlled and managed.

The board, appropriately manages its workload by delegating certain responsibilities to its board committees and executive management. This delegation being in accordance with the board approved delegation of authority framework, that sets out the delegation levels and approval limits, fostering accountability and transparency across the group.

The roles, responsibilities, membership requirements, and procedural conduct of the board, board committees and management committees are set out in their respective charters. These charters are regularly reviewed by the board to guide its effective functioning.

Refer to the board and committee charters, available on our website

The group applies the principle of **proportionality of application**, which takes into account the group's resources, the extent and complexity of its activities, and reduces the administrative burden without impacting the governance, risk and control environment.

Northam's enterprise risk management framework enables the functioning of the GGF and is established to guide management's decision-making processes in pursuit of the sustainable delivery of the group's strategic, business and operational objectives. This is guided by the **risk management philosophy**, which ensures there is a common set of standards for the identification and management of risks and opportunities.

These processes are subject to various forms of assurance and in accordance with the group's **combined integrated assurance model**. The model comprises various assurance from both internal and external parties, used to confirm that the information provided by the group, supports the credibility and integrity of its decision-making processes and reporting. The execution of the combined assurance plan is monitored by the audit and risk committee, which reports to the board.

The illustration on the right provides an overview of Northam's GGF.

Good corporate governance is fundamental to the group’s success, sustainability and legitimacy.

Northam’s GGF and code of ethics applies to all employees and directors. The GGF enhances the organisational understanding of ethics and promotes the desired governance culture.

Organisational ethics

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Ethics and integrity are essential to our governance philosophy, forming the basis of a culture that instils confidence among our stakeholders.

The board accepts collective responsibility for defining how ethics and ethical behaviour are embedded throughout the group.

Our values

Our values of **care, respect** and **integrity** form the foundation of all our interactions, decisions and activities and are integral to all strategic directions taken by the board.

It also underpins the ethical standards and ethical behaviour of Northam, requiring all directors, officers and employees to act with the utmost care, mutual respect and integrity. This includes complying with both the spirit and letter of the law, regulations, professional and/or industry standards, as well as company policies and procedures.

How is ethics embedded in our culture?

Northam has established the following practical mechanisms and processes to embed and foster a culture of ethics:

Northam code of ethics & conduct: The Northam code of ethics and conduct (the code) seeks to strengthen and promote continuous ethical behaviour across the group. It commits the company, its directors, officers and employees (full-time and part-time) to the highest standards of ethical conduct and is underpinned by a culture of shared responsibility.

The code aims to give practical guidelines to our employees on the rules and behaviour we expect and includes the group's commitment to conduct its business in accordance with the spirit of all applicable laws, rules and regulations. It defines a set of ethical standards and guidelines, describing the fundamental principles required to maintain ethical dealings with all our stakeholders, while acting in the best interests of the group.

The code covers, amongst other things, the use of company assets including intellectual property and other information, gender and racial diversity, freedom of association, compliance requirements, fraud, theft and corruption, as well as insider trading.

Refer to our Code of ethics and conduct, available on our website

Regular review: To ensure a progressive ethical culture, regular reviews of our code are undertaken, and updates are made where required.

The code has been extensively reviewed and refreshed during the current financial year, in accordance with best practice and industry standards. The refreshed code incorporates practical guidance, as well as operational learnings since the last review.

Key updates to the code include:

- Incorporation of Northam's overall group structure
- Alignment of all topics in accordance with the group's values of care, respect and integrity
- Inclusion of additional context and expansion of key topics
- Incorporation of quick reference points per section

The Ethics Institute of South Africa was also engaged to perform a detailed review on the refreshed code, with recommendations incorporated.

The code was reviewed and recommended to the board for approval by the social, ethics, human resources and transformation committee, and was subsequently approved and rolled out by management in February 2024.

Awareness drives

Ongoing communication reiterates the behaviour expected from all employees, fostering a culture in which employees understand their responsibilities and feel comfortable to raise concerns without fear of retaliation and victimisation. It also ensures mandatory policies, standards and procedures are accessible and well understood across the group.

Recruitment

Prospective employees are assessed against integrity and background checks.

Consequence management

Our disciplinary processes hold employees accountable for their conduct.

How is ethics governed at Northam?

The board's role

The board fully acknowledges its responsibility for ensuring the group operates responsibly, sustainably, and ethically for the benefit of all stakeholders. It is tasked with setting and steering the group's culture, with board members being individually and collectively accountable for providing ethical and effective leadership.

All deliberations, decisions and actions of the board are based on fairness, accountability, responsibility and transparency.

As part of the annual board evaluation process, board members were individually assessed by their peers for independence and a report in this regard was submitted to the chairman.

The F2024 assessment indicated that all board members continue to act ethically in all respects.

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Refer to page 38 for more details of the board assessment.

Ethics focus areas for the board in F2024

- The board reviewed and approved the refreshed code of ethics and conduct
- The board noted and monitored the ongoing group-wide awareness campaigns conducted to increase awareness and understanding of the code. This included the group's initiatives with respect to gender-based violence and sexual harassment. The board noted the individual campaigns held at the operations, and the positive traction gained in this regard
- During the year under review, the board also reviewed and approved an insider trading and share dealings policy, which has been rolled out across the group. This policy provides an overview of the provisions of the Financial Markets Act, the JSE Listings Requirements, the JSE Debt Listings Requirements and any other laws governing inside information and price sensitive information and sets out the conditions for dealing in Northam shares and the related requirements.

Ethics future focus areas for the board

- Oversee the ongoing roll out of the refreshed code across the group, as well as initiatives in progress to highlight key elements across the group
- Continue to oversee the embedding of an ethical culture in the group
- Monitor implementation of targeted campaigns across the group and at individual operations to increase awareness of key topics

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Refer to page 60 for more details on how the audit and risk committee, social, ethics, human resources and transformation committee and the remuneration committee monitor ethics

The executive committee's role

The board delegates to management the responsibility for the implementation and execution of the code, supporting policies and governance structures as well as the effective monitoring, control and assurance thereof.

Management reports any material breaches of the code, affecting the business as a whole, to the board and committees as necessary.

Ethics governance structures

The management of ethics is informed by the relevant provisions of the Companies Act, King IV™, the United Nations Global Compact (UNGC) principles and leading practice guidelines.

The group maintains various internal and external reporting mechanisms, including an independent ethics and fraud hotline. The hotline number is available on the Northam website, cited in the code, and published across the group's operations and local communities. Reports from the hotline are a standard agenda item for the audit and risk committee, with serious matters escalated to the board.

Management updates committee members at each meeting of recorded transgressions, actions taken and related initiatives.

Directors, officers and employees are encouraged to report any approach made to them, or that they are aware of, by any person or entity seeking favour or preference in business dealings with the group, to the ethics and fraud hotline.

Through various awareness campaigns embarked on by the group, the number of fraud hotline calls have increased during the year, which we believe demonstrates the confidence in the independent fraud hotline. The majority of calls related to instances of job selling, a prevalent issue in the mining industry, given the economically depressed areas in which mines generally operate in. The group has engaged with the South African Police Service (SAPS) on this matter and has embarked on a number of awareness campaigns, which have been rolled out across the operations.

Northam fraud hotline
0800 15 25 39

The independent ethics and fraud hotline is supported by strong investigative capabilities, with rigorous disciplinary processes.

How does Northam prevent money laundering and corruption?

The group maintains a zero-tolerance policy towards money laundering, corruption, and bribery. Extensive controls are in place to ensure that the business responds to all money laundering, bribery and corruption risks in an appropriate and consistent manner, in line with applicable legislative and regulatory requirements.

How does Northam govern the trading of its shares?

The group has a defined policy on dealing in Northam Holdings shares, which aligns with the JSE Listings Requirements. It sets out provisions as to how trading is to be conducted by all directors and prescribed officers of the group, the company secretary, all employees of the group and any contractors and consultants under the direct control and management of the group (Affected Persons), and their associates when dealing in the company's shares. The policy aims to prevent the misuse of price-sensitive information and/or inside information.

The group complies with the Financial Markets Act No. 19 of 2012, in that it prohibits any Affected Persons or their associates, directors, officers or employees (full-time or part-time), who have access to inside information from dealing in the company's shares.

In terms of the JSE Listings Requirements, the group enters into a financial closed period at the end of every reporting period until the publication of the financial results. Affected Persons are prohibited from dealing directly or indirectly in Northam Holdings shares during such financial closed periods.

In addition, should Northam be operating under a cautionary announcement or in a prohibited period, Affected Persons are prohibited from dealing directly or indirectly in Northam Holdings shares during such periods.

Any director or prescribed officer dealings in Northam Securities, provided that such person is not in the possession of price sensitive information, requires the written pre-approval of the chairman of the board or lead independent director, in the chairman's absence.

For all other employees, not in possession of price-sensitive information, written approval is required from the company secretary.

Refer to the Inside information and share trading policy, available on our website

How does Northam manage conflict of interests?

Director, prescribed officer and employee interests are managed through formal internal processes. The code sets out key provisions that Northam's directors, officers and employees are required to adhere to.

In terms of this code, a director, prescribed officer or employee is prohibited from using their position, or using confidential or price-sensitive information, to benefit themselves or any related party.

At the start of every board or committee meeting, directors are required to inform the board of any conflicts or potential conflicts of interest they, or persons related to them, may have in relation to particular items of business, or the company as a whole.

The disclosure of personal financial interests in terms of section 75 of the Companies Act is a standing item on all board and committee agendas, and the file containing the disclosures is available at all meetings. Board members recuse themselves from discussions or decisions on matters in which they have an actual, perceived or potential conflict of interest.

Refer to the Conflict of interest policy, available on our website

What is Northam's policy on gifts?

Our gifts policy sets out strict rules which employees must adhere to, in respect of the giving or receiving of gifts to and from clients, suppliers and other third parties. This is further outlined in the code, where all directors and all employees are prohibited from accepting any gifts, hospitality or benefits which may affect their impartiality, influence a business decision or lead to the improper performance of an official duty.

The policy and code outlines certain gifts, or categories of gifts, that may be accepted, provided that these are declared and approved, in writing, by senior management.

How does the board ensure that the group is and is seen to be a responsible corporate citizen?

The board, in collaboration with the social, ethics, human resources, and transformation committee, ensures the group is recognised as a responsible corporate citizen, adhering to South Africa's Constitution and the Bill of Rights. Management is tasked with proactive stakeholder engagement, community development, and environmental stewardship.

The group is committed to making a positive contribution to the communities in which we operate and the environment. Our responsible business initiatives focus on employee welfare, home ownership, addressing community needs, and securing land for nature conservation, all while complying with agreed social and labour plans.

The board also ensures that the group's strategic objectives are achieved sustainably, considering social impacts in every strategic and policy decision.

Read about the Northam home ownership scheme, the Zondereinde and Booysendal Community Trusts, the Toro Employee Empowerment Trust and the Buttonshope Conservancy Trust, among other initiatives in our Sustainability report 2024, available on our website

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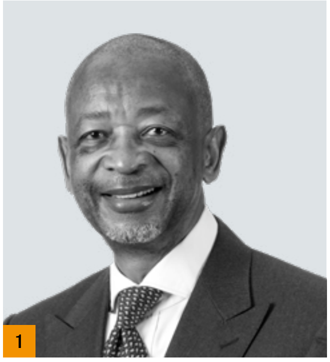
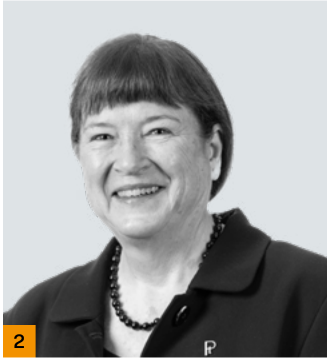
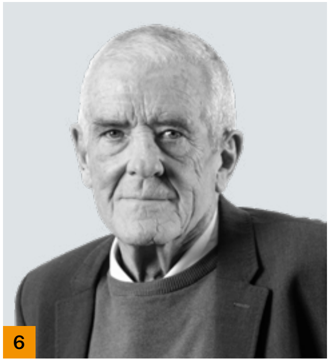
Refer to the SEHR&T committee report on page 72

Board of directors







The Northam board is diverse, consisting of ten members. 30% of our board members hold engineering degrees, 20% are Chartered Accountants (SA) and the balance have relevant experience in corporate finance, mergers and acquisitions and other associated and requisite disciplines. Five board members, including our CEO, have extensive exposure and experience as CEOs.

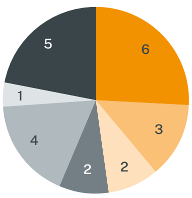
Gender diversity

5 Female (50%)

5 Male (50%)

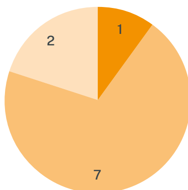
Target for female board representation: 20%

Board skills



- Finance
- Mining
- Audit and risk management
- Investment management
- M&A
- Medical
- ESG

Tenure



- 0-3 years
- 3-9 years
- >9 years

One of the directors with a tenure over nine years is a non-executive director, the other is the CEO

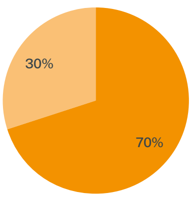
Age diversity

79 Oldest

44 Youngest

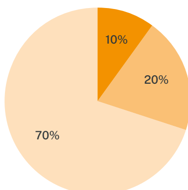
Average age of 63 with 20% aged under 50

Board demographics



- Historically disadvantaged persons (HDP) (Northam internal target for HDP board representation: 50%)
- Non-South African

Independence



- Non-executive
- Executive
- Independent non-executive

Independent non-executive

1. TI Mvusi BA, ELP, MAP, PDP (68)

Independent chairman

Board member of Northam Holdings since September 2021 and of the group since January 2016.

Other listed directorships: Independent non-executive chairman of Sanlam Limited and Northam Platinum Limited (a subsidiary of Northam Holdings).

Experience: Previous chief executive and executive director responsible for market development at Sanlam. Also an exco member and executive head: external interface at Sanlam Investments Proprietary Limited. Former general manager of Gensec Property Services Limited and marketing manager of Franklin Templeton Asset Management and has held positions with various companies in the financial services industry.

2. HH Hickey CA (SA) (70)

Lead independent director

Board member of Northam Holdings since September 2021 and of the group since January 2016.

Other listed directorships: Independent non-executive director of Pepkor Holdings Limited and Northam Platinum Limited (a subsidiary of Northam Holdings).

Experience: A Chartered Accountant with over 35 years of experience in auditing, risk management and governance and former chairman of SAICA.

3. JG Smithies BSc (Mining Engineering), BSc (Chemistry) (79)

Board member of Northam Holdings since September 2021 and of the group since January 2017.

Experience: Former CEO and director of operations at Impala Platinum Holdings Limited (Implats).

4. Dr NY Jekwa MBA (Finance), MBBCh (Bachelor of Medicine and Bachelor of Surgery), MIoDSA (49)

Board member of Northam Holdings since September 2021 and of the group since November 2017.

Other listed directorships: Independent non-executive director of Brait PLC, and Thungela Resources Limited.

Experience: Former CEO of Mergence Investment Managers Proprietary Limited, former head of capital raising at Coast2Coast Propriety Limited (a private equity firm) and has held senior positions in both structured and leveraged finance at Rand Merchant Bank and Nedbank Corporate and Investment Bank. Former independent non-executive director of Ascendis Health Limited.

5. MH Jonas BA (History and Sociology) (64)

Board member of Northam Holdings since September 2021 and of the group since November 2018.

Other listed directorships: Independent chairman of the MTN Group Limited.

Experience: One of four independent presidential investment envoys appointed by President Cyril Ramaphosa to attract investors to South Africa. Former deputy finance minister of the South African Government from 2014 to 2017 and member of the National Assembly until April 2017. Former chairman and non-executive director of the Public Investment Corporation (SOC) Limited.

6. GT Lewis BSC (Mining Engineering), MBA (67)

Board member of Northam Holdings since September 2021 and of the group since December 2020.

Experience: Former CEO of Northam and general manager of Zondereinde. Instrumental in the development of Booysendal mine. Previously served as the former general manager of Gold Fields Ghana establishing the Tarkwa gold mine. Former chairman of the Ghana Chamber of Mines Technical Committee and has held a number of senior positions at various gold, coal and base metal mining operations.

7. G Wildschut M.Psych, MBA (56)

Board member of Northam Holdings since March 2024.

Other listed directorships: Independent non-executive director of Caledonia Mining Corporation Plc, a gold mining company listed on the New York Stock Exchange and on AIM, a sub-market of the London Stock Exchange.

Experience: Consultant to Anglo American PLC, Gold Fields Limited, Ivanhoe Mines Limited and Debswana Diamond Company Limited on a range of environmental, social and governance (ESG) topics. Serves on the Climate Change Advisory Panel of Sasol Limited.

Non-executive

8. TE Kgosi BCom (Hons) (70)

Board member of Northam Holdings since September 2021 and of the group since November 2004.

Experience: Former cluster manager –materials management (Gauteng and North West operating units) in supply chain operations, Eskom SOC Limited. Extensive experience in the mining and banking sector (specialising in treasury), having held positions at a number of South Africa's main banking groups, as well as Credit Suisse First Boston (NY)

Executive

9. PA Dunne BSc (Hons), MBA (61)

Chief executive officer

Board member of Northam Holdings since December 2020 and of the group since March 2014.

Other directorships: Non-executive director of the International Platinum Group Metals Association (IPA). Current vice president of the Minerals Council South Africa and chief executive officer of Northam Platinum Limited (a subsidiary of Northam Holdings).

Experience: Former executive director at Implats, responsible for all mining, concentrating and smelting operations at the group's Rustenburg and Marula mines.

10. AH Coetzee CA (SA) (44)

Chief financial officer

Board member of Northam Holdings since December 2020 and of the group since November 2018.

Other directorships: Chief financial officer of Northam Platinum Limited (a subsidiary of Northam Holdings).

Experience: Joined Northam in December 2015 as the group financial controller and was appointed chief financial officer in November 2018. Former associate director at EY Inc. with more than 20 years' experience in, and exposure to, the mining and manufacturing industries, including the auditing of large, listed and multi-locational organisations.

Committee membership

- A Audit and risk committee
- H Health, safety and environmental committee
- I Investment committee
- N Nomination committee
- R Remuneration committee
- S Social, ethics, human resources and transformation committee

● Committee chairperson

Board composition and skills

7

What is the composition and tenure of the board?

Our board consists of ten members with the necessary qualifications, collective skills and expertise required to guide and steer our group. 70% of our board is comprised of independent non-executive directors.

Save for Ms. G Wildschutt, who will stand for election at the 2024 AGM, all directors were elected through the passing of an ordinary resolution by shareholders, after undergoing a fit and proper assessment and being eligible in terms of the Companies Act.

The group does not impose a maximum tenure or age limit for non-executive directorships', however, all non-executive directors are required to retire by rotation in accordance with the MOI and rotation schedule.

Northam recognises and embraces the benefits of having a diverse board and has approved and implemented a broad board diversity policy (forming part of the Nomination committee charter), which includes race and gender diversity targets, in line with the JSE Listings Requirements and the requirements of the Mining Charter. All new board appointments are considered in terms of this diversity policy and this is also a key consideration for succession planning.

The board currently has HDP representation of 70%, exceeding our target of 50%, aligned to the Mining Charter.

