



STAKEHOLDER ENGAGEMENT POLICY

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1. BACKGROUND

- 1.1 Northam Platinum Holdings Limited (Northam Holdings, Northam, the company or the group) is listed on the main board of the securities exchange operated by the JSE Limited (JSE), under share code NPH.
- 1.2 The instruments of its subsidiary, Northam Platinum Limited, are listed on the debt market of the JSE under debt code NHMI.
- 1.3 The group includes Northam Holdings and all entities that, from time to time, qualify directly or indirectly as subsidiaries of Northam Holdings.

2. INTRODUCTION

- 2.1 In accordance with principle 16 of the King IV Report on Governance for South Africa, 2016 (King IV™), Northam adopts a stakeholder-inclusive approach which balances the needs, interests and expectations of material stakeholders in the best interests of the company over time.
- 2.2 The board of directors (the board) of Northam is ultimately responsible for providing oversight, for the effective governance and overall success of the company, as well as to ensure compliance with all statutory and applicable regulatory requirements.
- 2.3 The board has delegated the responsibility for the governance of, approach to, and conduct of stakeholder relationships to the social, ethics, human resources and transformation committee (the committee).
- 2.4 The committee is constituted as a statutory committee of Northam in accordance with sections 72(4) of the Companies Act, No. 71 of 2008 as amended (Companies Act), paragraph 3.84(c) of the JSE Limited Listings Requirements (JSE LR), taking into consideration the provisions of King IV™, as well as applicable regulatory requirements.
- 2.5 The AccountAbility, AA1000 Stakeholder Engagement Standard, 2015 (standard) has been adopted by the group to guide its stakeholder-inclusive approach in order to establish the benchmark for effective and appropriate stakeholder engagement across the group.

3. OBJECTIVE

- 3.1 This policy sets out the standard for the implementation and execution of effective stakeholder relationship management to ensure that it results in:
 - 3.1.1 Methodologies for identifying individual stakeholders and stakeholder groupings.
 - 3.1.2 Determination of material stakeholders based on the extent to which they affect, or are affected by the activities, outputs and outcomes of the company.
 - 3.1.3 Management of stakeholder risk as an integral part of enterprise-wide risk management.
 - 3.1.4 Formal mechanisms for engagement and communication with stakeholders, including the use of dispute resolution mechanisms and associated processes.
 - 3.1.5 Measurement of the quality of material stakeholder relationships, and appropriate responses to the outcomes.
- 3.2 The standard shall serve as the applicable framework for the assessment, design, implementation and communication of stakeholder engagement to enable the company to respond, in a comprehensive and balanced way to material issues, impacts and opportunities, by describing:
 - 1.1.1 How to establish commitment to stakeholder engagement.
 - 1.1.2 How to determine the purpose, scope and stakeholders of the engagement.
 - 1.1.3 How to integrate stakeholder engagement with governance, strategy and operations.
 - 1.1.4 The processes that will deliver quality and inclusive engagement practice, and valuable outcomes.

4. APPLICABILITY

- 4.1 This policy applies to the company, all of its directors, officers and employees acting in their capacities as such, including as members of the board, board committees, and other governance structures within the group.
- 4.2 This policy applies to all stakeholder engagement types and levels across the group, and must be used to further support and enhance existing processes within the group.
- 4.3 This policy does not substitute related stakeholder engagement policies or processes. It is, however, intended to further supplement the group's approach to stakeholder-inclusivity.
- 4.4 It is the responsibility of each director, officer and employee to familiarise themselves with the content of this policy and understand how this policy applies to their roles within the company.

5. STAKEHOLDERS AND STAKEHOLDER ENGAGEMENT

- 5.1 The term “stakeholders” refers to those individuals, groups of individuals, or organisations that affect and/or could be affected by the company's activities, products, services and/or associated performance.
- 5.2 Stakeholder engagement means the process used by the company to engage relevant stakeholders for a clear purpose to achieve agreed outcomes, and shall:
 - 5.2.1 Be based on a commitment to the principles of the standard.
 - 5.2.2 Clearly define its scope.
 - 5.2.3 Have an agreed decision-making process.
 - 5.2.4 Focus on issues material to the company and/or its stakeholders.
 - 5.2.5 Create opportunities for dialogue.
 - 5.2.6 Be integral to governance.
 - 5.2.7 Be transparent.
 - 5.2.8 Have a process appropriate to the stakeholders engaged.
 - 5.2.9 Be timely.
 - 5.2.10 Be flexible and responsive.
 - 5.2.11 Add value for the company and its stakeholders.

6. REVIEW

- 6.1 This policy shall be reviewed every three years, or as and when necessary, to enhance its overall effectiveness to ensure compliance with best practice and good corporate governance.
- 6.2 Revisions and updates to this policy shall require agreement and acceptance by all members of the committee, together with the approval of the chairperson of the committee.