

**NORTHAM PLATINUM LIMITED**

Incorporated in the Republic of South Africa

(Registration number 1977/003282/06)

Share code: NHM ISIN: ZAE000030912

Debt issuer code: NHMI

Bond code: NHM007	Bond ISIN: ZAG000158593
Bond code: NHM009	Bond ISIN: ZAG000158866
Bond code: NHM011	Bond ISIN: ZAG000159237
Bond code: NHM012	Bond ISIN: ZAG000160136
Bond code: NHM014	Bond ISIN: ZAG000163650
Bond code: NHM015	Bond ISIN: ZAG000164922
Bond code: NHM016	Bond ISIN: ZAG000167750
Bond code: NHM018	Bond ISIN: ZAG000168097
Bond code: NHM019	Bond ISIN: ZAG000168105
Bond code: NHM020	Bond ISIN: ZAG000172594

("Northam")

**NORTHAM PLATINUM HOLDINGS LIMITED**

Incorporated in the Republic of South Africa

(Registration number 2020/905346/06)

Share code: NPH ISIN: ZAE000298253

("Northam Holdings")

**RESULTS OF THE GENERAL MEETING AND UPDATE REGARDING THE COMPOSITE TRANSACTION**

Unless otherwise defined herein, capitalised words and terms contained in this announcement shall bear the same meanings ascribed thereto in the combined circular to shareholders of Northam ("**Shareholders**") accompanied by the prospectus in respect of Northam Holdings, dated Monday, 31 May 2021 (collectively, the "**Scheme Documents**").

**1. INTRODUCTION**

Shareholders are referred to the Scheme Documents as well as the combined announcements published by Northam and Northam Holdings on SENS on Tuesday, 23 March 2021, Monday, 31 May 2021 and Monday, 21 June 2021 as well as the announcement published by Northam on Friday, 11 June 2021 pertaining to the Composite Transaction.

**2. RESULTS OF THE GENERAL MEETING**

Shareholders are advised that at the General Meeting held on Wednesday, 30 June 2021, all of the resolutions as set out in the Notice of General Meeting ("**Resolutions**") were approved and adopted by the requisite majority of Shareholders.

Shareholders holding 462 978 749 Northam Shares, constituting 90.82% of the total Northam Shares in issue, participated by electronic communication or were represented by proxy at the General Meeting.

Each Resolution, together with the number and percentage of Northam Shares voted, the percentage of Northam Shares abstained, and the percentage of votes carried for and against each Resolution, are as follows:

	<b>Northam Shares voted</b>	<b>For</b>	<b>Against</b>	<b>Abstained</b>
<b>Special Resolution 1</b> – Approval of the Share Acquisitions Scheme in terms of section 48(8)(b) as read with sections 114(1) and 115(2)(a) of the Companies Act	303 021 606 59.44%	99.92%	0.08%	0.01%
<b>Special Resolution 2</b> – Revocation of Special Resolution 1 if the Share Acquisitions Scheme terminates	462 927 059 90.81%	99.95%	0.05%	0.01%
<b>Special Resolution 3</b> – Approval of the acquisition of Northam Shares pursuant to the Revised Accumulated Dividends Settlement, the Repurchase, the Zambezi	303 021 584 59.44%	99.92%	0.08%	0.01%