The board currently has female representation of 50%, again exceeding our target of 20%.

How are directors appointed?

The selection and appointment of directors is effected through a formal and transparent process and is a matter for the consideration of the board as a whole, assisted by recommendations from the nomination committee.

The nomination committee regularly evaluates the composition of the board, taking into consideration changes to the board, its succession plan and rotation schedule. All board appointments are made on merit in the context of skill, relevant business experience, expertise, gender, ethnicity, age and independence, which the board as a collective requires to effectively execute its duties.

A thorough, disciplined vetting process is conducted on all candidates, using an executive search company with a global database, and network of professional contacts. This includes the verification of qualifications, any past or present board positions held, experience and all other information which is pertinent to the appointment of a non-executive director.

What changes were made to the composition of the board and committees during the year?

Ms G Wildschutt's appointment followed a measured and considered approach, with a number of candidates from the group's identified succession plan being considered. This included consideration of skills and experience, independence, availability, suitability in terms of existing director skill set and diversity.

→ Refer to the Nomination committee report on page 78

70%
HDP representation in current board
2023: 67%
Northam target: 50%

50%
Female representation in current board
2023: 44%
Northam target: 20%

70%
of our board are independent non-executive directors

63 years
average age of the board members

7.7 years
average board tenure

Changes made to the composition of the board and committees during the year

Member	Date	Nature of change
G Wildschutt	1 March 2024	Appointed as independent non-executive director to the board
		Appointed as member of the Social, ethics, human resources and transformation committee
PA Dunne	1 March 2024	Resigned as member of the Social, ethics, human resources and transformation committee

What changes will be made to the composition of the board and committees during the coming year?

TI Mvusi's was appointed as the chairman of Sanlam Limited and Sanlam Life Insurance Limited on 1 April 2024. In terms of the conditions of the Prudential Authority's approval of his appointment of chairperson of the board of directors of Sanlam Limited and Sanlam Life Insurance Limited, he may not simultaneously serve as the chairman of the board of another listed entity. He will therefore resign as chairman of Northam Holdings and Northam Platinum with effect from the conclusion of the respective annual general meetings, scheduled to be held on 28 October 2024.

On 18 June 2024 the board approved, as recommended by the nomination committee in terms of the group's succession plan, the appointment of Mr MH Jonas to replace Mr Mvusi as the independent chairman of both Northam Holdings and Northam Platinum boards with effect from the conclusion of the 2024 AGM.

Accordingly, with effect from the date of the 2024 AGM on 28 October 2024, and pending shareholder approval on directors standing for re-election, the following changes to the board and committees will take place (see below).

Refer to the Nomination committee report on page 78 of this report

Refer to the Notice of the 2024 Annual General Meeting, available on our website, for more details

How is it ensured that directors are not over burdened with external board memberships?

Board members provide quarterly declarations of their external board memberships. This ensures that they are not overcommitted in terms of their representation on other listed boards.

The number of listed directorships of directors are limited to four, including Northam, and directors are cautioned, in terms of our board appointment protocols, against the overextension of their directorships.

Guidance is available for directors on matters to consider before accepting other directorships outside of the group. The nomination committee also considers director work-load and responsibilities as part of its recommendations for board committee appointments.

Refer to page 18 for the board of director CV's

How is directors' independence assessed?

Directors' independence is judged from the perspective of a reasonable and informed third party based on the prevailing circumstances, the definition of independence in terms of the Companies Act, the King IV™ guidance in assessing independence (substance over form), conflicts of interest (whether perceived or actual) and other relevant considerations.

The board also conducts annual independence evaluations, facilitated by the company secretary, to ensure all independent non-executive directors are still considered independent.

The 2024 independence assessment did not result in changes to any directors' designations. None of the independent directors have served terms extending beyond nine years, in terms of the King IV™ independence test.

Refer to the Nomination committee report on page 78

Changes to be made to the board and committees during the coming year (F2025)

Member	Date	Nature of change
TI Mvusi	28 October 2024	• Resign as chairman of the board of Northam Holdings and Northam Platinum but will remain an independent non-executive director of both boards • Resign as chairperson and member of the Nomination committee
MH Jonas	28 October 2024	• Appointment as an independent non-executive director of Northam Platinum Limited • Appointment as independent non-executive chairman of the board of both Northam Holdings and Northam Platinum • Resign as member of the Audit and risk committee • Appointment as member and chairperson of the Nomination committee

How often do directors rotate and retire from the board?

In terms of the group's MOI, one third of the non-executive directors, being the longest-serving members on the board since their last election, retire from the board at each Annual General Meeting (AGM).

Newly appointed directors may hold office only until the next AGM, at which point they retire and become available for re-election by our shareholders on the recommendation of the board.

A retiring director who is eligible and available may offer themselves for re-election and re-appointment.

At the AGM held on 30 October 2023, all three of the directors who were up for re-election were elected, after making themselves available for re-election in line with our board charter.

The following directors are due to retire by rotation in 2024:

- MH Jonas
- JG Smithies
- TE Kgosi
- G Wildschutt

MH Jonas, JG Smithies and TE Kgosi are all eligible for re-election and have indicated that they are available and will offer themselves for re-election at the next AGM. In addition, G Wildschutt has indicated that she will offer herself for election, subsequent to being appointed as an independent non-executive director to the board on 1 March 2024.

Refer to the ordinary resolutions contained in the Notice of the 2024 Annual General Meeting, available on our website

How does the board ensure that effective succession plans are in place for directors?

The nomination committee is responsible for succession planning for the board.

The board has an agreed succession pipeline, which identifies immediate and planned successors for its directors, including the specific roles fulfilled by these directors, such as committee chairpersons and the lead independent director.

Succession planning also considers the balance of new insight, depth of experience, continuity and diversity of the board. In addition, succession plans include appropriate development plans for our CEO and CFO. The board's succession pipeline was used to identify G Wildschutt for appointment to the board during the year under review.

The board will spend significant time on succession planning in the coming year, given the length of service of a number of our non-executive directors.

→

Refer to the Nomination committee report on page 78

What knowledge, skills and experience does the board have?

The board has identified, and continues to consider, the individual skills required to provide effective oversight over a mining company using a skills matrix. The nomination committee reviews the skills matrix of the board and its committees quarterly, identifying skills gaps, which guide decisions on future board appointments and inform training requirements. The process also considers directors' level of institutional knowledge.

Number of board members with recognised industry expertise in a particular field:

6	Finance	Required skill to effectively guide the economic decisions of the group, ensuring a balance between growth, sustaining operations and returning value to capital providers.
5	Environmental, Social and Governance	Essential expertise required to effectively govern and guide the group in future proofing its business.
4	M&A	Critical skill to guide effective acquisition growth down the cost curve.
3	Mining	Technical mining expertise is essential to guide sustainable and safe operations.
2	Audit and risk management	Fundamental expertise for providing effective governance and oversight of the group's six capitals.
2	Investment management	The group's large capital requirements, extended time horizons to value realisation and debt funding requires significant expertise in investment management.
1	Medical	Provides a competitive advantage in an industry with inherent high health and safety risk exposures.

The board is satisfied that our directors have the qualifications, knowledge and understanding necessary to govern the group, taking into account its nature, size and scale of operations and the laws and customs governing its actions.

Leadership roles in the group

10

What are the duties and responsibilities of the chairman, lead independent director, chief executive officer and the company secretary?
The duties and responsibilities these roles are clearly defined in our board charter. The separation of responsibilities is designed to ensure that no single person or group has unrestricted powers and that appropriate balance of power and authority exist on the board.

The board is satisfied that the arrangements for its delegation within its own structures promote independent judgement and assists with a balance of power and the effective discharge of its duties.

Chairman
The independent chairman, TI Mvusi, provides leadership to the board in respect of the proper and effective functioning of the board as a collective.

He is responsible for leading the board's monitoring of the performance of the group's operations, challenging management and establishing and maintaining an effective system of governance and controls over the group's activities. He is also responsible for fostering a culture of openness among the board, executive directors, and senior management to maximise insights on strategic matters.

TI Mvusi has extensive experience serving in a number of executive roles at Sanlam Limited and its subsidiaries. He is an expert in financial markets and investments and has in-depth knowledge of general business, human resources and legal matters. He has been a member of the board since January 2016 and has the required skills, experience and knowledge to fulfil the role of chairman.

Lead independent director
The lead independent director, HH Hickey, provides leadership and advice to the board on matters where the chairman is conflicted, and presides at board meetings in the absence of the chairman.

She is required to facilitate discussion and open dialogue among independent directors during and outside board meetings and, when required, serves as an intermediary between the chairman and other members of the board.

In addition, the lead independent director provides the chairman with feedback and counsel concerning interactions at board engagements where he is absent. She also acts as a sounding board for the chairman on corporate governance matters.

The lead independent director leads the annual performance appraisal of the chairman, in consultation with the nomination committee.

HH Hickey is a chartered accountant with over 35 years of experience in auditing, risk management and governance and a former chairman of SAICA.

Chief executive officer

The CEO, PA Dunne, is responsible for leading the implementation and execution of the board-approved strategy, company policies and operational planning. He serves as the primary link between management and the board.

He is accountable to the board and, in terms of best practice, is not a member of the audit and risk, investment or nomination committees. He is, however, a member of the health, safety and environmental committee to impart deeper operational insight and context.

The board charter is very clear on the powers that are reserved for the board and those that are to be delegated to management *via* the CEO. The board delegates responsibility for overseeing the day-to-day management of the group to the CEO, subject to the matters reserved for the board and the matters delegated to the committees of the board.

With advice from executive management, where necessary and appropriate, the CEO has overall responsibility for delivering and reporting to the board on the implementation of the strategy and the execution of business plans approved by the board. The CEO is further responsible for delivering financial and operational targets and ensuring that the day-to-day business affairs of the group are appropriately monitored and managed. This includes the maintenance of an effective system of governance and controls.

The CEO has undertaken to hold no other listed company directorships and has an employment contract that can, subject to fair labour practices, be terminated upon 12 months' notice.

PA Dunne has served in many executive roles and has been Northam's CEO for more than 10 years. He has a deep technical and industry knowledge, having been in the PGM mining industry for a number of years.

Company secretary

The company secretary, PB Beale, provides professional and independent guidance to the board on corporate governance, ethics and the board's legal and compliance duties. She also supports and coordinates the functioning of the board and its committees.

She has unfettered access to the board, is not a board member and maintains an arm's length relationship with the board and its members.

The company secretary reports to the board *via* the chairman on all statutory duties and functions performed in connection with the board. Regarding other duties and administrative matters, she reports to the CEO.

The annual evaluation of the company secretary was led by the chairman and performed by the board. The results of the evaluation confirmed that the company secretary continues to demonstrate the requisite level of competence, knowledge, qualifications and experience to carry out her duties. The board is also comfortable that she maintains an arm's length relationship with individual directors and confirms that she is not a director of the company or any of its subsidiaries.

PB Beale has more than 30 years' experience in the corporate secretarial field and was appointed as company secretary on 24 October 2011 by the board.

Board's responsibilities

2 | 4 | 6 | 8 | 10 | 11 | 12 | 13 | 14 | 15 | 16

The board serves as the focal point and custodian of corporate governance at Northam.

The board is ultimately accountable for the performance, reputation and overall success of the group, ensuring that it continues to operate responsibly, ethically and sustainably.

The board operates in terms of a board charter which defines its mandate, functions and responsibilities. The board charter is reviewed by the board at least once every three years to ensure a progressive governance culture. The charter has been refreshed in the current financial year to ensure that the responsibilities are in line with all legislative and statutory requirements, as well as taking into account latest industry and market developments.

Refer to the Board charter, available on our website

William Ntuli Mashito, General worker at Booysendal eradicating alien vegetation in the Buttonshope Conservancy Trust area

Key responsibilities in terms of the board charter:

Strategy and ethical culture
Set and steer the strategic direction and culture of the group, as well as monitoring the implementation thereof.

→

Refer to the strategy governance and the governance of ethics on page 28 and 14

Management
Ensure an effective and competent management team is in place, along with clear succession plans for this team.

→

Refer to our leadership on page 24

→

Refer to the executive committee on page 44

Stakeholder management
Adopt a stakeholder inclusive approach and manage key stakeholder relationships.

→

Refer to the board and stakeholders on page 40

Governance and assurance
Facilitate an effective governance environment and ensure that the company's assurance services and functions enable an effective control environment.

Oversee relationships with assurance providers.

→

Refer to the combined assurance on page 34

→

Refer to the audit and risk committee report on page 60

Responsible corporate citizenship
Ensure that the group is a responsible corporate citizen and that its responsible corporate citizen approach aligns with its sustainability policies and overall strategy.

→

Refer to the governance of ethics on page 14

→

Refer to the social, ethics, human resources and transformation committee report on page 72

Compliance
Ensure the group complies with all relevant legislation, regulations, policies and statutory obligations.

→

Refer to the compliance governance on page 32

→

Refer to the audit and risk committee report on page 60

→

Refer to the health, safety and environmental committee report on page 50

→

Refer to the social, ethics, human resources and transformation committee report on page 72

Performance and information technology
Monitor operational performance and ensure accountability.

Review and monitor the adequacy of the information and technology function, architecture, policy, strategy and risk management.

→

Refer to the information and technology governance on page 31

→

Refer to the audit and risk committee report on page 60

The board is satisfied that it has fulfilled its responsibilities in accordance with its charter for the reporting period.

How the board governs strategy

4

The board assumes responsibility for organisational performance and sets and steers the strategic direction of the group.

The group has a top-down strategy development process followed by a bottom-up validation and business planning approach across the various operations. The process delivers a consistent strategic baseline across the group, with agreed-upon targets and stretched key performance indicators per operation, all aligned to the group's overall goal.

How is the group strategy set and approved?

The board takes an integrated view regarding strategy setting and delegates the execution of the strategy to the CEO and the executive committee.

The board ensures that the strategy is sustainable and aligned across the group, and it works with management to develop the strategy.

It does so with a robust consideration and understanding of how the proposed strategy depends on the resources and relationships connected to the various forms of capital and the legitimate interests and expectations of the group's stakeholders.

The strategy process appreciates that the group's core purpose, risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process.

The board retains the responsibility for approval of the strategy, including any material changes thereto.

Progress is monitored by the executive committee during the course of the year, with dedicated progress reviews presented to the board every quarter.

Long-term strategy

The group's long-term strategy is focussed on growing production down the industry cost curve by developing or acquiring shallow, mechanisable PGM ore bodies and optimising existing operations.

The long-term strategy is reflected in the annual business plans and the group's medium-term target of producing 1 million ounces. The individual operational business plans are developed and approved with a clearly defined set of focus areas, with deliverables informed by the group's strategy and risk appetite.

The board reviewed the group's long-term strategy during dedicated sessions in June 2024, together with the review of the operational business plans. The board considers possible disruption to this strategy and remedial actions on an ongoing basis.

Short and medium-term strategy

Medium-term strategy development is predominantly addressed in the business plans. Each operation presents its plans to the executive committee which, once approved, are consolidated for final approval by the board annually.

The business plan covers progress on the previous plan, highlights threats and opportunities to the achievement of the objectives and includes any strategic responses. The short to medium-term strategy also includes consideration of any major capital projects and initiatives planned, as well as their impact on the overall strategy of the group.

Refer to the Annual integrated report , available on our website, for further detail on the group's strategy

How does the board govern strategic transactions?

The board retains ultimate responsibility for approving any material transactions or corporate actions (including mergers, acquisitions or disposals). It has final sign-off over material strategic transactions and considers the following:

- Whether a transaction aligns with the group's strategy
- Whether a transaction's internal rate of return exceeds the required hurdle rate and whether it has strategic advantages for the group
- The impact on the long-term sustainability and profitability of the group
- The impact of the proposed transaction on the group's stakeholders and it's licence to operate

How does the board monitor the effective execution of the strategy?

Quarterly: The board monitors strategic performance against the strategic KPI's and targets at quarterly board meetings and challenges the management team accordingly.

Annually: The board approves the annual business plan which is a reflection of the five year strategy of the group.

How the board governs risk

11

The board is responsible for ensuring that risks are monitored and managed by the group, in alignment with the Group Governance Framework and the group's risk policies and framework.

The board also ensures that the group has effective risk management and internal control systems in place.

The board is aware of the importance of risk management as it is linked to the strategy, performance and sustainability of group. The board sets the group's risk appetite and tolerance levels bi-annually as part of its review of the risk strategy and strategic risk register.

How is the board supported in the governance of risk?
The Audit and risk committee oversees the process to identify and manage risks within acceptable parameters and an approved and defined risk appetite. All of the other board committees are also responsible for evaluating all material risks within their mandated area of responsibility.

Management is tasked with identifying, assessing, mitigating, and managing risks within our dynamic operating environment. Mitigating controls are designed to address these risks and the board is is regularly updated on the progress of the risk management plan.

The risk management process is continuous, with key risks reported to each of the committees and the board.

Refer to the Audit and risk committee report on page 60

Refer to the managing risks and opportunities section in our Annual integrated report, available on our website, for further details on the group's risks

How the board governs information technology

12

The board and the audit and risk committee are responsible for the oversight of the group's information and technology strategy and policy, as well as ensuring that supporting governance structures and processes are robust.

This includes setting the direction of the policy, challenging information technology (IT) risk assessments and evaluating the effectiveness of the IT function.

The two components of IT governance are defined in the Group Governance Framework:

- **Technology governance** focuses on IT systems, hardware, software, telecommunications, networking, services, data hosting and facilities
- **Information security governance** focuses on the security of all information generated, managed and stored in the organisation

How is the board supported in the governance of IT?

The group has established a technology and information governance steering committee, which is chaired by the CFO. The committee consists of executive management, IT personnel, group functions and internal control to ensure appropriate execution of the committee's mandate.

It oversees the maintenance and protection of the group's technology and information resources, meeting at least four times per year. The CFO reports on its activities to the audit and risk committee on a quarterly basis, with reporting to the board performed as part of the feedback from the audit and risk committee chairperson.

How does Northam govern information security?

Northam is committed to ensuring the security and confidentiality of all personal information processed by internal and external stakeholders, including our employees. Information shared with any third party is disclosed strictly in accordance with relevant data protection legislation.

The board and executive management oversee the monitoring of our compliance the Protection of Personal Information Act, 4 of 2013, in South Africa.

Northam manages the threat of cyber risk through our people, processes, procedures and associated technologies to protect against malicious attacks and threats. The group is continuously evaluating and enhancing its cyber capability programme, embedding and improving its overall cyber resilience capability in response to increased cyber threats. Efforts are focused on the risk assessment of cyber resilience capabilities and the mitigation of any weaknesses identified.

Technology risks are also integrated into the organisation-wide Risk Management Framework and are reviewed regularly. Changes to our systems are security tested before implementation and this is enforced by regular, comprehensive external testing.

The technology and information governance steering committee furthermore ensures that information is leveraged group-wide to sustain and enhance the group's intellectual capital.

How does Northam govern IT?

The technology and information governance steering committee provide oversight of the management of technology to ensure:

- The integration of people, technologies, information and processes across the group
- Arrangements are in place, which are tested regularly, to provide for business resilience
- Management of the performance of, and the risks pertaining to, third party and outsourced service providers
- The identification and appropriate responses to developments in technology, including the leveraging of potential opportunities and the management of disruptive effects on the organisation and our business model

→

Refer to the Audit and risk committee report on page 60

How the board governs compliance

13

The board is responsible for monitoring and overseeing the group's regulatory and statutory compliance, processes and reporting. It also provides ongoing guidance on, and oversight of compliance risk management.

