

Form of Proxy

Northam Platinum Holdings Limited

(Northam Holdings or the group or the company)

Incorporated in the Republic of South Africa

(Registration number 2020/905346/06)

ISIN code: ZAE000298253

JSE share code: NPH

To be completed by registered certificated shareholders and dematerialised shareholders with “own name” registration only.

For use in respect of the Annual General Meeting (AGM) to be held at 10:00 SA time on Friday, 29 October 2021 entirely through electronic communication.

In light of the COVID-19 restrictions and the uncertainty of the infection rate at the time of the AGM, Northam Holdings has determined that the AGM will take place entirely by electronic communication. Accordingly, the AGM will only be accessible through electronic communication, as permitted by the JSE and in accordance with section 63(2)(a) of the Companies Act and the Northam Holdings memorandum of incorporation. Although voting will be permitted by way of electronic communication, shareholders are encouraged to make use of proxies for purposes of voting at the AGM.

Shareholders who have dematerialised their Northam Holdings shares with a broker or CSDP, other than with “own name” registration, must arrange with the broker or CSDP concerned to provide them with the necessary letter of representation to attend the AGM by electronic communication if they wish to do so or if they do not wish to attend the AGM the shareholders concerned must instruct their broker or CSDP as to how they wish to vote in this regard. This must be done in terms of the agreement entered into between the shareholder and the broker or CSDP concerned.

I/We (Full name in block letters) _____

of (address) _____

Telephone (work) _____ (home) _____ Mobile _____

Email _____

being the holder(s) of _____ Northam Holdings shares hereby appoint (see notes 2 and 3):

1. _____ or failing him/her

2. _____ or failing him/her

the chairperson of the AGM, as my/our proxy to attend, participate in and act on my/our behalf at the AGM and, on a poll or by a show of hands, to vote in my stead and to vote for or against the resolutions set out in the notice of AGM or abstain from voting thereon in respect of the Northam Holdings shares registered in my/our name(s), in accordance with the following instructions (see note 4):

	Number of votes (one (1) vote per Northam Holdings Ordinary Share)		
	In favour	Against	Abstain
Ordinary resolution number 1.1 – re-election of Dr NY Jekwa as director			
Ordinary resolution number 1.2 – re-election of Mr MH Jonas as director			
Ordinary resolution number 1.3 – re-election of Mr JJ Nel as director			
Ordinary resolution number 2 – re-appointment of Ernst & Young Inc (with the designated external audit partner being Mr Ebrahim Dhorat) as the independent external auditors of the group			
Ordinary resolution number 3.1 – election of Ms HH Hickey as member of the audit and risk committee			
Ordinary resolution number 3.2– election of Dr NY Jekwa as member of the audit and risk committee, subject to her re-election as director pursuant to ordinary resolution number 1.1			
Ordinary resolution number 3.3– election of Mr JJ Nel as member of the audit and risk committee, subject to his re-election as director pursuant to ordinary resolution number 1.3			
Ordinary resolution number 4.1 – non-binding endorsement of the group's remuneration policy			
Ordinary resolution number 4.2 – non-binding endorsement of the group's remuneration implementation report			
Special resolution number 1 – approval of non-executive directors' fees for the year ending 30 June 2022			
Special resolution number 2 – approval of financial assistance in terms of sections 44 and 45 of the Companies Act			
Special resolution number 3 – approval for general authority to repurchase issued shares			

(Please indicate instructions to proxy in the space provided above by the insertion therein of the relevant number of votes exercisable.)

Signed at _____ on _____ 2021

Signature(s) _____ Capacity _____

Please read the notes on the reverse side hereof.

