

Form of proxy

Northam Platinum Holdings Limited

(Northam Holdings or the company or, together with its subsidiaries, the group)

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 of Northam Holdings (AGM) to be held at 10:00 SA time on Monday, 28 October 2024 entirely through electronic communication.

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 Limited and in accordance with section 63(2)(a) of the Companies Act, No. 71 of 2008, as amended (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 central securities depository participant (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, the undersigned, (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):

Form of proxy continued

	Number of votes (one (1) vote per Northam Holdings ordinary share)		
	In favour	Against	Abstain
Ordinary resolution number 1.1 – Re-election of Mr MH Jonas as a director			
Ordinary resolution number 1.2 – Re-election of Mr JG Smithies as a director			
Ordinary resolution number 1.3 – Re-election of Ms TE Kgosi as a director			
Ordinary resolution number 1.4 – Election of Mrs G Wildschutt as a director			
Ordinary resolution number 2 – Re-appointment of PricewaterhouseCoopers Incorporated (with the designated external audit partner being Mr AJ Rossouw CA(SA)) as the independent external auditors of the group			
Ordinary resolution number 3.1 – Election of Ms HH Hickey as a member of the audit and risk committee			
Ordinary resolution number 3.2 – Election of Dr NY Jekwa as a member of the audit and risk committee			
Ordinary resolution number 3.3 – Election of Mr MH Jonas as a member of the audit and risk committee, subject to his re-election as director pursuant to ordinary resolution number 1.1			
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			
Special resolution number 2 – Approval of financial assistance in terms of sections 44 and 45 of the Companies Act			

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

Signed at _____ on _____ 2024

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, for administrative purposes, by no later than 10:00 SA time on Thursday, 24 October 2024. Thereafter, a shareholder or his/her 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 or by a show of hands, 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 notarially 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.