How is the board supported in governing compliance?

The audit and risk; social, ethics, human resources and transformation; and the health, safety and environmental committees are mainly responsible for overseeing compliance with laws, regulations, rules, codes and standards, including those relating to Broad-Based Black Economic Empowerment, employment equity, environmental management, health and safety, HIV/AIDS, the UNGC principles and the relevant Organisation for Economic Co-operation and Development (OECD) recommendations.

Additionally, all board committees operate within the confines of the laws and regulations in their respective areas of responsibilities.

Compliance with all material laws, legislation and regulations applicable to the group is monitored and reported to the board and the relevant board committees responsible for oversight.

The group has established anonymous whistleblowing arrangements that facilitate the reporting of actual or suspected unethical or corrupt behaviour, supported by strong investigative capabilities and rigorous disciplinary processes and sanctions. Any concerns are reported to the executive committee, if appropriate, and relevant board committees.

The board also receives independent assurance on the effective functioning of the group's compliance processes through the outsourced internal audit function.

How does the board ensure that the group complies with all relevant legislation?

The board has approved a regulatory compliance strategy for the group, underpinned by a compliance policy that identifies the laws, regulations, non-binding rules, codes and standards that are relevant to the business. The board has delegated the responsibility for the execution of the compliance strategy to management.

The Northam compliance policy, together with the risk management policy and framework, assist the board and executive management in meeting legal, regulatory and supervisory obligations and promoting and sustaining a sound compliance culture. This includes ensuring legal and regulatory compliance implications are integrated into material strategic, financial and operational decisions.

Instances of non-compliance are reported by management to the company secretary, who is responsible for notifying the CEO and the board.

Compliance focus areas in 2024 and beyond

The board, through the committees and management, continues to monitor the group's compliance with laws, regulations, codes and standards, ensuring that all decisions are taken within legislative boundaries and that the group's regulatory compliance profile remains unchanged.

There were no material regulatory penalties, sanctions or fines for contraventions of, or non-compliance with, statutory obligations during the year under review.

→ Refer to the board committee reports from page 48

Jeffrey Mototo, Miner at Eland

Combined assurance at Northam

15

The board is accountable for combined assurance and sets the direction for the group's assurance services and functions by means of the combined assurance policy and framework.

How is the board supported in governing combined assurance?
The board delegates to the audit and risk committee the responsibility for ensuring that our combined assurance activities are effective in achieving its objectives.

The audit and risk committee is responsible for monitoring the effectiveness of combined assurance and the application of the risk principles related to combined assurance.

The CEO and the CFO sign a responsibility statement, in terms of the JSE Listings Requirement 3.84(k), that they have implemented the necessary internal financial controls to ensure the financial statements are fairly presented and no facts have been omitted or untrue statements made.

What are the lines of assurance at Northam?
Our combined assurance framework establishes integrated and coordinated assurance activities between our four lines of assurance across all levels of the organisation. The group continues to focus on increased collaboration and sharing of information, as well as reducing duplication of activities.

Our four lines of assurance model ensures clear accountability and ownership for risk management, the control environment and required mitigating management actions. It also enables effective separation of risk taking from risk oversight activities.

The model incorporates key considerations, both for statutory and operational purposes, across four distinct lines of assurance.

- **First line**: operations – management reviews incorporating group services
- **Second line**: corporate – mining executives, CFO and executive committee reviews
- **Third line**: third party – independent providers of confirmation and verification, such as internal and external audit
- **Fourth line**: board and its board committees – governance and oversight

Management may not abdicate or delegate its responsibility for risk management to the risk control function or to an outsourced function. Management also retains accountability for monitoring any outsourced functions.

> The board is satisfied that our assurance activities result in an adequate, effective control environment and the integrity of reports can be relied upon for decision-making.

Refer to the Audit and risk committee report on page 60

Refer to our Annual financial statements, available on our website

How does the board ensure that reports issued by the company enable stakeholders to make informed decisions?
The board is committed to clear, transparent, balanced and truthful communication to shareholders and relevant stakeholders, in line with the JSE Listings Requirements and the Companies Act. The group adopts an integrated approach to reporting, presenting stakeholders with a holistic overview of the group's financial and non-financial performance.

The board oversees and ensures, through an effective control environment, appropriate management structures and a robust assurance framework, that all external communication and reports are issued in compliance with legal requirements and meet the legitimate and reasonable information needs of material stakeholders.

The board, through the audit and risk committee, assumes and accepts the responsibility for the group's financial reporting and sets the direction for how it should be approached and conducted.

Northam reports to stakeholders on both its financial and non-financial performance twice a year.

Information related to the required disclosures, as set out in King IV™, appears in our board approved integrated reporting suite and on our company website. This includes information on our strategy, long-term goals, medium to long-term targets, historical performance, outlook and the group's positioning for value creation.

Refer to the results presentations and integrated reporting suite, available on our website

Refer to the Audit and risk committee report on page 60, for more details over assurance on external reporting

How the board functions

8 | 10

How does the board govern the group?

The board is responsible for ensuring that the governance arrangements across the group enable it to discharge its oversight and fiduciary duties effectively, balancing clear accountability and devolution of responsibility.

To achieve this, the board and executive committee operate and oversee a GGF, illustrated on page 13, in line with international best practice, legislative requirements and King IV™.

The GGF determines how the board executes its direction and oversight responsibilities, and how the exercise of power, and delegation of authority within the group should be approached and conducted. Operation of, and compliance with, the GGF provides the board with assurance that the group is operating as they direct, appropriately managing risk, complying with applicable legislation and regulatory requirements, and applying the principles of effective governance as expressed in King IV™.

This underpins the achievement of clear governance outcomes and sustainable value creation across the group. The GGF is reviewed annually by the board to ensure it remains relevant and functions as designed.

How do the board committees support the board in discharging its responsibilities?

The six committees of the board assist the board in discharging its duties and responsibilities. These committees are also responsible for oversight of the functioning of the GGF.

The board committees are constituted with a minimum of three members having the necessary combination of knowledge, skills, experience, race, gender, culture, age and capacity.

The nomination committee reviews the composition of the committees on a regular basis and recommends any changes to the board for approval.

Board committees, in certain instances, have overlapping responsibilities.

It is the responsibility of each committee chairperson to provide feedback to the board and to ensure that matters relevant for consideration by another committee are reported to that committee.

→ Refer to the committee reports from page 48

Refer to the committite charters, available on our website

How does the executive committee support the board in discharging its responsibilities?

The board appoints the CEO and has established a framework for the delegation of authority to the CEO. This promotes independent judgement and assists with balance of power and the effective discharge of the board's duties.

The CEO has established an organisational structure, including an executive committee, for the group. This enables the execution of his strategic mandate.

The executive committee makes the requisite decisions regarding operational matters and provides oversight over the responsibilities falling within the mandate of the CEO.

The executive committee meets on a monthly basis, or as and when required.

→ Refer to our leadership roles on page 24

→ Refer to the Executive committee on page 44

How is the board agenda set?

In terms of the board charter, the board should meet at least quarterly at such venue and time that the board deems appropriate. Committee meetings are held at least annually, or as and when required in line with the requirements in the respective charters.

The board and its committees set the annual workplan and agree on the agenda for each meeting with the relevant chairperson, at the beginning of the ensuing financial year.

Directors are encouraged to contribute to setting the agenda, which is also reviewed before every meeting.

How is it ensured that all board and committee responsibilities are addressed?

The board and committee agendas are aligned with the board workplan and relevant committee charters, ensuring that all matters that the board and committees are responsible for are addressed during the financial year.

The board and each committee review their mandates and charter on an annual basis to ensure effective coverage, and control over the group.

Different committees may consider the same board materials, applying different perspectives as mandated.

Overlapping committee memberships assist in this regard, as do the formal committee reports to the board, where matters of importance for board members, as well as other board committees, are highlighted.

How is the board kept informed?

There are formal reporting structures and processes for the executive committee to both, manage the group as per the delegated authority framework, and to provide the board and its committees with the requisite information to support their oversight duties.

The chairpersons of each of the board committees report back to the board on a quarterly basis on the work done by the committee, highlighting important matters dealt with and raising any issues arising from the committee meetings held.

Can committees take independent advice?

All board committees are entitled to take independent professional advice, as and when necessary, on matters within their mandate, at the cost of the company. This is subject to approval being granted by the office of the CEO or the company secretary of the group.

Directors also have unrestricted access to all company information, records, documents and property and regularly meet with members of executive and senior management.

Does the board ever meet without management present?

From time to time, non-executive directors meet without management present in closed sessions, led by the chairman, regarding matters such as remuneration, succession planning and conflicts of interest. The primary objective of these meetings is to provide non-executive directors with an opportunity to test thoughts and insights among peers.

The chairman provides feedback from the closed sessions to the CEO and CFO, where applicable.

The company secretary attends the closed sessions.

Board effectiveness and training

9

How does Northam ensure the board is equipped to discharge its duties?

All new board members undergo a formal induction programme where the group's JSE sponsor, together with the company secretary, familiarise new directors with the group's governance structures, senior management personnel, statutory requirements, policies, procedures and the latest JSE Listings Requirements. New directors also visit the operations to gain further insight into the group's operations.

Ongoing training also ensures that all board members are kept abreast of any changes or developments in the regulatory, statutory and broader operating environments. This includes training by internal and external training providers.

The non-executive directors have a personal responsibility to comply with the necessary continuous professional development (CPD) requirements as part of their relevant membership and association with international and local bodies. Northam also assists its directors with specific training, where required. All board members have been registered as members of the Institute of Directors South Africa (IoDSA) and receive additional training and updates on changes to legislation directly from the IoDSA.

During the year under review the board members received refresher training sessions on a variety of governance and legislative topics from the group's JSE sponsor and legal advisors. Facilitation of knowledge transfer also continued between long serving directors and the newer members on the board.

How is the board's performance and effectiveness assessed?

The board conducts a formal external assessment of its performance, and the appropriateness and effectiveness of its procedures and processes, at least once every two years. The actions from these assessments are agreed upon and their implementation is tracked. An assessment of the performance of the chairman is also performed at least once every two years, led by the lead independent director.

The board annually evaluates the performance of the company secretary in terms of her competence, qualifications, experience and arm's length relationship with the board.

→ Refer to our leadership roles in the group on page 24 of this report

What prior year assessment outcomes did the board focus on during the year under review?

The previous self-appraisal board evaluation was conducted in 2022, with the board scoring an overall rating of excellent. However, areas identified for improvement included the composition of the board and an enhancement to board training.

During the year under review, the board has appointed Ms G Wildschutt as an independent non-executive director to bolster the ESG credentials on the board. Training has also been enhanced with board members being registered with the IoDSA, together with regulatory updates provided by the group's corporate and legal advisors.

What were the results of the F2024 board performance assessment?

During F2024 the IoDSA was appointed to facilitate a self-appraisal evaluation of the board and its committees. The assessment considered progress on the items highlighted in the 2022 assessment, as well as the governance processes of the group, in order to establish whether these remain fit for purpose.

The IoDSA report indicated that the board is functioning at an excellent level, improving on the previous evaluation score and exceeding the private sector benchmark. The highest scoring elements of the appraisal included the role of key members of the board, in particular the CEO's leadership of the executive team, the link between management and the board through the CEO, as well as his leadership style and accountability.

Other high scoring areas were the operation and effectiveness of the board committees, clarity and understanding of the role of the board and its respective responsibilities, as well as overall board culture.

It was noted that there were no material adverse comments expressed during the assessment and that positive trends were seen across all areas. However, a few areas were noted for improvement, albeit still being rated as excellent. These included the following, together with initiatives already in progress:

- The need to bolster the board's financial skills given the changes to the board and the need to appoint a new director to serve on the audit and risk committee. The director search process is already underway through the nomination committee
- Ongoing board training. A number of mechanisms have been implemented in the current year and this will be continually enhanced during the year
- Continued focus on ESG. This remains a key focus area for the board. Disclosure and reporting in this area will be continually enhanced, with further oversight provided by the board

What were the outcomes of the F2024 internal board performance review?

During the year under review, the chairman and the nomination committee considered the composition and skills of the various committees, and the composition of the board as a whole, as well as its performance. The performance review was facilitated by the company secretary.

The chairman is comfortable that the board was appropriately constituted and that the members have the correct mix of skills, experience, knowledge and demographics in order to adequately fulfil the mandate of the board.

> The board is satisfied that the evaluation process is improving its performance and effectiveness.

Ongoing training also ensures that all board members are kept abreast of any changes or developments in the regulatory, statutory and broader operating environments.

Temba Mvusi, Paul Dunne and Emily Kgosi during a visit to the 3 shaft project site

The board and our stakeholders

14 | 16

Who are the group's key stakeholders?

Northam operates in a highly legislated and multifaceted economic and social environment. Our stakeholder base is broad, comprising both local and international parties, often with wide ranging concerns and requirements. In addition, we operate in some of the least economically developed areas in South Africa and we have a social responsibility to, where possible and within reason, improve the socio-economic status of those around us.

The group has adopted the AA1000 Stakeholder Engagement Standard (SES) 2015, for stakeholder engagement, maintaining accountability by being inclusive, transparent, and responsive to our stakeholders.

Refer to the Annual integrated report, available on our website, for detail on our key stakeholders

What is the board's policy in terms of stakeholder relations?

The group's approved Stakeholder Engagement Standard regulates the process of engaging and communicating with defined stakeholders who can either affect, or be affected by our business.

It sets out the manner in which the group identifies and engages with stakeholders, as well as the manner of engaging.

Stakeholder risks are incorporated into the group's risk management process and are identified, assessed, mitigated and reported on in the same way as all other risks.

Refer to stakeholders and how we engage with them in our Annual integrated report, available on our website

How are stakeholder relations governed?

The board, assisted by its committees, is ultimately responsible for monitoring the quality of stakeholder relationships and the effectiveness of our stakeholder engagements.

Each committee of the board is responsible for the governance of stakeholder interactions in line with its associated mandate. This ensures that engagements are aligned with policy, governance codes and best practice.

The social, ethics, human resources and transformation committee in particular is responsible for providing oversight of the group's stakeholder practices. This includes fostering relationships with all stakeholders and informing and defining how the group relates to corporate citizenship.

Feedback on stakeholder interactions is provided to the board by the chairpersons of the respective committees.

Who is responsible for the management of stakeholder relations?

Dedicated stakeholder relations personnel are positioned at each of the group's operations and, together with executive management, deliver on the requirements of the group's stakeholder relations policy.

This ensures that effective industry and international governance practices are maintained across the group when managing and responding to our stakeholders' requirements and views.

The CEO and CFO are responsible for the approval of all engagements with external stakeholders and the General Managers at each operation, along with the Executive: Human resources, are responsible for the management of internal stakeholder engagements.

What stakeholder engagements did the board oversee in F2024?

The board, through its committees, monitored and noted that the group's stakeholder engagement activities during the year under review were extensive and responsive to the issues raised.

These included continuous engagements with host, adjacent and labour-sending communities, unions, employees, legislative bodies, members of our supply chain, strategic partners and customers, as well as investors.

Pleasingly, it was noted that the quality of stakeholder relationships remained high.

Refer to stakeholders and how we engage with them in our Annual integrated report, available on our website

→ Refer to the Social, ethics, human resources and transformation committee report on page 72

→ Refer to page 42 for more details on the board's engagement with investors

What are the board's current and future stakeholder focus areas

- Continue regular engagement with regulators, investors and key suppliers
- Monitor engagements with customers and refining partners
- Continue to monitor feedback on the engagements at the operations with all relevant stakeholders

The board monitors the quality of stakeholder relationships and the effectiveness of stakeholder engagements

The board's engagement with investors

14 | 16

The board formally engages with investors at the AGM, as well as during remuneration roadshows.

Annual General Meeting (AGM)

At the company's AGM held on 30 October 2023, all the ordinary and special resolutions were approved by the requisite majority of shareholders present or represented by proxy at the AGM, apart from Special Resolution No.1 - non-executive directors remuneration, which was withdrawn before the AGM, and Special Resolution No.3 - General authority to repurchase issued shares, which was not approved.

The non-binding advisory ordinary resolutions 4.1 and 4.2, relating to the group's remuneration policy and implementation report, received support of 33.45% and 40.13% respectively. These percentages were below the requisite support of 75% of votes.

Accordingly, in terms of the JSE Listings Requirements and the recommendations of King IV™, the board invited, through a SENS issued on 30 October 2023, dissenting shareholders to submit, in writing, concerns and recommendations regarding the non-binding advisory resolutions.

The chairperson of the remuneration committee and the company secretary met with institutional investors on remuneration matters during November and December 2023, as well as in May 2024.

Refer to the Remuneration report, available on our website

Management roadshows

During the year under review, executive management held investor meetings with institutions from South Africa, the United Kingdom, Europe, the United States of America and Asia. Feedback is a critical element of these engagement processes and it is raised, through the executive committee, for discussion at board level.

Additional shareholder engagements were also held following Northam's decision to terminate Northam's Offer for the remaining RBPlat shares in April 2023 and the subsequent acceptance of the Implats Mandatory Offer and disposal of the investment in RBPlat in July 2024. These meetings were intended to contextualise the rationale for the termination of Northam's offer and the acceptance of Implats', as well as to respond to any shareholder concerns and queries on the current depressed PGM price environment and the need to preserve liquidity.

On the opposite page is a summary of the key topics discussed with investors, by management and the board, during the roadshows.

Key focus during the year

Key topic discussed	Our response
ESG disclosure	• The group has continued to bolster its sustainability department with additional resources. The systems we introduced during the previous and current financial year are also yielding results in terms of improved monitoring and reporting on ESG matters • The group has a number of initiatives in place to improve emissions and water use at all operations. These are consistently monitored and are resulting in improvements in key metrics • The continuous enhancement of disclosures in the standalone Sustainability report, as well as compliance to the various reporting standards • We will also continue with the reporting of key ESG metrics as part of our Summarised financial results and Annual financial statements • The remuneration committee has resolved to include ESG metrics in executive director remuneration KPI's from F2024. These have been included in the executive director short-term incentive awards for the current financial year and will ensure that ESG remains a crucial part of the group's strategy
Investment in RBPlat	• Governance over the various elements of the investment was a key focus area for the board, the independent board appointed for the purposes of the transaction, and, in particular, the investment committee • The latter played an integral role throughout the assessment process, including the decision to terminate Northam's Offer and subsequently accept Implats' Mandatory Offer • Additional context was provided regarding the state of the PGM market and Northam's actions to primarily protect liquidity and adopt an inwardly focussed view for capital investment decisions
Returning value to shareholders	• The long-term success of our business depends on us achieving an optimal balance between growth, sustaining operations and returning value to the providers of capital • Management carefully considers the appropriate allocation of capital in these areas to achieve the group's strategic objectives • Across its peer group, the relative share price performance of the group over the financial year has improved • During the previous financial year, Northam Holdings declared it's maiden dividend and the board approved an earnings based dividend policy • A further interim dividend was declared and paid during F2024, with a final dividend for F2024 also declared by the board
Market uncertainty	• Discussed a number of external factors which have been affecting the supply and demand dynamic for PGMs and all commodities. The lasting impact of the pandemic and the global semi-conductor shortage, as well as the ongoing conflict in Ukraine have all affected the market • We believe in the metals we produce and that the fundamentals for PGMs remain positive. Recovery from the external factors will lead to normalisation of the supply and demand • However, current indications are that the market may remain under pressure for some time and we will continue to place emphasis on cost management and production efficiencies • The group is also able to sell all the metal we produce via offtake agreements with a number of customers and the ability to sell excess metal on the spot market. In addition, our asset base is world class and very well developed

Refer to stakeholders and how we engage them in our Annual integrated report, available on our website

Refer to our Remuneration report, available on our website, for responses to the concerns and recommendations made by shareholders with regard to the group remuneration policy and the implementation thereof

Sponsor

The group understands the role and responsibilities, as stipulated in the JSE Listings Requirements and JSE Debt Listings Requirements, of its JSE equity and debt sponsor, One Capital. The group has cultivated an excellent working relationship with One Capital and views them as a trusted and reliable service provider.