Notes to the Form of Proxy

1. Forms of proxy may be e-mailed to proxy@tmsmeetings.co.za to be received by no later than 10:00 SA time on Wednesday, 27 October 2021. Thereafter, a shareholder or his proxy must deliver the form of proxy to the chairperson of the AGM before the appointed proxy may exercise any rights of the shareholder at the AGM.
2. A shareholder is entitled to appoint one or more proxies (who need not be a shareholder) to attend, participate in, and on a poll, vote in place of that shareholder at the AGM.
3. A shareholder may insert the name of a proxy or the names of two alternate proxies of the shareholder's choice in the space(s) provided, with or without deleting "the chairperson of the AGM". The person whose name stands first on the form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow.
4. A shareholder should insert an "X" in the relevant space according to how the shareholder wishes his/her/its votes to be cast. However, if a shareholder wishes to cast a vote in respect of a lesser number of shares than that which he/she/it holds, such shareholder should insert the number of shares held in respect of which he/she/it wishes to vote or abstain from voting. If a shareholder fails to comply with the above then such shareholder will be deemed to have authorised the proxy to vote or to abstain from voting at the AGM as such proxy deems fit in respect of all of the shareholder's votes exercisable at the AGM. A shareholder is not obliged to exercise the votes in respect of all of the Northam Holdings shares held by him/her/it, but the total votes cast and abstentions recorded may not exceed the total number of the votes exercisable by the shareholder.
5. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the AGM and participating and voting to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to so do.
6. The chairperson of the AGM may reject or accept any form of proxy which is not completed and/or received in accordance with the instructions set out herein.
7. Shareholders who have dematerialised their shares with a broker or CSDP, other than those with "own name" registration, must arrange with the broker or CSDP concerned to provide them with the necessary letter of representation to attend the AGM or the shareholders concerned must instruct their broker or CSDP as to how they wish the votes in respect of their shares to be voted at the AGM. This must be done in terms of the agreement entered into between the shareholder and the broker or CSDP concerned.
8. Any alteration to this form of proxy, other than the deletion of alternatives, must be signed, not initialed, by the signatory/ies.
9. If this form of proxy is signed under a power of attorney, then such power of attorney or a notially certified copy thereof must be sent with this form of proxy, unless it has previously been recorded by Northam Holdings or the transfer secretaries.
10. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity (e.g. on behalf of a company, trust, pension fund, deceased estate, etc.) must be attached to this form of proxy, unless previously recorded by Northam Holdings or the transfer secretaries or waived by the chairperson of the AGM.
11. A minor or any other person with legal incapacity must be assisted by his/her parent or guardian, unless the relevant documents establishing his/her capacity are produced or have been recorded by Northam Holdings or the transfer secretaries.
12. Where there are joint holders of Northam Holdings shares:
 - a. any one holder may sign the form of proxy; and
 - b. the vote of the senior joint holder, who tenders a vote, as determined by the order in which the names stand in the company's register of shareholders, will be accepted.

Summary of rights contained in Section 58 of the Companies Act

In terms of section 58 of the Companies Act:

- a shareholder of a company may, at any time and in accordance with the provisions of section 58 of the Companies Act, appoint any individual (including an individual who is not a shareholder) as a proxy to participate in, and speak and vote at, a shareholders' meeting on behalf of such shareholder;
- a proxy may delegate her or his authority to act on behalf of a shareholder to another person, subject to any restriction set out in the instrument appointing such proxy;
- irrespective of the form of instrument used to appoint a proxy, the appointment of a proxy is suspended at any time and to the extent that the relevant shareholder chooses to act directly and in person in the exercise of any of such shareholder's rights as a shareholder;
- any appointment by a shareholder of a proxy is revocable, unless the form of instrument used to appoint such proxy states otherwise;
- if an appointment of a proxy is revocable, a shareholder may revoke the proxy appointment by (i) cancelling it in writing, or making a later inconsistent appointment of a proxy and (ii) delivering a copy of the revocation instrument to the proxy and to the relevant company;
- a proxy appointed by a shareholder is entitled to exercise, or abstain from exercising, any voting right of such shareholder without direction, except to the extent that the relevant company's memorandum of incorporation, or the instrument appointing the proxy, provides otherwise;
- if the instrument appointing a proxy has been delivered by a shareholder to a company, then, for so long as that appointment remains in effect, any notice that is required in terms of the Companies Act or such company's memorandum of incorporation to be delivered to a shareholder must be delivered by such company to:
 - the relevant shareholder; or
 - the proxy or proxies, if the relevant Shareholder has: (i) directed such company to do so, in writing and (ii) paid any reasonable fee charged by such company for doing so; and
- if a company issues an invitation to its shareholders to appoint one (1) or more persons named by the company as a proxy, or supplies a form of proxy instrument:
 - the invitation must be sent to every shareholder entitled to notice of the meeting at which the proxy is intended to be exercised;
 - the invitation or form of proxy instrument supplied by the company must:
 - bear a reasonably prominent summary of the rights established in section 58 of the Companies Act;
 - contain adequate blank space, immediately preceding the name(s) of any person(s) named in it, to enable a shareholder to write the name and, if desired, an alternative name of a proxy chosen by the shareholder; and
 - provide adequate space for the shareholder to indicate whether the appointed proxy is to vote in favour of or against any resolution(s) to be put at the meeting, or is to abstain from voting;
 - the company must not require that the proxy appointment be made irrevocable; and
 - the proxy appointment remains valid only until the end of the meeting, or any adjournment thereof, at which it was intended to be used.