	<b>Northam Shares voted</b>	<b>For</b>	<b>Against</b>	<b>Abstained</b>
Preference Share Redemption and the acquisition of Zambezi Retention Shares (if applicable) in terms of paragraph 5.67(B)(a) read with paragraph 5.69 of the JSE Listings Requirements				
<b>Special Resolution 4</b> – Approval of the ESOP Repurchase in terms of paragraph 5.67(B)(a) read with paragraph 5.69 of the JSE Listings Requirements	462 885 696 90.80%	99.95%	0.05%	0.01%
<b>Special Resolution 5</b> – Approval of the Northam Scheme in terms of sections 114(1) and 115(2)(a) of the Companies Act	462 926 746 90.81%	99.95%	0.05%	0.01%
<b>Special Resolution 6</b> – Revocation of Special Resolution 5 if the Northam Scheme is terminated	462 926 746 90.81%	99.95%	0.05%	0.01%
<b>Special Resolution 7</b> – Approval of financial assistance in terms of sections 44 and 45 of the Companies Act	462 926 746 90.81%	99.91%	0.09%	0.01%
<b>Special Resolution 8</b> – Approval of the issue of Northam Shares pursuant to the BEE SPV Subscriptions in terms of section 41 of the Companies Act	462 926 246 90.81%	99.85%	0.15%	0.01%
<b>Special Resolution 9</b> – Approval of the BEE Trust Repurchases in terms of paragraph 5.67(B)(a) read with paragraph 5.69 of the JSE Listings Requirements	462 886 009 90.80%	99.91%	0.09%	0.01%
<b>Special Resolution 10</b> – Approval of the Relevant Zambezi Shareholder Repurchases in terms of paragraph 5.67(B)(a) read with paragraph 5.69 of the JSE Listings Requirements	462 926 746 90.81%	99.91%	0.09%	0.01%
<b>Ordinary Resolution 1</b> – Approval of the Northam SIP Amendments in terms of paragraph 14.2 of Schedule 14 of the JSE Listings Requirements	462 724 106 90.77%	90.96%	9.04%	0.05%
<b>Ordinary Resolution 2</b> – Approval of the HDP SPV Subscription in terms of paragraph 5.51(g) of the JSE Listings Requirements	462 926 746 90.81%	99.91%	0.09%	0.01%
<b>Ordinary Resolution 3</b> – Approval of the Northam Zambezi Ordinary Share Subscription in accordance with paragraph 10.4(e) of the JSE Listings Requirements	303 020 793 59.44%	99.86%	0.14%	0.01%
<b>Ordinary Resolution 4</b> – Approval of the HDP SPV Share Issue and	462 927 246	99.91%	0.09%	0.01%

	<b>Northam Shares voted</b>	<b>For</b>	<b>Against</b>	<b>Abstained</b>
the BEE SPV Share Issues in accordance with paragraph 3.35 as read with paragraph 9.20(b) of the JSE Listings Requirements	90.81%			

**Notes:**

- Percentages of Northam Shares voted are calculated in relation to the total issued share capital of Northam.
- Percentage of Northam Shares voted for and against are calculated in relation to the total number of Northam Shares voted in respect of the relevant Resolution.
- Abstentions are calculated as a percentage in relation to the total issued share capital of Northam.

**3. UPDATE REGARDING THE COMPOSITE TRANSACTION**

Implementation of the Composite Transaction remains subject to the fulfilment or waiver of the remaining Zambezi Scheme Conditions, Transaction Conditions and Extended BEE Transaction Conditions.

A further announcement will be published in due course wherein Shareholders will be provided with an update on the revised salient dates and times pertaining to the Composite Transaction, to the extent required.

**To obtain a thorough understanding of the Composite Transaction, Shareholders are advised to refer to the full terms and conditions pertaining thereto, as set out in the Scheme Documents.**

**4. THE INDEPENDENT BOARD AND NORTHAM BOARD RESPONSIBILITY STATEMENT**

The Independent Board and Northam Board (to the extent that the information relates to Northam) collectively and individually accept responsibility for the information contained in this announcement and certify that, to the best of their knowledge and belief, the information contained in this announcement relating to Northam is true and this announcement does not omit anything that is likely to affect the importance of such information.

**5. NORTHAM HOLDINGS BOARD RESPONSIBILITY STATEMENT**

The Northam Holdings Board (to the extent that the information relates to Northam Holdings) accepts responsibility for the information contained in this announcement and certifies that, to the best of their knowledge and belief, the information contained in this announcement relating to Northam Holdings is true and this announcement does not omit anything that is likely to affect the importance of such information.

Paul Dunne, Northam's Chief Executive Officer, commented "*The benefits of this landmark transaction have been confirmed by the overwhelming support that Northam has received with 99.9% shareholder approval. We are immensely grateful for the support that Northam continues to receive from its shareholders and the Board and Management remain committed to proactively creating and delivering shareholder value following a share buy-back in excess of 25%. The Zambezi transaction transformed Northam in many respects and the composite transaction positions Northam very well for the future. We look forward to the remaining conditions being fulfilled and to execute on the mandate given by Northam shareholders today.*"

Johannesburg  
30 June 2021

**Corporate advisor to Northam and Northam Holdings**

One Capital Advisory Proprietary Limited

**Equity Sponsor, Debt Sponsor and Transaction Sponsor to Northam and Equity Sponsor and Transaction Sponsor to Northam Holdings**

One Capital Sponsor Services Proprietary Limited

**Attorneys to Northam and Northam Holdings**

Webber Wentzel

**Independent Sponsor to Northam and Northam Holdings**  
Deloitte & Touche Sponsor Services Proprietary Limited

*Foreign Shareholders are referred to the disclaimer in the Announcement which applies to this announcement.*