The board is satisfied that the JSE sponsor has executed its mandate with due care and diligence for the year under review.

Executive committee

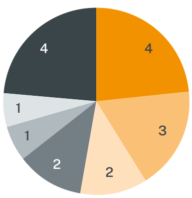
10

Gender diversity

1
Female (13%)

7
Male (87%)

Exco skills



- Mining
- Project management
- Sustainability
- Finance
- Audit and risk management
- Human resources
- ESG

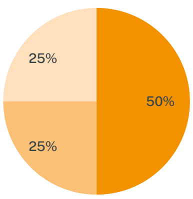
Age diversity

61
Oldest

44
Youngest

Average age of 53 with 38% aged under 55

Exco demographics



- Historically disadvantaged persons (HDP)
- Non-HDP
- Non-South African

Executive directors

1. PA Dunne BSc (Hons), MBA (61)
Chief executive officer

Board member of Northam Holdings since December 2020 and of the group since March 2014.

Other directorships: Non-executive director of the International Platinum Group Metals Association (IPA). Current vice president of the Minerals Council of South Africa and chief executive officer of Northam Platinum Limited (a subsidiary of Northam Holdings).

Experience: Former executive director at Implats, responsible for all mining, concentrating and smelting operations at the group's Rustenburg and Marula mines.

2. AH Coetzee CA (SA) (44)
Chief financial officer

Board member of Northam Holdings since December 2020 and of the group since November 2018.

Other directorships: Chief financial officer of Northam Platinum Limited (a subsidiary of Northam Holdings).

Experience: Joined Northam in December 2015 as the group financial controller and was appointed chief financial officer in November 2018. Former associate director at Ernst & Young Inc. with 20 years' experience in, and exposure to, the mining and manufacturing industries, including the auditing of large, listed and multi-locational organisations.

Executives

3. MN Ndlala BTech Mining Engineering, MBL (56)
Operations executive

Joined Northam in July 2018.

Other directorships: Director of Mine Rescue Services Proprietary Limited.

Experience: Former executive head of operations at Implats Rustenburg mines, responsible for all mining, concentrating and smelting operations. Former director of Two Rivers Platinum and African Exploration Mining and Finance Corporation (SOC) Limited (AEMFC).

4. LC van Schalkwyk FCMA (59)
Executive: Commercial

Joined Northam in October 2014.

Experience: More than 30 years' experience in the platinum mining industry. Former executive for strategic finance at Implats.

5. D Smith Bsc (Hons) Msc (56)
Executive: New business

Joined Northam in October 1995.

Experience: Worked in the mining and mineral exploration sector since 1991 and joined Northam in 1995. Former principal of Prospect Geoservices.

6. CA Smith BSocSc (Hons) (49)
Executive: Human resources

Joined Northam in September 2014.

Other directorships: Chairman of Platinum Health Medical Scheme.

Experience: Extensive experience in the mining sector, holding senior HR positions at AngloGold Ashanti Limited, Richards Bay Coal Terminal Proprietary Limited and Implats.

7. GD Duma MBA, BTech (Quantity Surveying), Diploma in Project Management, Senior Management Development Programme (55)
Executive: Sustainability

Joined Northam in March 2017.

Experience: Held various positions at Implats, including general manager of shared services, project director of housing and socio-economic development projects, and group sustainable development manager. Also worked at the Medical Research Council, Eskom Holdings SOC Limited and South African National Parks.

8. WJ Theron Pr (Cert) Eng. (Professional Engineer), BTech (Mining Engineering), BSc (Hons) Mining, MBA (46)
Operations executive

Joined Northam in December 2010.

Other directorships: Director of Mine Rescue Services Proprietary Limited.

Experience: Extensive experience in projects and operational management. Former general manager at Booysendal mine. Past president of the Association of Mine Managers of South Africa.

Corporate secretarial*

9. PB Beale (58)
Company secretary

Joined Northam in October 2011.

Experience: More than 30 years' experience in the corporate secretarial field, previously working for JCI Limited and Gold Fields Limited. Member of the IoDSA and the JSE advisory council.

10. C Msimanga (48)
Assistant company secretary

Joined Northam in January 2017.

Experience: Extensive experience and knowledge in HR Management and Training, HR Consulting, Aviation, Trust Administration, Corporate Governance, Compliance and Risk Management, and Environmental Social and Governance (ESG). Previously worked for South African Express Airways, Richards Bay Coal Terminal and Bruniquel and Associates. Member of the IoDSA, The Corporate Governance Institute of Ireland, UK, Europe, and the Governance Institute of Australia

* Not part of the executive committee

Who appoints the executive committee?

The CEO appoints the executive committee to support the execution of the group's strategic mandate. Northam's executive committee, a diverse and experienced team of eight senior executives, represents the various disciplines within the company's organisational structure.

The CEO is responsible for assessing the executive committee's performance, ensuring that each member possesses the necessary skills and experience to fulfil their roles effectively, both individually and as a cohesive unit.

What are the executive committee responsibilities?

The executive committee, including the CEO and CFO, collectively have the following key responsibilities as documented in the group's delegation of authority framework:

- Provide ethical leadership and foster a diverse, motivating work environment
- Formulate, implement and execute the group strategy, including preparing and updating business plans for board approval
- Manage business performance and the reporting thereon to the board
- Implement group policies on health, safety, environment, human resources, stakeholder engagement, finance, and risk management
- Collaborate on senior management succession planning with the social, ethics, human resources, and transformation committee
- Ensure compliance with laws, regulations, and corporate governance principles, with oversight provided by the audit and risk committee
- Uphold the group's values and culture, as set by the board
- Maintain effective systems of internal control, financial reporting and risk management across the group

How does the executive committee interact with the board committee?

Executive committee members attend board committee meetings by invitation, in order to respond appropriately to questions from directors.

How often does the executive committee meet?

The executive committee meets once a month, or as and when required. The CEO and CFO report directly to the board on all matters deliberated on by this committee.

How does Northam ensure that there is effective executive committee member succession plans in place?

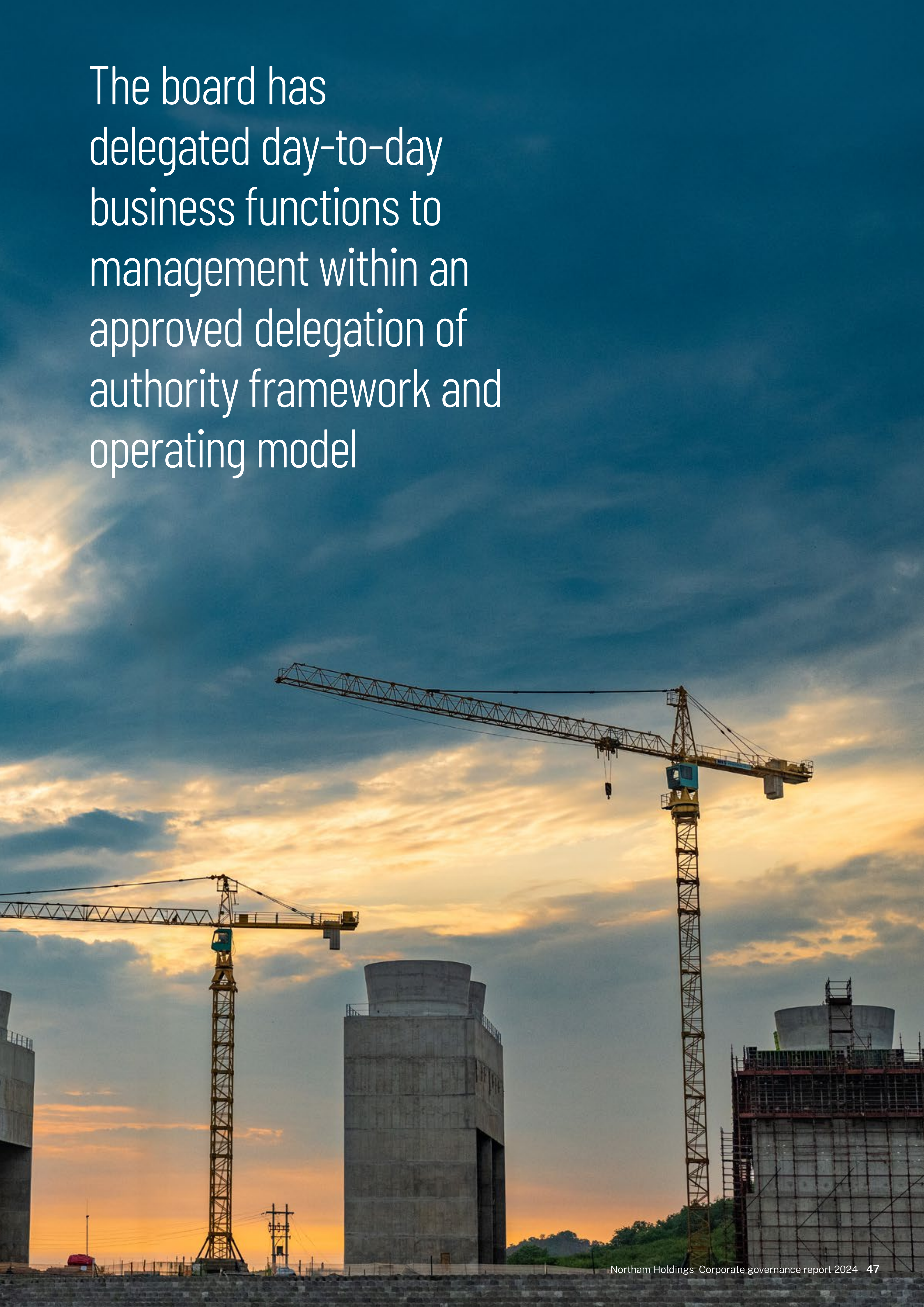
Succession planning for management and employees is the responsibility of the executive committee, operational management and human resources. Oversight is provided by the social, ethics, human resources and transformation committee.

During the year under review, the social, ethics, human resources and transformation committee continued to consider the succession plans for the executive committee, ensuring that the successions plans will facilitate continuity and an appropriate balance of knowledge, skills, experience and diversity of the executive committee.

→

Refer to the operational succession planning in the Social, ethics, human resources and transformation committee report on page 72

The board has delegated day-to-day business functions to management within an approved delegation of authority framework and operating model



Board committee reports

Health, safety & environmental committee report

3 | 8 | 11 | 16

H N M

Risks and opportunities

- Safety and health
- Critical or single stream plant and equipment
- Energy supply and the cost thereof
- Tailings storage facility (TSFs)
- Employee relations
- Social licence to operate
- Environmental, social and governance (ESG)
- Regulatory, political and legal environment
- Environment
- Water supply

Refer to our Annual integrated report for the year-ended 30 June 2024, available on our website, for further detail on our risks and opportunities

4
Committee meetings

94%
Attendance

Role

The health, safety and environmental committee (the committee) has been established to assist the board with the oversight of the group's health, safety and environmental matters.

The committee has a charter, which sets out its roles and responsibilities. As part of its responsibility the committee undertakes to:

- Review the health, safety and environmental strategies, policies and standards of the group
- Ensure the group complies with its health, safety and environmental policies and standards, including laws, regulations and external standards
- Monitor the adequacy and timeliness of investigations into health, safety and environmental incidents
- Monitor compliance with recommendations made by management pursuant to any investigations into health, safety and environmental incidents
- Consider legal, regulatory and technical developments and consult any external advisors in this regard
- Monitor the administration and associated investment activities of the Northam Restoration Trust Fund

Refer to the Health, safety and environmental committee's charter, available on our website

Mandate

The committee's authority is derived from the board's delegation, as outlined in its charter and the Group Governance Framework.

The committee provides oversight and makes recommendations to the board in respect of matters within the ambit of its responsibilities, without assuming the functions of management. The committee's operations do not relieve board members of their collective and individual fiduciary duties.

Committee composition

The committee comprises three independent non-executive directors and the CEO, and meets at least four times a year.

The chairperson of the committee is an independent non-executive director elected by the board, and reports to the board on the committee's activities and all matters discussed, highlighting key issues requiring action and recommendations for resolution.

The committee composition was reviewed by the nomination committee during the year and the board is satisfied that collectively the committee members have the appropriate mix of qualifications and experience to fulfil their duties.

As part of the committee's commitment to enhance operational understanding, one of the committee meetings for 2025 will be held at one of the operations of the group, including a site visit for committee members.

Invited attendees

The committee has two permanent invitees at meetings, MN Ndlala and WJ Theron, Northam's operation's executives. They provide feedback on the group's health, safety and environmental performance, as well as related activities for the respective operations. GD Duma, Northam's sustainability executive, is also invited to the committee meetings, as required, to present the group's sustainability report for approval.

Individuals in attendance by invitation may participate in discussions, but do not form part of the quorum for committee meetings and may not exercise voting rights on any matter.

Name	Date joined committee	Board status	Meeting attendance
JG Smithies (Chairperson)	7 November 2017	Independent non-executive director	3/4*
Dr NY Jekwa	1 November 2019	Independent non-executive director	4/4
GT Lewis	27 September 2021	Independent non-executive director	4/4
PA Dunne	10 December 2015	Chief executive officer	4/4

* Apologies received

Areas of focus during the year

Focus area	Response
Safety	Reviewed all health, safety and environmental related incidents during the year • Assessed key safety performance statistics and trends, focusing on safety management objectives and initiatives in response to challenges. This included the monitoring of the Lost Time Injury Incidence Rate (LTIIR), Reportable Injury Incidence Rate (RIIR) and Fatal Injury Incidence Rate (FIIR) • Noted that all operations remained fatality free during the year under review • Noted safety milestones achieved at the various operations during the year: — Three million fatality free shifts at Zondereinde, during March 2024 — Four million fatality free shifts at Zondereinde, shortly after year end, in July 2024 — Nine million fatality free shifts at Booysendal, during October 2023 — One million fatality free shifts at Booysendal Concentrators, during November 2023 — Seven million fatality free shifts at Booysendal North mine, during May 2024 — Ten million fatality free shifts at Booysendal, achieved shortly after year end, in July 2024 — Two million fatality free shifts at Eland, during April 2024 • Noted that Booysendal remains fatality free since inception and Eland remains fatality free since the restart of mining operations • Monitored ongoing training initiatives and campaigns related to occupational health and safety across the group • Reviewed reports on potential risks, substandard working conditions or incidences of non-compliance reported and monitored the implementation of remedial actions • Reviewed the compliance, health and safety report for Northam Recovery Services LLC and noted no instances of non-compliances or any health and safety incidents
Health	• Monitored the implementation and outcomes of employee wellness programmes and voluntary health screening campaigns • Reviewed occupational health performance statistics and medical reports from the operations on: — Tuberculosis disease management — Voluntary HIV counselling and testing (HCT) — Overall medical surveillance including pre-employment, periodic/annual and exit medicals — Lead screening, asbestos and silicosis monitoring — Referrals for optometry and audiology — Medical incapacity statistics, including medical boarding and temporary unfit statuses • Noted the health promotion campaigns in place across operations. This included wellness days where HCT are offered, along with holistic health education as well the 95-95-95 campaign to increase awareness around HIV testing and treatment • Reviewed and considered the levels of comprehensive medical care provided for employees
Strategy	• Reviewed and approved the health, safety and environmental targets incorporated in the group's strategy and associated business plans • Monitored the ongoing progress against these targets across the financial year

Focus area	Response
Environment	• Reviewed the key elements of the operational environmental reports, this includes feedback on water use, dust monitoring, electricity consumption, waste management, tailings management and GHG emissions • Considered the environmental reports in the context of the group's environmental strategy and goals, noting that the group is on track in meeting its environmental and biodiversity targets • Received feedback on the initiatives in progress to reduce the group's GHG emissions with a view to the group's 2030 target of a 60% reduction and noted the positive progress in this regard • Received presentations from management on the group's renewable energy programme and initiatives in progress, noting the cost saving and additional electrical supply to be gained from the planned projects. Interrogated the background and rationale for all the projects. This included an analysis of the current challenges posed by Eskom's load curtailment, as well as the tariff increases • Noted the progress made in the acquisition of additional diesel powered generators to further supplement available electricity supply, and to ensure mitigation up to level 4 of Eskom load curtailment at all operations • Reviewed the water management programmes in place across all operations, noting that the water quality measurements were compliant with the water quality requirements set out in the reserve determinations for the monitoring period. Also noted that water use and the water management programmes are in line with the water use licences and that the amount of recycled water used by the group remains in line with set targets • Reviewed the reports from the independent third-party reviews on all TSFs across the group and noted the following: — TSFs are competently managed, adequately resourced, fit for purpose and allow for continued tailings deposition — No significant safety risks or risks of failure exist at any of the TSFs — Progress has been made on flagged remediation actions from previous reviews • Received assurance that, while third-party consultants are used for reviews of TSFs, management takes full responsibility for the safety of the TSFs and ensures that where applicable, all recommendations from reviews are implemented. The standard operating procedure on tailings management also warrants that a risk assessment process takes place, internal reports are prepared and the TSFs undergo third and fourth party reviews • Reviewed the performance of the Northam Platinum Restoration Fund and confirmed that the investments in the fund are in the best interest of the group, are invested in terms of the requirements of the Income Tax Act and relevant legislation and that there is no shortfall in the provision • Noted the activities of the Buttonshope Conservancy Trust and its efforts in respect of the management of conservation. Acknowledged the purchase of additional land in the Buttonshope area, extending the land under management to in excess of 8 500 hectares
Governance and compliance	• Evaluated the group's enhanced ESG disclosures, which incorporate recommendations from the committee • Reviewed the group's Sustainability report and provided the necessary approvals • Reviewed and confirmed the group's compliance to its health, safety and environmental policies and standards • Confirmed the group's compliance with updated legislation and regulatory reporting requirements • Reviewed feedback from internal and external assurance providers on performed reviews, including recommendations and associated management action plans • Considered independently prepared reports on reviews conducted on all TSFs in the group. Noted that all facilities are operating as designed • Tracked management's preparation for the implementation of the Task Force on Climate related Financial Disclosures (TFCD) policy, as recommended by the G20's Financial Stability Board, and reviewed the associated disclosures included in the Sustainability report
Systems and risk management	• Reviewed the key strategic risks falling within the ambit of the committee's responsibilities. Noted the effective functioning of associated controls across operations • Tracked the improvement of safety, health and environmental information and management systems at all operations • Noted the use of a standardised system across the group for the monitoring of environmental actions • Monitored the ongoing progress of the ISO 14001 and ISO 45001 certifications across operations

Main conveyor belt at Booysendal South mine

Committee evaluation and performance

The Institute of Directors South Africa (IoDSA) was appointed to facilitate a self-appraisal evaluation of the board and each sub-committee of the board during the previous year, as part of the bi-annual evaluation of the board and committees.

The committee scored an overall rating of excellent for the evaluation, an improvement from the previous evaluation with only minor areas noted for improvement.

The committee received positive scoring in general roles and responsibilities, specific roles and responsibilities and interactions with management, indicating that the committee members have a clear and deep understanding of their roles and responsibilities in terms of the committee mandate. An area identified for improvement related to member induction and rotation of members. These areas will be considered by management and the nomination committee going forward.

The committee's composition, skills and experience was also evaluated as part of the review by the nomination committee.

The committee was found to be suitably equipped to fulfil its mandate.

The chairman has also concluded his annual evaluation on the committee's performance in terms of its composition, mandate and effectiveness. No actions were required in terms of this assessment.

Future focus areas

Safety
Continue to ensure that learnings from safety incidents are shared across operations, maintaining the group's commitment to zero fatalities.

Oversee the group's collaborative stakeholder engagement efforts with regards to safety in the PGM sector

Strategy
Monitor the impact of the implementation of the group's strategy on health, safety and environmental targets

Governance and compliance
Monitor compliance with applicable health, safety and environmental strategies, as well as the policies and standards of the group

Continue to monitor compliance with regulatory reporting requirements

Review and monitor efforts to enhance ESG disclosure across the group and assess progress against key ESG metrics

Legal
Monitor and advise on legislative developments in the mining sector

Systems and risk management
Continue to review and monitor progress on the ISO 14001 and ISO 45001 certification initiatives for the group

Health
Review and monitor progress of initiatives against best practice in order to improve the group's occupational health performance

Environment
Continue to assess and monitor the group's environmental programmes, biodiversity plans, power saving initiatives, as well as progress towards alternate energy sources and efficient water usage and management

Conclusion
The health, safety and environmental committee is satisfied that it has considered and discharged its responsibilities in line with its charter, terms of reference and statutory responsibilities as set out in the Mine Health and Safety Act No. 29 of 1996 and Regulations during the year under review.

On behalf of the committee.

JG Smithies
Chairperson

26 August 2024

Investment committee report

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F N M

Risks and opportunities

- Demand for PGMs
- Capital allocation
- Project execution
- Critical or single stream plant and equipment
- Energy supply and the cost thereof
- Regulatory, political and legal environment

Refer to our Annual integrated report for the year-ended 30 June 2024, available on our website, for further detail on our risks and opportunities

2

Committee meetings

100%

Attendance

Role

The investment committee is an independent body tasked with assisting the board of directors in evaluating proposals for acquiring assets, businesses, or companies by the Northam group, as well as mergers involving Northam group entities and external companies (potential opportunities). It has a charter, which sets out its roles and responsibilities.

The committee assesses and evaluates potential opportunities independently from the board, providing recommendations for the board's evaluation and approval. It is subject to the limitations outlined in the group's approval framework.

As part of its assessment and evaluation, the committee ensures that potential opportunities align with the group's strategy, meet capital requirements and can create meaningful value for shareholders and stakeholders.

Mandate

It is the responsibility of the executive directors and management to identify and assess potential opportunities and to present such opportunities to the committee.

The committee may also identify investment opportunities, or receive investment opportunities from third parties.

The committee acts independently from the board, executive directors and management and it does not assume the roles, functions and responsibility of the board, executive directors and management.

The committee may engage the advice of independent professional advisors in its assessment and evaluation of potential opportunities. Furthermore, the evaluation, recommendation and approval process between the committee and the board may be iterative, with the committee being tasked by the board to conduct further investigation or assessment of a recommended potential opportunity, and to report on its additional findings and recommendations to the board.

Refer to the Investment committee charter, available on our website

Committee composition

The committee comprises three independent non-executive directors, elected by the board on the recommendation of the nomination committee, and meets as and when required.

The chairperson of the committee is an independent non-executive director elected by the board, and reports to the board on the committee's activities and all matters discussed, highlighting key issues requiring action and recommendations for resolution.

The committee composition was reviewed by the nomination committee during the year and the board is satisfied that collectively the committee members have the appropriate mix of qualifications and experience to fulfil their duties.

Invited attendees

Invitations to attend the committee meetings are extended to senior executives and professional advisors as deemed appropriate. All directors have the right to attend committee meetings.

The CEO and CFO attended all committee meetings held during the year.

Individuals in attendance by invitation may participate in discussions, but do not form part of the quorum for committee meetings and may not exercise voting rights on any matter.

Name	Date joined committee	Board status	Meeting attendance
TI Mvusi (Chairperson)	27 September 2021	Independent non-executive Chairman	2/2
JG Smithies	27 September 2021	Independent non-executive director	2/2
HH Hickey	20 March 2023	Lead independent director	2/2

Areas of focus during the year

Focus area	Response
Northam's investment in RBPlat	The key area of focus for the committee's first meeting of the year related to Northam's investment in RBPlat. Following the unanimously approved decision by the board to invoke the protections provided by the Material Adverse Change provisions in Northam's Firm Intention Announcement, and the subsequent termination of the Northam Offer, as announced on 5 April 2023, the 4E ZAR basket price continued to decline. During this time, the mandatory offer by Implats to RBPlat shareholders became unconditional. In light of the prevailing market conditions and negative medium-term outlook, the Implats Mandatory Offer presented a unique and attractive opportunity for Northam to (i) lock in substantial value in relation to its investment in RBPlat; and (ii) significantly strengthen its balance sheet. Under the circumstances, the committee unanimously approved Northam's acceptance of the Implats Mandatory Offer in respect of all of the RBPlat Shares held by Northam (Implats Mandatory Offer acceptance) and recommended the Implats Mandatory Offer acceptance to the board for its approval. The board unanimously approved the Implats Mandatory Offer acceptance which was announced on SENS on 20 July 2023 (acceptance announcement). Further information regarding Northam's rationale for the Implats Mandatory Offer acceptance, as assessed by the committee, is included in the acceptance announcement. Refer to our Annual integrated report for the year-ended 30 June 2023, available on our website for the timeline for our investment in RBPlat, as well as the Corporate governance report for the year-ended 30 June 2023 for the investment committee's deliberations in this regard Refer to the FIA published on SENS and available on our website, for further details on the rationale for the Northam Offer, the terms and conditions and termination rights In addition to the recommendation to the board to accept the Implats Mandatory Offer, the committee also recommended that the board adopt all resolutions to give effect to the offer, which were subsequently approved by the board. This included the authorisation provided to the executive directors of the board to continue to hold/dispose the Implats shares received as part consideration of the Implats Mandatory Offer, in their discretion, within a defined price range. The Implats shares were subsequently disposed of on market in September and October 2023.
Other committee activities	• Reviewed the risks and opportunities related to the investment committee in terms of the enterprise risk management framework • Noted the group's inward focus in light of the current PGM price environment and continued to monitor the market

Committee evaluation and performance

The Institute of Directors South Africa (IoDSA) was appointed to facilitate a self-appraisal evaluation of the board and each subcommittee of the board during the previous year, as part of the bi-annual evaluation of the board and committees.

The committee scored an overall rating of excellent for the evaluation, with minor areas noted for improvement. The committee received positive scoring in committee specific roles and responsibilities, interactions with management, and leadership of the committee, re-iterating the committee members clear and deep understanding of their roles and responsibilities in terms of the committee mandate.

An area identified for improvement related to the committee composition. A process to bolster the board with additional financial skills is underway through the nomination committee, which will benefit the board and all committees once complete.

The chairman has also completed his review of the composition, mandate and effectiveness of the committee, with no actionable items identified.

Future focus areas

Projects and opportunities

Continue to oversee, review and monitor, when required, potential value accretive projects and acquisition opportunities identified, pursuant to the group's overall growth strategy.

Conclusion

The investment committee is satisfied that it has considered and discharged its responsibilities in line with its charter, as well as good corporate governance practices.

TI Mvusi
Chairperson

26 August 2024

Audit and risk committee report

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F M I

Related risks and opportunities

- Exchange rate and commodity price volatility
- Demand for PGMs
- Liquidity
- Capital allocation
- Operational performance
- Project execution
- Critical or single stream plant and equipment
- Social licence to operate
- Environmental, social and governance (ESG)
- Regulatory, political and legal environment
- Information technology and cyber security
- Fraud and theft
- Environment

See page 34 of our Annual integrated report for more detail on our material issues.

This audit and risk committee (the committee) report has been prepared in terms of section 94(7) of the Companies Act No. 71 of 2008, as amended (the Companies Act), the King IV™ Report on Governance for South Africa, 2016 (King IV™), the JSE Listings Requirements, JSE Debt Listings Requirements and other applicable regulatory requirements.

This report sets out how the committee has satisfied its various statutory obligations and corporate governance best practices during the year. This includes the key focus areas considered and how these have been addressed by the committee.

4

Committee meetings

100%

Attendance

Role

The committee is constituted as a statutory committee of Northam in accordance with sections 84(4)(c) and 94 of the Companies Act, paragraph 3.84(c) of the JSE Limited Listings Requirements, paragraph 7.3(a) of the JSE Debt Listings Requirements, and Northam's Memorandum of Incorporation (MOI).

The committee's roles and responsibilities are set out in its charter, which includes its primary statutory duty to provide independent oversight over the effectiveness of the group's assurance functions and services, with particular focus on combined assurance arrangements.

The committee provides independent oversight of the financial statements' integrity, including interim reports and other external reports issued by the group, as delegated by the board.

The committee is responsible for overseeing the group's governance, risk management and control processes. These include the system of internal financial controls, accounting systems, financial and integrated reporting, as well as its programmes to monitor compliance with applicable laws and regulations.

The duties and responsibilities of the members of the committee, are in addition to those duties and responsibilities that they have as members of the board of directors of Northam, or the board of directors of Northam's subsidiaries (collectively or individually, the board).

During the year under review, the committee reviewed its charter and considered it to be appropriate in accordance with the requirements of King IV™, applicable laws and regulatory requirements.

Mandate

The committee has ultimate decision-making authority in terms of its statutory duties as contemplated in section 94(7) of the Companies Act, paragraph 3.84(g) of the JSE Listings Requirements and paragraph 7.3(e) of the JSE Debt Listings Requirements, and is accountable for its performance in this regard. The chairperson of the committee reports to the board on the committee's activities and matters discussed.

The committee has no ultimate decision-making authority regarding the non-statutory matters within the scope of its functions, unless delegated to by the board. The committee, however, makes recommendations concerning these matters for the board's consideration and if the board considers it appropriate, the board's ultimate approval.

Independence

The independence of the committee is key to its effective functioning. The committee acts independently, with accountability to the board and the group's stakeholders, including shareholders and noteholders.

The committee has direct and unobstructed lines of communication to the board, the external and internal auditors and any external assurance providers and consultants appointed by the group. The chairperson of the committee reports to the board on the committee's activities and matters discussed.

The committee does not provide relief to board members for their individual and collective fiduciary duties and responsibilities. In addition, the committee does not assume the function of management, as this remains the responsibility of the executive directors, prescribed officers and other members of management of the group.

The independence of committee members is a standing agenda item that is tabled at every committee meeting. During the year under review, no independence issues or matters were noted.

Transparency and collaboration

The committee encourages continuous and open communication with all assurance providers, including the external and internal auditors, risk and compliance functions, senior management and the executive directors, as well as the board.

Name	Date joined committee	Board status	Meeting attendance
HH Hickey (Chairperson)	1 January 2016	Lead independent director	4/4
Dr NY Jekwa	1 June 2019	Independent non-executive director	4/4
MH Jonas	3 February 2022	Independent non-executive director	4/4

Committee composition

The committee comprises three independent, non-executive directors of the board, elected by shareholders at the company's Annual General Meeting (AGM), on the recommendation of the nomination committee. The chairperson of the board is not eligible for election as member or chairperson of the committee.

The members of the committee all satisfy the requirements of section 94(4) of the Companies Act to serve as members of an audit committee. All members of the committee have the necessary academic qualifications, skills and experience to execute their duties effectively. This includes proficiency in financial literacy, audit, risk management, information technology, corporate governance, legal and integrated reporting.

During the year under review, the nominations committee reviewed the committee's composition, and the committee's composition remained unchanged.

The board is satisfied that the committee as a whole has the appropriate mix of academic qualifications and experience, as required by King IV™, to fulfil its duties.

Looking ahead, effective from the AGM on 28 October 2024, the following changes will impact the committee:

Mr Temba Mvusi must resign as chairperson of the board of Northam Holdings, due to conditions placed by the Prudential Authority's approval of his appointment as chairperson of the board of directors of Sanlam Limited and Sanlam Life Insurance Limited.

Mr Mcebisi Jonas who has been nominated for appointment to succeed Mr Mvusi as the independent non-executive chairperson of the board of Northam Holdings, shall not be eligible for election as member or chairperson of the committee.

In light of this change, the board has initiated a search for an additional member to serve on the audit and risk committee.

→

Refer to the Nomination committee report on page 78 for more details in this regard

Invited attendees

Invitations to attend the committee meetings, as deemed appropriate by the committee, are extended to all board members, the CEO, CFO and senior management representatives. This includes the external auditors, internal auditors, as well as other assurance providers and professional advisors. These individuals, with the approval of the chairperson, may also request a meeting or attendance at the committee meetings, which may not be unreasonably withheld.

Individuals in attendance by invitation may participate in discussions, but do not form part of the quorum for committee meetings, and may not exercise voting rights on any matter.

The CFO, designated audit partner, and chief audit executive (CAE) have unrestricted access to the chairperson and any committee member, regarding any matters within the committee's remit.

During the year under review, the CEO and CFO attended all meetings of the committee. In addition, the committee met with the external and internal auditors, without management present on 18 August 2023 and 16 February 2024.

Areas of focus during the year

Areas of focus during the year, including key audit matters as disclosed in the independent auditors report
Below is a summary of the key focus areas which the committee considered during the year under review, together with managements' response thereto:

Focus area	Response
The sale of the investment in RBPlat	As a result of the substantial decline in PGM prices, which negatively impacted equity valuations across the entire PGM sector, the investment in Royal Bafokeng Platinum Limited (RBPlat) was sold into the Implats Mandatory Offer. On 20 July 2023, Northam Holdings submitted its acceptance of the Implats Mandatory Offer in respect of all of the 100 219 552 RBPlat Shares held by Northam Holdings (representing 34.52% of all RBPlat Shares in issue). In light of the prevailing market conditions and negative medium-term outlook, the Implats Mandatory Offer presented a unique and attractive opportunity for Northam to lock-in substantial value in relation to the RBPlat Shares held by Northam, with a strong cash underpin that was not adversely affected by the steep decline in PGM equity valuations across the sector. This also presented an opportunity to significantly strengthen Northams' balance sheet and liquidity position, which in turn provided additional flexibility and optionality. In accordance with the terms of the Implats Mandatory Offer as contained in the Implats Mandatory Offer (details of which are contained in the offer circular issued by Implats dated 17 January 2022) Northam disposed of all of its RBPlat Shares. The offer consideration receivable per RBPlat Share tendered into the Implats Mandatory Offer amounted to R90.00 in cash and 0.3 new ordinary shares in Implats. Northam Holdings received, in aggregate, R9.0 billion in cash and 30 065 866 Implats Shares (JSE share code: IMP). The Implats Shares were disposed of on-market for a total consideration of R3.1 billion, representing a volume weighted average price of R103.95 per Implats Share. Due to the decrease in the value of Implats Shares from the date of the acceptance of the Implats Mandatory Offer to the date of sale, a loss of R799.7 million was accounted for on the sale of the Implats Shares. The committee deliberated on this matter and reviewed the judgements and estimates made by management in respect of the accounting of Northam Holding's investment in RBPlat. The committee is satisfied that the disclosures in the annual financial statements are reasonable with regards to the investment in RBPlat and the subsequent sale thereof.
Inventory valuation	The determination of metal inventory quantities and the valuation thereof is a key area of focus for the committee. The valuation of metal inventory was noted as a key audit matter set out in the independent auditor's report. The committee specifically considered the following in relation to metal inventory: • Determination of the quantity of metal inventory, taking into account independent assessments and assumptions applied • Valuation of metal inventory, considering the various inputs impacting the valuation • Evaluation of the net realisable value of metal inventory • Determination and the elimination of intragroup profits on consolidation • Classification of inventory as current or non-current, taking into account the normal business cycle The committee deliberated on these matters and reviewed a detailed report from management on the process implemented to verify the quantity and valuation of inventory. Based on the review, the committee confirmed that management's process of determining the quantities and valuation of inventory was consistent to the methodology applied during previous reporting periods. The committee is satisfied that inventory is stated at the lower of cost and net realisable value and that the valuation has been determined using valuation techniques and methodologies per IAS 2 Inventories.

Focus area	Response
Significant accounting judgements and estimates	As part of the year-end close process, particular attention is given to areas with the highest risk of misstatements. The preparation of the annual financial statements necessitates that management make judgements, estimates and assumptions that influence the reported amounts of revenue, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date. However, uncertainty surrounding these assumptions and estimates may result in outcomes that require a material adjustment to the carrying amount of affected assets or liabilities in the future. These estimates and assumptions are continually evaluated and are based on historical experience and expectations of future events that management believe are reasonable under the circumstances. The key accounting judgements, estimates and assumptions that were considered in detail by the committee include: • Assessment of the recoverable values of the various assets in the group in terms of IAS 36 Impairment of Assets. This was done to ensure that the recoverable values of cash generating units are higher than the carrying value. It was noted that no impairments were required • Mineral Resources and Mineral Reserves estimates to determine life of mines. This impacts impairment assessments and depreciation calculations • Evaluation of the capitalisation of borrowing costs in terms of IAS 23 Borrowing Costs, relating to the qualifying assets of the group • Evaluation of both the long-term and trade receivable balances for expected credit losses in terms of IFRS 9 Financial Instruments • Evaluation of the tax deductibility of interest on certain borrowings • Evaluation of the restoration and decommissioning liabilities of the group, taking into account the Department of Minerals and Energy (DMRE) and commercial closure requirements • Assessment of the utilisation of a deferred tax asset relating to various subsidiaries in the group in terms of IAS 12 Income Taxes • Disclosure of related party transactions • Assessment of contingent assets or liabilities disclosed in the notes to the annual financial statements in terms of IAS 37 Provisions, Contingent Liabilities and Contingent Assets The committee is satisfied that these matters have been appropriately accounted for in terms of the requirements of IFRS and are fairly presented in the annual financial statements.
New accounting standards	The committee considered new accounting standards, interpretations and amendments to standards in issue, that have not yet been adopted, but are likely to affect the financial reporting in future years, including the disclosure thereof in the Annual financial statements. → Refer to the Annual financial statements for new accounting standards adopted and standards, interpretations and amendments issued, but not yet effective, on page 76 The committee is satisfied that the new accounting standards are appropriately disclosed and incorporated in the annual financial statements.
Free cash flow forecast	The cash generation profile of the group was deliberated on and reviewed by the committee. This was performed in the context of the group's intention to maintain a prudent level of standby credit, in light of its significantly enlarged operational footprint and working capital requirements. In addition, the committee considered the scenario where commodity prices stay lower for longer, together with the various actions that Northam could implement under those circumstances. This includes raising additional funding or refinancing debt, reducing or suspending dividend payments, as well as reducing expansionary capital expenditure in order to preserve liquidity. The committee reviewed the free cash flow forecast and is satisfied with the assumptions made in assessing the groups cash flow and cash position for the foreseeable future.

Focus area	Response
Going concern assessment and assumptions	In terms of International Financial Reporting Standards (IFRS) and IAS 1 Presentation of Financial Statements, the assessment of an entity's ability to continue as a going concern is the responsibility of the entity's management. The appropriateness of management's use of the going concern assumption is a matter for the auditor to consider on every audit engagement. Management's assessment of the going concern assumption involves making a judgement, at a particular point in time, about the future outcome of events or conditions which are inherently uncertain. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the statement of financial position date. As part of the going concern assessment of the group, management considered current facts and circumstances, including its bank facilities and the reasonableness of assumptions made, as well as the cash flow forecasts for the next 12 months. The financial statements support the viability of the group, taking into account all relevant factors. A liquidity and solvency test was also conducted. The assets of the group, fairly stated, exceed the liabilities, and the group is able to pay its debts, as and when they become due, in the ordinary course of business over the next 12 months. The committee reviewed the assumptions and inputs of the going concern assessment, with due consideration of the group's ability to respond to changing circumstances and the financial reserves required to sustain operations through adverse conditions, such as an extended commodity price down-cycle and/or periods of reduced production, or sales demand. The going concern basis has been adopted in preparing the financial statements. Based on the latest available information, the committee assessed and confirmed the appropriateness of the going concern assumption used in the interim and Annual financial statements. This includes confirmation that the group will continue to have adequate financial resources and access to capital to settle its liabilities, as and when they fall due, continuing to operate on a going concern basis for the foreseeable future.
Dividend policy	The board approved an earnings-based dividend policy of a minimum payment of 25% of headline earnings. The quantum of any dividend is ultimately subject to expected future metal prices, together with capital commitments at the time of consideration by the board. The committee deliberated and reviewed the cash generation profile of the group, taking into account the group's growth strategy and capital requirements. It also reviewed the liquidity and solvency ratios for the group, including the cash flow forecast, capital allocation and project pipeline. The committee considered the dividend policy and after consideration of the preceding factors, recommended both the interim dividend and final dividend to the board for approval, taking into account the various statutory requirements.

Financial statements and integrated reporting process

The committee reviewed, *inter alia*, as part of providing oversight of the group's integrated reporting, all accounting, financial reports and financial information for recommendation to the board for approval.

Key considerations included the following:

- Trading statements issued
- Treatment of significant accounting judgements and estimates relating to auditing matters including non-routine transactions
- Adjusted and unadjusted audit differences reported by the external auditors
- Key audit matters communicated by the external auditors in their audit report including the appropriateness of management actions in addressing these matters
- Representation letter signed by management
- The provision of financial assistance to subsidiaries in terms of the requirements of section 44 and 45 of the Companies Act
- The CEO and the Financial Director responsibility statement in terms of the JSE Listings Requirement 3.84(k)
- Financial information included in the interim and annual results announcements
- The audited annual financial statements, associated financial reporting processes and controls underpinning its compilation

The committee evaluated the consolidated and separate annual financial statements for the year-ended 30 June 2024 and has concluded that these comply, in all material respects, with the requirements of the Companies Act, IFRS, and the JSE Listings Requirements.

The committee therefore recommended to the board the approval of the annual financial statements, interim and annual results, as well as the financial information included in the 2024 Annual integrated report.

Internal controls and risk management

During the year under review the committee, in terms of its statutory responsibilities regarding internal controls and risk management, reviewed the adequacy and effectiveness of the group's system of internal control, financial reporting and risk management. This included consideration of the findings reported as part of the group's independent ethics and fraud hotline.

The committee considered the nature and extent of control issues identified from the various reports reviewed by the committee. This included internal and external audit reports, as well as specific internal control reports from management relating to the internal attestation of financial and non-financial controls. The committee considered this information in the context of assessing the adequacy and effectiveness of the group's overall control environment.

In addition, management has continuously identified and assessed risks relative to the group's strategic intent, together with applying appropriate risk mitigation responses as part of its enterprise risk management process. The outcomes of this process informed the committee's review of the material issues, including the risks and opportunities affecting the group. The committee has kept the board updated on the group's risk profile and the responses to managing risks and opportunities.

The committee, having considered the comprehensive review and analysis of information provided by management, as well as the external and internal auditors, is of the opinion that the internal controls of the group have been effective in all material respects, appropriate financial reporting procedures are in place, and that these procedures and controls operated effectively and efficiently throughout the year under review.

This included consideration of all entities within the group's IFRS financial statements to ensure that the committee had access to all the financial information of the group to enable it to effectively report on the financial statements of the group.

Corporate governance, compliance and technology and information

The committee considered the following key matters, summarised below, in relation to the activities associated with the corporate governance, legal compliance and related technology and information governance processes:

Corporate governance

Reviewed and approved the group's risk management policy and standards, having considered the key strategic and operational risks affecting the group.

- Reviewed internal audit's written assurance statement confirming that nothing has come to the internal auditor's attention, indicating that the group's system of internal financial controls is not effective and does not provide reasonable assurance that the financial records may be relied upon for the preparation of the annual financial statements.
- Noted the work done by management to strengthen the internal control environment, taking into account the findings identified by both external and internal audit

Considered feedback regarding significant litigation matters, along with an assessment of any possible impact on the financial results.

Compliance with laws and regulations

The committee, together with the board and other relevant committees, considered the group's compliance with applicable laws and regulations, adopted non-binding rules, codes and standards, including those pertaining to the financial reporting, as part of its review and assessment. This included feedback from management on any significant litigation matters.

> No material regulatory penalties, sanctions or fines for contraventions of, or non-compliance with statutory obligations were noted for the year under review.

Technology and Information governance

The committee reviewed progress reports relating to the group's technology and information systems. These reports include key matters discussed at the technology and information governance steering committee meetings. Some of the matters considered by the committee include:

- The group's enterprise resource planning software (SAP), in particular, the related software updates that were applied and any associated projects that have been undertaken.
- Cybersecurity risk, specifically management's response and programme to manage cybersecurity incidents. This included the following:
  - Continuous monitoring, tracking and evaluation of associated risks and threats by dedicated cybersecurity specialists, with immediate communication and resolution by trained and experienced analysts. Based on the monitoring services, no significant incidents were detected, and no incidents were unresolved, during the year under review.
  - Regular, independent cybersecurity assurance assessments conducted. This includes reviews by internal audit, as well as other external cybersecurity service providers. During the year under review internal audit conducted two separate cybersecurity and penetration test reviews with no significant observations reported. In addition, a comprehensive review comprising an external and internal cybersecurity assessment and a targeted phishing exercise was undertaken, with no significant weaknesses identified.

The committee considered management's response in relation to cybersecurity and is satisfied that the necessary mitigations are in place and working.

- Information technology disaster recovery, encompassing management's testing of the group's critical systems, together with internal audit's independent assessment of the process. No significant matters or concerns were identified.
- Information technology general control (ITGC) reviews performed by both internal and external audit. Other than for a further process design consideration reported by Ernst and Young Advisory Services Proprietary Limited (EY), no significant control deficiencies were noted. In addition, based on the control testing performed by PricewaterhouseCoopers Incorporated (PwC), it was confirmed that reliance could be placed on the SAP environment, and that no significant IT control breakdowns existed.

The committee, having considered the feedback relating to the groups technology and information systems is satisfied that the governance of technology and information is adequately approached and effectively addressed.

JSE proactive monitoring of financial statements

The financial statements of Northam Platinum Holdings Limited for 30 June 2023 and the six months ended 31 December 2023, were selected by the JSE for review as part of their proactive monitoring review process.

The JSE confirmed that they were comfortable with the outcome of the review and the responses provided by the group in relation to the comments raised.

The committee noted the report issued by the JSE, dated 3 November 2023 (the 2023 report) on its findings in respect of the proactive monitoring activities (the review process) undertaken during 2023. The 2023 report sets out important findings identified during the year which the JSE requests issuers to consider, highlights focus areas and provides details around the JSE's expectations for financial reporting to help prevent the misapplication of IFRS. It also highlights emerging focus areas for the 2024 review process.

The JSE specifically requests every issuer's audit committee to consider the detailed findings and emerging issues sections of the 2023 report together with historic reports previously published by the JSE.

The committee, in accordance with the JSE Listings Requirements, reviewed the assessment prepared by management with the applicability of the 2023 report on the Annual financial statements and concluded that all issues identified in the 2023 report have been appropriately addressed and considered for the current year financial statements.

Having considered the comprehensive review and analysis of information provided by management, as well as the external and internal auditors, the committee is of the opinion that the internal controls of the group have been effective in all material respects, appropriate financial reporting procedures are in place, and these procedures and controls operated throughout the year under review.

This opinion includes consideration of all entities within the group's IFRS financial statements, confirming that the committee had access to all the financial information of the company, enabling it to effectively prepare and report on the financial statements of the company.

Internal audit

The committee has the responsibility to set the direction for the internal audit arrangements required to provide independent, objective and relevant assurance that contributes to the effectiveness of the group's governance, risk management and control processes.

The internal audit function of the group has been outsourced to EY, with the responsibilities associated with that of the chief audit executive (CAE) having been fulfilled by Abrarulhaq Bhamjee, a partner at EY, and the partner in charge of the internal audit function. The committee assessed the competence and objectivity of the CAE in fulfilling his duties and concluded that Mr Bhamjee has the necessary skills and experience to execute the roll of the CAE.

The committee monitored the effectiveness of internal audit, ensuring that the roles and functions of internal audit have been sufficiently clarified and coordinated and that the function provides an objective overview of the operational effectiveness of the group's system of internal control and reporting.

The committee's review and assessment included the following actions during the year under review:

- Ensured that the group's combined assurance model was considered in the development of the internal audit plan, encompassing associated risks, material matters and business processes, as well as statutory and financial reporting requirements.
- Reviewed and approved the internal audit plan, along with the internal audit budget and resource plan.
- Reviewed internal audit's overall statement as to the effectiveness of the group's governance, risk management and control processes. This included written assurance from internal audit confirming that nothing has come to the internal auditor's attention, indicating that the group's system of internal financial controls is not effective and does not provide reasonable assurance that the financial records may be relied upon for the preparation of the annual financial statements.
- Obtained confirmation from the CAE that internal audit conformed to a recognised industry code of ethics and standards and that there were no instances of non-conformance.
- Obtained confirmation from the CAE that the internal audit activity was independently performed and that there were no independence or objectivity issues, either in fact or appearance.

- Monitored compliance with the internal audit charter, the performance of the CAE and the effectiveness of the internal audit function.
- Ensured coordination and cooperation between the internal audit, risk management and compliance functions.

> The committee is satisfied with the appropriateness of the expertise, experience and resources of the internal audit function.

External auditor

The committee fulfilled its various statutory responsibilities with regards to the external auditor of the group. This included the appointment, compensation and oversight of the external auditor.

Key review considerations included the following:

- Monitored the effectiveness of the external auditor in terms of their independence, audit quality and expertise, as well as the execution of the audit plan
- Approved the external auditor's annual audit plan and ensured that all statutory and financial reporting requirements were met and material risks were identified and appropriately addressed
- Reviewed the external auditor's findings and recommendations and ensured that matters raised were resolved appropriately
- Ensured coordination and cooperation between the external and internal audit function
- Convened with the external audit team, without management being present, and was assured that there were no unresolved areas of disagreement with management. Satisfaction was expressed by the external auditor with the skills and expertise of the finance team and it was confirmed that throughout the audit there was good support from the management team
- Confirmed that no reportable irregularities were identified and reported by the external auditors in terms of the Auditing Profession Act, 26 of 2005

The committee, having regard to the updates of the JSE Listings Requirements and JSE Debt Listings Requirements which came into effect of 4 December 2023, considered the following information provided by the audit firm and individual auditor in the assessment of the suitability of the auditor's reappointment:

- The latest inspection results, including related remedial action plan of the inspection performed by its regulator
- Any new inspection result of an inspection performed by its regulator, between the date of appointment of the auditor and the date of signature of the audit report on the annual financial statements
- A summary of the ongoing communication related to monitoring and remediation referred to in paragraph 46 of the International Standard on Quality Management 1 (ISQM 1)
- A summary of any legal or disciplinary proceedings completed or pending, as determined by the audit firm's head of risk, or a similar senior person within the firm tasked with the responsibility of risk management, within the past five years

The legal or disciplinary proceedings include those instituted through any legislation or by a regulatory or professional body, which PwC and/or the designated individual auditor are members of, or a regulator to whom they are accountable. This also includes instances where the matter has been settled by consent order or payment of a fine.

> Considering the information provided by the external auditor, the committee is satisfied that the external auditor, PwC, and the designated individual partner, Andries Rossouw, are appropriately accredited and are suitable to perform the current year audit engagement and is therefore recommended by the committee to be re-appointed as external auditors of the group at the AGM in October 2024.

Non-audit services

The committee, as part of its responsibilities, determined the nature and extent of any non-audit services that were provided by the independent auditors, to ensure that they do not impair the external auditor's independence in the performance of their duties.

The committee approved all non-audit services performed by the group's independent auditors. In addition, the committee, where applicable, pre-approved the provision of such non-audit services as deemed appropriate, on the provision that they did not impair the external auditor's independence to the group.

The general principles applied in assessing non-audit services included the independent auditors:

- Not having any involvement in the maintenance of any of the company's financial records or the preparation of any of its financial statements
- Not performing the duties of an accountant or bookkeeper, or performing related secretarial work for the company
- Not performing any function of management, or being responsible for making management decisions
- Not being responsible for the design or implementation of financial information systems
- Maintaining the separation between internal and external audit

The committee reviewed management's assessment of all non-audit services performed by PwC and confirmed that no prohibited non-audit services have been performed by PwC in terms of section 90 of the Companies Act. This included a detailed review against policy to ensure that fees for all non-audit services were within approved limits and that the external auditor's independence was not jeopardised as a result of the non-audit services provided.

The committee also received the necessary representation from the external auditor, confirming that:

- No other remuneration was received for work performed other than what has been disclosed
- PwC's independence was not impaired by any consultancy, advisory or other work performed during the year under review
- The criteria specified for independence by the IRBA and international regulatory bodies have been met

The committee, based on their assessment of the independence and effectiveness of the external auditor, PwC, did not note any significant findings or considerations to indicate that the external auditor is not independent or that the services provided by PwC have not been effective and robust.

Below is a breakdown of the fees charged by PwC during the current and previous year:

	30 June 2024 R000	30 June 2023 R000
Audit services | Northam Platinum Limited and group companies	9 830	9 020
Audit services | Zambezi Platinum (RF) Limited	195	180
Audit services | ISRE 2410 review	1 350	1 190
Non-audit fees		
Assurance services | Sustainable development report	1 566	1 450
Assurance services | Issue of commercial paper	–	750
Non-discretionary non-audit fees	612	160
Discretionary non-audit fees	300	75
Independent reporting accountants report in respect of the Pro forma financial effects included in the Offer and Transaction Circulars relating to the voluntary offer by Northam	–	1 750
	13 853	**14 575**

Combined assurance

The committee oversaw the group's combined assurance activities and ensured that these were effective in achieving its assurance objectives.

The group's combined assurance model establishes integrated and coordinated assurance activities across all levels of the group. It avoids duplication of efforts, promotes coverage and rationalises collaboration amongst assurance providers.

The committee is satisfied that the combined assurance model adequately addresses the risks and material matters through the aggregated efforts of the various assurance providers and results in an adequate, effective control environment and the integrity of reports relied upon for decision making.

Effectiveness of the CFO and the finance function

The committee, in terms of its statutory responsibilities, undertook its annual review of the CFO and the finance function of the group:

- Confirming that the CFO has the appropriate expertise, qualifications and experience to fulfil the role of CFO
- Ensuring that the group has established appropriate financial reporting procedures, and that these procedures are operating with consideration of all companies and entities in the consolidated group IFRS financial statements
- Confirming that the finance function of the group has adequate resources and is experienced to execute its responsibilities, and that continuing professional development requirements are met

The committee, having conducted its annual review, is satisfied with the appropriateness of the expertise and experience of the CFO, Alet Coetzee, the effectiveness of the finance function overall, as well as the adequacy of resources.

Performance

The performance of the committee, in terms of its composition, mandate and effectiveness is evaluated annually by the board. The Institute of Directors in South Africa (IoDSA) was appointed during F2024 to facilitate a self-appraisal evaluation of the committee as part of the evaluation process. The evaluation report indicated that the committee is performing at an excellent level, maintaining it's performance score from the previous assessment in 2022, with improvements in key areas.

Key areas of strength identified include; the overall effectiveness of the committee, fulfilment and understanding of its role and responsibilities, as well as the balance of power and functioning of the committee. One area requiring attention is the composition of the committee, with the process of appointing a new director already underway.

Areas of focus for F2025

Internal control environment – monitor the continuous improvement of internal controls.

Enterprise risk management – oversee the maturity of the risk management process within the group.

Conclusion

The committee is satisfied that it has considered and discharged its responsibilities in line with its terms of reference, statutory responsibilities as set out in section 94(7) of the Companies Act, the JSE Listings Requirements and King IV™ during the year under review.

On behalf of the committee.

HH Hickey
Chairperson

23 August 2024

Social, ethics, human resources and transformation committee report

1 | 2 | 3 | 8 | 13 | 16

H I S

Risks and opportunities

- Safety and health
- Critical or single stream plant and equipment
- Employee relations
- Community relations
- Social licence to operate
- Environmental, social and governance (ESG)
- Regulatory, political and legal environment
- Critical skills and key personnel
- Environment

Refer to our Annual integrated report for the year-ended 30 June 2024, available on our website, for further detail on our risks and opportunities

3
Committee meetings

100%
Attendance

Role

The committee is constituted as a statutory committee of the group in respect of the responsibilities assigned to it in terms of section 72(4) of the Companies Act (read in conjunction with Regulation 43 of the Companies Regulations, 2011). Its mandate is defined in the social, ethics, human resources and transformation committee charter.

The committee's primary role is to provide independent oversight and to report on the group's organisational ethics, responsible corporate citizenship, sustainable development and stakeholder relations. This includes providing independent oversight of human resources and transformation related matters within the group.

The committee also has a statutory responsibility to monitor the group's standing in terms of the 10 United Nations Global Compact Principles and its compliance to, and performance against, the prevailing Mining Charter, Employment Equity and Skills Development targets, as well as any other applicable legislation within its area of responsibility.

Mandate

The committee's authority is derived from the delegated authority conferred on it by the board as contemplated in the charter, in accordance with the Companies Act.

The committee provides oversight and makes recommendations to the board in respect of the matters within the scope of its functions for the board's consideration and ultimate approval where required.

The committee does not assume the functions of management, as these functions remain the responsibility of the executive directors and senior management. The committee also does not provide relief to board members in terms of their collective and individual fiduciary duties.

The committee charter was reviewed and refreshed during the year under review, with input from Northam's attorneys and key governance and legislative advisors. The committee subsequently reviewed and recommended the approval of the charter to the board, along with a review of the annual plan for the committee, which covers all the required activities for the year.

Refer to the Social, ethics, human resources and transformation committee charter on our website

Committee composition

The committee comprises two independent non-executive directors and one non-executive director, and meets at least once a year, or as and when required.

The board elects the chairperson of the committee and the chairman of the board is not eligible to be the chairperson of the committee. The chairperson of the committee is a non-executive director and reports to the board on the committee's activities and all matters discussed, highlighting key issues requiring action and recommendations for resolution.

The CEO's membership on this committee was an interim measure and he was replaced on the committee by the newly appointed independent non-executive director of the group on 1 March 2024.

Invited attendees

Invitations to attend the committee meetings are extended to senior executives and professional advisors as deemed appropriate. All directors have the right to attend committee meetings. Northam's HR executive, CA Smith attended all committee meetings during the year to provide feedback on all social and labour related matters.

Individuals in attendance by invitation may participate in discussions, but do not form part of the quorum for committee meetings and may not exercise voting rights on any matter.

Name	Date joined committee	Board status	Meeting attendance
TE Kgosi (Chairperson)	14 June 2006	Non-executive director	3/3
Dr NY Jekwa	8 November 2017	Independent non-executive director	3/3
PA Dunne	3February 2022	Chief executive officer	2/2[1]
G Wildschutt	1 March 2024	Independent non-executive director	1/1

[1] Stepped down as member of the committee following the appointment of G Wildschutt to the Northam board and member of this committee

Areas of focus during the year

Focus area	Response
Human resources	• Noted the continued increase in Northam's permanent workforce (up 126% since F2015) as well as the progress made in employment equity and achieving Mining Charter targets • Noted the investment in skills development initiatives and activities and the positive response to the committee's request for additional focus in this area • Reviewed the progress on Northam's home ownership programmes, noting an increase in the number of homeowners created by Northam, either through the interest free home loan programme or the group's property developments at Booysendal and Zondereinde → Refer to the diversity, inclusion and transformation section on page 76 for further details
Attraction and retention of critical and scarce skills	• Considered the group's position, in the context of the prevailing platinum group metals (PGM) sector, in respect of attracting and retaining skills, noting the following: — Current market conditions and depressed commodity prices have led to a number of peer mining companies closing shafts and loss making operations, resulting in retrenchments — This has temporarily reduced the risk of losing critical and scarce skills to competing mining companies — However, the group acknowledges that the geographic location of its operations and limited local amenities continue to deter potential candidates. Thus, it remains crucial to implement robust measures to retain key skills • Reviewed the shift patterns at all operations and noted that these are optimal for the type of mining and scale of the respective operations • Monitored ongoing progress of the group's skills and talent management programmes, including learning and development initiatives • Reviewed the group's activities in respect of educational initiatives which include bursaries, learnerships, internships and cadetship programmes, noting that these activities are aimed at upskilling employees in line with current business requirements and supports the group's succession planning process
Labour relations	• Reviewed the new five year wage agreement signed at Booysendal and noted that there have been no major labour related disruptions or disputes at any of the operations during the year under review • Considered the group's relationship with the labour unions, noting that it remains strong and that the employee relations team at the operations facilitates regular, positive engagements with their respective union representatives
Human rights policy and medical care	• Received updates on the levels of comprehensive medical care provided for all employees at all operations by the group's elected medical care service providers The committee noted no reported violations with regards to Northam's Human rights policy.
Compliance to laws and regulations including labour standards and the Mining Charter	• Received updates on the levels of comprehensive medical care provided for all employees at all operations by the group's elected medical care service providers The committee is satisfied that no instances of non-compliance were noted in terms of Northam's compliance with the relevant legistalation and regulations.

Focus area	Response
Succession planning	• Considered and interrogated succession plans for executives, senior and middle management across the group's operations. Particular consideration was given by the committee to the succession plans for Historically Disadvantaged Persons (HDPs) and women • Acknowledged that the succession plans in place highlight the depth in talent and experience as a result of Northam's recruitment strategy • Noted the adoption of a two-pronged succession planning philosophy, which emphasizes developing an internal skills pipeline alongside external recruitment for specialized skills, including the detailed process of identifying and selecting potential successors. • Noted instances where succession plans were effectively implemented, resulting in vacant senior management positions being filled promptly, with no impact on operational performance. The committee is of the opinion that appropriate and adequate succession planning is in place for executives and senior management.
Social and labour plans (SLPs) including activities of the community trusts	• Monitored the group's ongoing compliance with the various SLPs in terms of: — SLP projects and associated spend — Progress in terms of the group's housing and accommodation strategy — Local economic development (Small, Medium and Micro-enterprises) — Human resources development • Continued to monitor work done through the Northam Booysendal Community Trust and the Northam Zondereinde Community Trust. Refer to the Annual integrated report and Sustainability report, available on our website, for details of these projects and activities The committee is satisfied that Northam is in compliance with the requirements of the MPRDA and the Mining Charter with regards to CSI and that targets and commitments in terms of the SLPs are on track.
Stakeholders	• Reviewed the adequacy and effectiveness of the group's stakeholder engagement policy, noting it operated as designed • Deliberated on the group's stakeholder engagement plans and activities, noting the group's continuous engagement with host communities, communities in labour-sending areas, unions, employees, investors, the media, government, non-governmental organisations, members of the supply chain, as well as strategic partners of the group Refer to our key stakeholders section included in our Annual integrated report, available on our website, for further details on how we interact and engage with stakeholders The committee is satisfied with the group's response to its stakeholder engagement plans and initiatives.

Focus area	Response
Diversity, inclusion and transformation	**Women in mining** • Confirmed the group's membership of the Mineral Council of South Africa's Women in Mining Leadership and Women in Mining Task Teams, as well as the Mineral Council's action plan, adopted by the group, to implement and monitor greater diversity and inclusion initiatives • Acknowledged the election of Charmaine Matlou, Northam's chairperson of the women in mining committee at Zondereinde, as one of the ten Minerals Council women in mining Safety Heroes for 2023 Refer to our Annual integrated report, avialable on our website, for more details of this achievement • Reviewed and assessed progress of the group on the seven foundation measures established by the Minerals Council's "Women in Mining: Advancing Women Representation in the mining industry strategy" • Noted the group's anti-gender based violence and anti-harassment campaigns across all operations, this included the creation of posters and flyers to raise awareness. Also noted the appointment of a gender-based violence and harassment specialist to the investigation team to specifically address any allegations • Reviewed the current focus of the group in prioritising the identification and development of a holistic leadership development framework to enable strategic succession planning for women in the workforce **Learning and development** • Considered the group's progress on human resource development, with a particular focus on training expenditure and education initiatives. These include: — Bursaries (which include tuition costs, accommodation, prescribed books and a laptop) — Learnerships (programmes for gaining theoretical knowledge and practical skills leading to a registered qualification) — Internships and experimental training — Cadetship programmes — Portable skills training at Zondereinde • Noted the increase in the number of cadets, interns and learnerships across the operations • Reviewed the progress of Northam's bursary program via the employee trust, community trust, and external bursaries, noting positive improvements and initiatives **Diversity and transformation** • Monitored compliance with the group's employment equity targets noting progress in the following areas: — Increase in HDP representation in junior and middle management — Increase in the number of women employed — Increase in the number of women in management • Reviewed key transformation targets noting that the group was exceeding 75% of its transformation targets at year-end

Mining charter element	Average mining charter target	Actual
Total HDP workforce representation	74%	84%
HDP management representation	50%	70%
Women in management	25%	20%
Women at mining	20%	20%

The committee is satisfied with the group's initiatives and progress towards diversity, inclusion and transformation across the workforce.

Focus area	Response
Ethics	• Received feedback from management in terms of the group's ethics and governance structures, noting that nothing has come to management's attention that could negatively affect the group in terms of its compliance requirements • Reviewed the updated and refreshed Northam code of ethics and conduct, noting the updates made • Recommended the refreshed code of ethics and conduct to the board for approval • Reviewed the ethics initiatives and campaigns being conducted across the group
Responsible corporate citizenship	• Ensured that the group remains, and is seen to be, a responsible corporate citizen taking into account the activities of the group both individually and taken as a whole • Reviewed and approved the associated disclosures in the group's sustainability report.

Committee evaluation and performance

The Institute of Directors South Africa (IoDSA) was appointed to facilitate a self-appraisal evaluation of the board and each sub-committee of the board during the previous year, as part of the bi-annual evaluation of the board and committees.

The committee scored an overall rating of excellent in the evaluation, an improvement from the previous year, with only minor areas identified for improvement. Positive scores were received for general and specific roles and responsibilities; interactions with management; and committee meetings, indicating the committee's effectiveness in fulfilling its duties.

One area requiring marginal improvement was updates between committee meetings, however, it was noted that this is only applicable in respect of specific material issues.

The committee's composition, skills and experience were also evaluated as part of the review by the nomination committee, with the committee found to be suitably equipped to fulfil its mandate.

The chairman's review of the committee's composition, mandate and effectiveness revealed the committee to be functioning effectively with no interventions required.

Key projects monitored by the committee during the year

Job selling awareness

- The committee noted that job selling continues to be an area for concern across the industry and oversaw the group's continued efforts to increase awareness across its host communities and the wider operating environment
- Noted the group's continued engagement with the South African Police Services (SAPS) as well as the escalation of cases to the Directorate for Priority Crime Investigation (Hawks)

Gender-based violence campaigns

- Noted the group's initiatives with respect to gender based violence and sexual harassment, in particular the individual campaigns held at the operations (using the group-wide media channels), and the positive traction in this regard.

Future focus areas

Women in mining

- Continue to monitor the group's progress in respect of the Mineral Council's action plan to implement greater diversity and inclusion initiatives. This includes consideration of feedback on key group metrics in this regard, as well as progress on planned activities to further encourage diversity and inclusivity.

Attraction and retention of critical and scarce skills

- Continue to monitor the group's position with regards to its strategy for the attraction and retention of critical and scarce skills.

SLPs

- Monitor ongoing compliance with the various SLPs across the group.

Ethics

- Continue to monitor the groups compliance to applicable legislation and regulations
- Review and consider the outcomes from the independent review of the group's regulatory universe, as well as oversee the implementation of any mitigating actions

Conclusion

The social, ethics, human resources and transformation committee is satisfied that it has considered and discharged its responsibilities in line with its charter and statutory responsibilities as set out in section 72(4) of the Companies Act (read in conjunction with Regulation 43 of the Companies Regulations, 2011) during the year under review.

On behalf of the committee.

TE Kgosi
Chairperson

23 August 2024

Nomination committee report

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Risks and opportunities

- Critical skills and key personnel

Refer to our Annual integrated report for the year-ended 30 June 2024, available on our website, for further detail on our risks and opportunities

4

Committee meetings

92%

Attendance

Role

The nomination committee (the committee) has been established by the board to assist the board in recommending director nominees to the board for approval by the company's shareholders at the AGM.

This is to ensure that the interests of shareholders are properly protected in relation to the leadership and management of the company.

The committee is also responsible for overseeing the size and composition of the board and its committees, with particular reference to the balance of skills, knowledge, experience and diversity of the directors. This includes consideration of the spread of executive, non-executive and independent non-executive directors.

The committee furthermore considers succession planning for directors, taking into account; director tenure, skills and experience required on the board and diversity requirements.

Additionally, the committee is responsible for ensuring that induction and on-going training of directors takes place, and that directors receive briefings on changes in risks, laws and the environment in which the committee and group operates.

Mandate

The committee authority is derived from the delegated authority conferred on it by the board as contemplated in the committee charter, and in accordance with the Group Governance Framework.

The committee provides oversight and makes recommendations to the board in respect of the matters within the scope of its functions for the board's consideration and ultimate approval, where required.

The committee acts independently (with accountability to the board) and does not assume the functions of management, which remain the responsibility of the relevant executive directors, prescribed officers and other members of senior management of the group (executives).

Refer to the Nomination committee charter, available on our website

Committee composition

The committee comprises three non-executive directors, elected by the board and meets as and when required.

The chairperson of the committee is also the chairman of the board and reports to the board on the committee's activities and all matters discussed.

Invited attendees

Invitations to attend the committee meetings are extended to senior executives and professional advisors as deemed appropriate. All directors have the right to attend committee meetings.

Individuals in attendance by invitation may participate in discussions, but do not form part of the quorum for committee meetings and may not exercise voting rights on any matter.

The CEO and CFO attended all committee meetings that were held during the financial year.

Name	Date joined committee	Board status	Meeting attendance
TI Mvusi (Chairperson)	27 September 2021	Independent non-executive chairman	4/4
JG Smithies	27 September 2021	Independent non-executive director	3/4[1]
TE Kgosi	20 March 2023	Non-executive director	4/4

[1] Apologies received

Areas of focus during the year

Focus area	Response
Board appointments	• Received a mandate from the board to identify a suitable candidate to serve on the Northam Holdings board with the suitable skills and experience • Noted the group's engagement of a recruitment firm to identify potential candidates to fulfil the role of non-executive director • Reviewed the director profiles provided by the external recruitment firm and interviewed potential candidates to serve as independent non-executive director • Considered the skills and experience of the board collectively, including the incumbent director, to satisfy the committee that the newly appointed director will contribute to the board's overall effectiveness • In light of the above and with due consideration, the committee recommended to the board the appointment of Ms Geralda Wildschutt to the board of Northam Holdings as an independent non-executive director. This appointment was approved by the board in February 2024 and G Wildschutt was formally appointed with effect from 1 March 2024.
Committee composition	• Recommended the following to the board with the new director appointment: — G Wildschutt to be appointed as a member of social, ethics, human resources and transformation committee — PA Dunne to step down as a member of the social, ethics, human resources and transformation committee • Following these changes, the committee reviewed the composition of the various board committees in terms of the individual committee charters, King IV™ and the JSE Listings Requirements and confirmed that: — All committees have a minimum of three members — All members of the audit and risk committee and the remuneration committee are independent non-executive directors — Majority of members of the investment and health, safety and environmental committees are independent — Chairman of the board is chairperson of the nomination committee The committee is satisfied that the board and the board committees are suitably constituted and that the composition is in line with their respective charters, King IV™ and the JSE Listings Requirements.
Board Composition	• Reviewed the composition of the board and noted that the board is of the appropriate size and composition to fulfil its duties, and the members have the relevant mix of skills, experience and tenure to discharge their mandates effectively
Board changes	• During the year under review TI Mvusi was appointed as chairman of Sanlam Limited and Sanlam Life Insurance Limited. It is noted that, according conditions of the Prudential Authority's approval of his appointment of chairperson of the board of directors of Sanlam Limited and Sanlam Life Insurance Limited, he is not permitted to simultaneously hold the chairmanship of another listed entity. • With TI Mvusi stepping down as chairman of the board of Northam Holdings and Northam Platinum, recommended, in terms of the committee succession plans for non-executive directors, the appointment of Mr MH Jonas, at the conclusion of the 2024 AGM, as: — Independent non-executive chairman of the Northam Holdings board — Independent non-executive director and chairman of the Northam Platinum board — Chairman of the nomination committee with effect from the date of the AGM • Confirmed that MH Jonas has the necessary skills, experience, competency and capacity to serve as chairman of the board • The board subsequently approved the changes to the board and committees on 18 June 2024 The committee is satisfied that the board and the board committees are suitably constituted and that the composition is in line with their respective charters, King IV™ and the JSE Listings Requirements.

Focus area	Response
Board Performance	• Noted the progress on the areas identified for improvement through the independently facilitated board and committee self-assessment • Reviewed the performance of the board and noted that the board is performing effectively and operating in terms of its mandate
Board succession planning	• Oversaw succession planning for the board with a focus on maintaining and preserving institutional knowledge, experience, skills, continuity and diversity of directors • This included succession planning for the individual board sub-committees to ensure their continued effective operation
Directors' independence	• Reviewed the independence of the independent non-executive directors, noting that no change in designations are required. The review included consideration of the annual declarations made by all directors, facilitated by the company secretary
Board rotation	• Reviewed and considered eligibility for re-election of directors retiring at the upcoming 2024 AGM, noting all directors in question are eligible for and have offered themselves for re-election
Board training	• Noted the ongoing board training and skills development initiatives that took place during the year
Transformation and broad board diversity	• Noted the provisions of the broader board diversity policy and reviewed the board composition relative to the voluntary targets set by the group:

Board demographics	Target	Actual
Historically Disadvantaged Persons	50%	70%
Female representation	20%	50%

Motabane Makwane and Mohleki Tau, Diesel mechanic assistants at Booysendal

Committee evaluation and performance

The IoDSA was appointed to facilitate a self-appraisal evaluation of the board and each sub-committee of the board during the previous year, as part of the bi-annual evaluation of the board and committees.

The committee scored an overall rating of excellent, a significant improvement over the previous assessment. The assessment revealed that the committee members have a clear understanding of their general and specific roles and responsibilities, and are very comfortable with their relationship with senior management, the CEO and the company secretary.

One area noted for minor improvement was the composition of the committee from a succession perspective. This will be considered on an ongoing basis by the committee, with oversight by the board.

The chairman's assessment of the composition, mandate and effectiveness was completed with no areas for improvement identified, while noting the maturity of the committee over the years.

Future focus areas

Board composition and succession planning

Continue to review and assess the board's composition, representation and performance in line with its charter and mandate.

Appointment of new director

The board has initiated a search for an additional director to serve on the audit and risk committee following MH Jonas' appointment as chairman of the board and subsequent mandatory resignation as member of the audit and risk committee.

Board assessment

Consider the outcomes of the review by the IoDSA of the effectiveness of the board and its committees and track the progress of the remedial action plans emanating from the review.

Conclusion

The committee is satisfied that it has considered and discharged its responsibilities in line with its charter and good corporate governance practices during the year under review.

On behalf of the committee.

TI Mvusi
Chairperson

26 August 2024

Remuneration committee report

8 | 14

H F I

Risks and opportunities

- Employee relations
- Social licence to operate
- Environmental, social and governance (ESG)
- Regulatory, political and legal environment
- Critical skills and key personnel

Refer to our Annual integrated report for the year-ended 30 June 2024, available on our website, for further detail on our risks and opportunities

4

Committee meetings

100%

Attendance

Role

The remuneration committee (the committee) is a committee of the board, established by the board to independently review and monitor the integrity of the group's remuneration policy and the implementation thereof, ensuring that the group remunerates fairly, responsibly and transparently, and to assist the board with the oversight of related remuneration matters.

The deliberations and work of the committee do not reduce the individual and collective responsibilities of the board with regard to the fiduciary duties and responsibilities of the directors. The board continues to exercise due care and judgement in the exercise of its functions, in accordance with their statutory obligations.

The committee has a charter which sets out the role and responsibilities of the committee, as well as to ensure compliance by the committee with its duties as contained in relevant legislation and/or regulations.

The charter is subject to, where applicable, the provisions of the Companies Act, No 71 of 2008, as amended from time to time (the Companies Act), the Companies Regulations, 2011 (the Regulations), the Memorandum of Incorporation (MOI) and any other applicable laws and regulatory provisions.

The duties and responsibilities of the members of the committee apply to all members of the committee and are in addition to those duties and responsibilities that the committee members have in their capacity as members of the board.

The scope of the committee's function extends to the group and its subsidiary companies.

The committee contributes to the long-term financial and commercial viability of the group by reviewing and overseeing the development and implementation of the group's remuneration policy, to enable the group to attract and retain employees, managers and executives, and to maintain an effective board.

Mandate

The committee's authority is derived from the delegated authority conferred on it by the board, in accordance with section 72(1)(b) of the Companies Act.

The committee provides oversight and makes recommendations to the board in respect of remuneration matters for the board's consideration and ultimate approval where required.

The committee has oversight and ensures that the group (including its subsidiary companies) complies with all remuneration and risk related principles and the Group Governance Framework (GGF) adopted from time to time.

The committee acts independently (with accountability to the board) and does not assume the functions of management, which remain the responsibility of the relevant executive directors and other members of senior management of the group (executives). In the execution of their duties, committee members, *inter alia*, comply, *mutatis mutandis*, with the relevant requirements applicable to "Director's personal financial interests" as set out in section 75 of the Companies Act and the "Standards of directors conduct" as set out in section 76 of the Companies Act.

The board supports and endorses the committee, which operates independently of management and is free of any organisational impairment. The committee acts in accordance with its duties as contained in relevant legislation and/or regulations and the delegated authority conferred on it by the board.

Committee composition

The committee has at least three members and consists only of independent, non-executive directors.

The committee chairperson is an independent, non-executive director.

The chairperson of the board may be a member of the committee, but may not be the committee chairperson.

Name	Date joined committee	Board status	Meeting attendance
HH Hickey (Chairperson)	27 September 2021	Lead independent director	4/4
TI Mvusi	3 November 2021	Independent non-executive chairman	4/4
MH Jonas	20 March 2023	Independent non-executive director	4/4

The committee and its chairperson (committee chairperson), under the guidance of the chairperson of the board or the lead independent director, and on the recommendation of the nominations committee, is elected and appointed by the board from amongst the directors of Northam.

On the previous page are details of the committee composition as well as their meeting attendance.

Invited attendees

The committee has the authority to invite the CEO, CFO, other senior management representatives, other assurance providers, professional advisors and board members to attend its meetings, as required. Every board member is also entitled to attend committee meetings as observers.

Individuals in attendance by invitation may participate in discussions, but do not form part of the quorum for committee meetings and may not exercise voting rights on any matter.

Individuals in attendance by invitation are not in attendance for the full meeting, but only for the duration required.

Governance protocols

No executive director was involved in deciding their own remuneration.

During the year the committee received advice from Deloitte as well as Webber Wentzel. The committee was satisfied that all service providers provided objective and independent advice.

The company's auditors, PWC, have not provided advice to the committee, but have, however, provided assurance on information and calculations with regards to the Long-term Incentive Scheme.

Determination of KPIs

Our focus over the past decade and more has been to follow an operational diversification path in our growth strategy, increasing the number of mining and processing assets.
We have produced a solid operational performance for F2024. The investments we have made are adding strength and resilience to the business, and we are well set for the future.
The operational teams have made progress in meeting the challenges that beset prior periods, and this is evident from the growth in equivalent 4E oz refined metal from own operations.

Despite ongoing high mining inflation, our production growth, together with variable cost control measures, allows us to limit the increase in cash cost.

In light of the weakness and uncertainty in the current metal market, Northam is internally focussed and places higher emphasis on operational excellence, particularly surrounding safe production, and efficient mining at the right cost.

In addition, cash conversion and cash preservation will be particular focus areas. The current price environment may last for some time, and this combined with higher general inflation is placing pressure on the entire PGM sector.

Maintaining our position in the lower quartile of the sector cost curve is a business imperative for the coming financial year.

Our KPI's have been focussed on ensuring that focus is placed on areas which will ensure the creation of shareholder value.

Refer to our Remuneration report, available on our website, for details of our remuneration policy and implementation report

Areas of focus during the year

Focus area	Response
Interactions with shareholders	• Together with the board, engaged directly with stakeholders throughout the year to seek feedback and consider opportunities to further enhance the effectiveness of the reward structure. Following these engagements, a number of changes were made to the remuneration policy and implementation thereof • Continued to actively seek feedback on the group's remuneration policy and the implementation thereof through various interactions with shareholders
Remuneration report including the remuneration policy and implementation report	• Provided oversight of the implementation of the group's remuneration policy and the updates made to address shareholder feedback and business requirements • Considered the remuneration of not only executive management, but all employees, ensuring that employees are remunerated fairly for their individual contributions to the group's strategy and performance • Reviewed and approved the guaranteed pay for all employees graded Paterson D band and above • Reviewed and approved the short-term incentive (STI) for all employees graded Paterson D-upper band and above • Noted that the lowest paid employees are remunerated well in excess of the minimum wage • Ensured that women receive equal opportunities and equal pay as is Northam's practice and commitment • Ensured that Environmental, Social and Governance (ESG) are performance targets included in the key performance indicators (KPI's) for executives and confirmed that these KPI's are aligned to industry leading benchmarks, as well as to the group's own internal targets • Reviewed the group Remuneration report and recommended it for board approval
Ensure remuneration is linked to performance	The approach to remuneration has been to focus on what the committee believes will create a sustainable business, which will create value for shareholders and other stakeholders alike. The committee: • Ensured that appropriate and stretched performance targets, designed to facilitate the achievement of the group's strategic goals and objectives, have been defined and applied. This approach rewards substantial performance and motivates our people • Extensively reviewed the KPI's to ensure that targets set relating to variable remuneration will enhance shareholder value and focus on specific areas of concern • Noted that the executive directors' proportion of variable pay amounts to 61.3% of on-target remuneration which is aligned with the philosophy of performance-based pay. The impact of this philosophy is that a higher proportion of the total pay is linked to performance • Noted that the KPI's focus on basic mining principles of enhanced safety, increasing production, and cost control, taking into account the key priority for the group being the ongoing care and well-being of employees. Safety is therefore a key element when determining KPI's Northam's performance targets are aligned to our strategy, future direction, performance and shareholder value creation, without promoting or rewarding disproportionate risk-taking. Targets are challenging but realistic and should closely reflect the company's ongoing business expectations. Northam is different from its peers, as it is a growing company. Our KPI's focus on performance measures which will grow the business and thereby create value for all stakeholders.

Areas of focus during the year continued

Focus area	Response
Remuneration benchmarking	• Considered the results of the independent benchmarking exercise conducted by Deloitte Consulting Proprietary Limited (Deloitte) of the non-executive and executive directors' remuneration against comparative companies in the South African mining sector • Considered the findings of the benchmarking for implementation or consideration where required • Executive director remuneration • Reviewed the performance of the CEO and CFO for the year under review • Reviewed and approved inflationary increases for the CEO and CFO for the coming financial year (F2025), taking into account economic factors as well as individual performance and benchmarking of salaries against the peer group • Approved the ESG KPI's, over and above safety, to be included in the executive directors' scorecards based on shareholder requests • Ensured that the ESG KPI's are aligned to the mining industry
Compliance to laws and regulations including labour standards and the Mining Charter	• Received updates on the levels of comprehensive medical care provided for all employees at all operations by the group's elected medical care service providers We are committed to ensure that executive remuneration is fair, reasonable, responsible and appropriate in the context of general market conditions, company performance, industry pay levels, the economic outlook and overall employee remuneration, in terms of benchmarking across the industry.
Key performance indicators (KPI's)	• Assessed the appropriateness of the KPI's used and their relative weightings • Reviewed the KPI targets for the STI and the F2024 performance against these targets • Assessed group risks considered in setting KPI's for short-term incentives (STIs) and long-term incentives (LTIs) • Reviewed the LTI performance targets, and the performance against these targets over a three-year rolling basis • Considered and approved the principles and method of calculating the awards, ensuring these were consistent with previous practices • Reviewed and considered the reports provided by the auditors verifying the STI calculations as part of the year-end audit and confirmed the accuracy of the LTI which vested in October 2023 as per a factual findings certificate prepared by the external auditors for the committee
Critical skills	• Reviewed feedback from the group's human resources executive on the challenges experienced with regard to critical skills, particularly at Booysendal due to the location of the mine and the nature of skills required • Noted the increase in employee turnover, as well as challenges in attracting and retaining talent. This is due to competition within the PGM sector, with miners targeting the same talent from a small pool of experience in South Africa • Reviewed and approved the risk associated with critical skills to be included in the risk and opportunity section in the Annual integrated report. Critical skills and the potential loss of key personnel has been identified as one of the group's top ten strategic risks • Approved initiatives implemented to retain critical skills • Reviewed the various elements of the group's remuneration and noted that these are aimed at attracting and retaining employees, taking into account their experience and expertise, in order to enable the group to execute its strategy Refer to the Remuneration report, available on our website for our Remuneration policy and Implementation report

Committee evaluation and performance

The Institute of Directors South Africa (IoDSA) was appointed to facilitate a self-appraisal evaluation of the board and each sub-committee of the board during the current year, as part of the evaluation of the board and committees. The committee's performance in terms of its composition, mandate and effectiveness was evaluated.

Feedback

The committee's composition, skills and experience were also evaluated as part of the review by the nomination committee, with the committee found to be suitably equipped to fulfil its mandate.

Future focus areas for the coming year

It is the responsibility of the committee to provide independent oversight of Northam's fixed and variable remuneration policies and practices. This includes ensuring that these policies and practices are appropriate to attract, motivate and retain the best talent at all levels of our organisation, and that they provide the right incentives to ensure delivery of Northam's strategic objectives over the short, medium and long-term.

We are committed to ensuring that executive remuneration is fair, responsible and appropriate in the context of general market conditions, company performance, industry pay levels, the economic outlook and overall employee remuneration, in terms of benchmarking across the industry.

We would like to thank all shareholders who have engaged with the company to share their concerns and feedback on the remuneration policy. The insights were invaluable and the committee hopes that the changes that we have implemented, based on this feedback, will be acceptable to shareholders and stakeholders alike.

The committee also confirms that all implemented remuneration practices during the year were in line with the group's updated remuneration policy.

Our focus over the coming year will be shareholder engagement and to ensure that our remuneration policy creates shareholder value.

Conclusion

The committee is satisfied that the updated remuneration policy achieved its stated objectives for the year and that the committee has considered and discharged its responsibilities in line with its terms of reference, statutory responsibilities, and King IV™ recommended practices during the year under review.

For and on behalf of the committee

HH Hickey
Chairperson

23 August 2024

Attendance of members at board and committee meetings

6

Meeting attendances 1 July 2023 to 30 June 2024

Members	Board	Audit & risk committee	Health, safety and environment committee	Investment committee	Nomination committee	Remuneration committee	Social, ethics, human resources and transformation committee	Total	Total %
Meetings held	**5**	**4**	**4**	**2**	**4**	**4**	**3**		
Mvusi, TI	5/5	–	–	2/2	4/4	4/4	–	15/15	100%
Dunne, PA[1]	5/5	–	4/4	–	–	–	2/2	11/11	100%
Coetzee, AH	5/5	–	–	–	–	–	–	5/5	100%
Hickey, HH	5/5	4/4	–	2/2	–	4/4	–	15/15	100%
Jekwa, NY	5/5	4/4	4/4	–	–	–	3/3	16/16	100%
Jonas, MH	5/5	4/4	–	–	–	4/4	–	13/13	100%
Kgosi, TE	5/5	–	–	–	4/4	–	3/3	12/12	100%
Lewis, GT	5/5	–	4/4	–	–	–	–	9/9	100%
Smithies, JG[2]	4/5	–	3/4	2/2	3/4	–	–	12/15	80%
G Wildschutt[3]	1/1	–	–	–	–	–	1/1	2/2	100%
Overall attendance %	**98%**	**100%**	**94%**	**100%**	**92%**	**100%**	**100%**	**97%**	**97%**

[1] Stepped down as member of the Social, ethics, human resources and Transformation committee with effect from 1 March 2024

[2] Apologies received

[3] Appointed as an independent non-executive director and member of the Social, ethics, human resources and Transformation committee with effect from 1 March 2024

Application of King IV™ principles

ALL

The Northam Holdings Limited board endorses the King IV™ Report and this underpins our GGF.

The JSE Listings Requirements applicable for integrated reporting purposes stipulate that a listed company's annual report must, at a minimum, include a narrative statement on its application of the principles of King IV™.

The board applies all sixteen of the relevant King IV™ principles and the application status of each of these principles are outlined in the table below.

Leadership and organisational ethics and corporate citizenship

Leadership and organisational ethics

Principle	Applied	Response
Principle 1: The board should lead ethically and effectively.	Yes	• Read about our governance philosophy from page 12 of this report • Read about our organisational ethics from page 14 of this report • Read about our conflicts of interest policy on page 17 of this report • Read about our board of directors from page 18 of this report • Read about the board's responsibilities from page 26 of this report • Read about how the board functions from page 36 in this report • Read the report from our independent chairman from page 6 of this report
Principle 2: The board should govern the ethics of the company in a way that supports the establishment of an ethical culture.	Yes	• Read about our organisational ethics from page 14 of this report • Read about the board's current and future ethics focus areas from page 15 • Read about our conflicts of interest and gifts policy on page 17 • Read about our board of directors from page 18 of this report • Read our social, ethics, human resources and transformation committee report from page 72 of this report

Corporate citizenship

Principle	Applied	Response
Principle 3: The board should ensure that the company is and is seen to be a responsible corporate citizen.	Yes	• Read about our governance philosophy from page 12 of this report • Read about the board's responsibilities from page 26 of this report • Read the report from our independent chairman from page 6 of this report • Read about our remuneration committee report from page 84 of this report • Refer to our Sustainability report, available on our website • Refer to our Annual integrated report, available on our website • Refer to our Remuneration report, available on our website

Strategy and performance

Principle	Applied	Response
Principle 4: The board should appreciate that the company's core purpose, its risk and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process.	Yes	• Read about the board's responsibilities from page 26 of this report • Read about how the board governs strategy from page 28 of this report • Read our audit and risk committee report from page 60 of this report • Refer to our Annual integrated report, available on our website

Reporting

Principle	Applied	Response
Principle 5: The board should ensure that reports issued by the company enable stakeholders to make informed assessments of the company's performance, and its short, medium and long-term prospects.	Yes	• Refer to our reporting suite, available on the website • Read our audit and risk committee report from page 60 of this report

Governing structures and delegation

Primary role and responsibilities of the board

Principle	Applied	Response
Principle 6: The board should serve as the focal point and custodian of corporate governance in the company.	Yes	The board is satisfied that it has fulfilled its responsibilities in accordance with its charter for the year • Read about our board of directors from page 18 of this report • Read about our board responsibilities from page 26 of this report • Read about how the board functions from page 36 of this report • Refer to the attendance register on page 90 of this report • Read our nomination committee report from page 78 of this report

Composition of the board

Principle	Applied	Response
Principle 7: The board should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively.	Yes	The board is satisfied that the directors have the qualifications, knowledge and understanding necessary to govern the group, considering the group's nature, size and scale of operations and the laws and customs governing its actions. • Read about our board of directors from page 18 of this report • Read about the board composition, skills and independence of the board from page 20 of this report • Read the nomination committee report of page 78 of this report • Read about our leadership roles on page 24 of this report

Committees of the board

Principle	Applied	Response
Principle 8: The board should ensure that its arrangements for delegation within its own structures promote independent judgement and assist with balance of power and the effective discharge of its duties.	Yes	• Read about how the board functions from page 36 of this report • Read our committee reports from page 48 of this report • Refer to the GGF on page 13 of this report • Refer to the board and committee charters on our website • Refer to the attendance register on page 90 of this report

Evaluation of the performance of the board

Principle	Applied	Response
Principle 9: The board should ensure that the evaluation of its own performance and that of its committees, its chairman and its individual members, support continued improvement in its performance and effectiveness.	Yes	The board is satisfied that the evaluation process is improving its performance and effectiveness. • Read the report from the chairman from page 6 of this report • Read about our board effectiveness and training from page 38 of this report

Appointment and delegation to management

Principle	Applied	Response
Principle 10: The board should ensure that the appointment of, and delegation to, management contribute to role clarity and the effective exercise of authority and responsibilities.	Yes	The board is satisfied that the arrangements for its delegation within its own structures promotes independent judgement and assists with the balance of power and the effective discharge of its duties. • Read about how the board functions on page 36 of this report • Read about our executive committee from page 44 of this report • Read about our leadership roles on page 24 of this report

Risk governance

Principle	Applied	Response
Principle 11: The board should govern risk in a way that supports the company in setting and achieving its strategic objectives.	Yes	• Read about the board's responsibilities on page 26 of this report • Read about how the board governs risk on page 30 of this report • Read the board committee reports from page 48 of this report for details of the risks associated with the various committees • Read the audit and risk committee report on page 60 of this report • Refer to our Annual integrated report for how we Manage our risks and opportunities, available on our website

Technology and information governance Response

Principle	Applied	Response
Principle 12: The board should govern technology and information in a way that supports the company in setting and achieving its strategic objectives.	Yes	• Read about the board's responsibilities on page 26 of this report • Read about how the board governs information technology on page 31 of this report • Read the audit and risk committee report from page 60 of this report

Compliance governance

Principle	Applied	Response
Principle 13: The board should govern compliance with applicable laws and adopt non-binding rules, codes and standards in a way that supports the company being ethical and a good corporate citizen.	Yes	There were no material regulatory penalties, sanctions, or fines for contraventions of, or non-compliance with, statutory obligations during the year under review. • Read about the board's responsibilities on page 26 of this report • Read about how the board governs compliance on page 32 of this report • Read the board committee reports from page 48 of this report

Remuneration governance

Principle	Applied	Response
Principle 14: The board should ensure that the company remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long-term.	Yes	• Read the remuneration committee report from page 84 of this report • Refer to our Remuneration report, available on our website • Refer to the Annual financial statements, available on our website, for details of executive director remuneration • Refer to the Notice of the 2024 AGM for more details on the resolutions relating to the remuneration policy, implementation report and non-executive director fees

Assurance

Principle	Applied	Response
Principle 15: The board should ensure that assurance services and functions enable an effective control environment, and that these support the integrity of information for internal decision-making and of the organisation's external reports.	Yes	The board is satisfied that its assurance activities result in an adequate, effective control environment and the integrity of reports can be relied upon for decision making. • Read the board responsibilities from page 26 of this report • Read combined assurance at Northam from page 34 of this report • Read the audit and risk committee report from page 60 of this report

Stakeholder relationships

Principle	Applied	Response
Principle 16: In the execution of its governance role and responsibilities, the board should adopt a stakeholder inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of the company over time.	Yes	• Read about the board and our stakeholders from page 40 of this report • Refer to the stakeholder relationships section in the Annual integrated report for more details on our stakeholders • Read our social, ethics, human resources and transformation committee report on page 72 • Refer to the Sustainability report, available on our website • Refer to the Remuneration report for details on the remuneration committee's engagement with shareholders during the year

Conclusion
The Northam Platinum Holdings Limited's corporate governance philosophy, frameworks, standards, policies and practices support the achievement of each of the 16 King IV™ principles and enable the board and management to conclude that the group is currently achieving the desired King IV™ governance outcomes in all material respects.

Administration and contact information

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Registration number: 2020/905346/06
ISIN code: ZAE000298253
Share code: NPH

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Registration number 1977/003282/06
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Bond code: NHM015
Bond ISIN: ZAG000164922
Bond code: NHM016
Bond ISIN: ZAG000167750
Bond code: NHM021
Bond ISIN: ZAG000181496
Bond code: NHM022
Bond ISIN: ZAG000190133
Bond code: NHM023
Bond ISIN: ZAG00190968
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