

IMPALA PLATINUM HOLDINGS LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 1957/001979/06)
JSE Share code: IMP ISIN: ZAE000083648
ADR code: IMPUY
("Implats" or "Group")

ANNOUNCEMENT BY IMPLATS OF ITS ACQUISITION OF FURTHER SHARES IN ROYAL BAFOKENG PLATINUM LIMITED

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION

1. INTRODUCTION

- (a) Implats refers to the announcement of 29 November 2021 of Implats' firm intention to make a general offer (**Offer**) to the holders (**RBPlat Shareholders**) of issued ordinary shares (**RBPlat Shares**) in Royal Bafokeng Platinum Limited (**RBPlat**).
- (b) The purpose of this announcement is to advise RBPlat Shareholders that:
 - (i) Implats has, since the announcement of 29 November 2021, acquired further RBPlat Shares; and
 - (ii) Implats has amended the terms of its Offer,and to provide RBPlat Shareholders with the necessary information in respect thereof.

2. ACQUISITION OF FURTHER SHARES

- (a) In its announcement of 29 November 2021 Implats announced that it has concluded agreements to acquire 70,859,372 RBPlat Shares constituting approximately 24.52% of the RBPlat Shares in issue. The number of RBPlat Shares that Implats will be acquiring under these agreements has been amended to 70,857,963. Implats also announced that it may be acquiring further RBPlat Shares after the announcement of 29 November 2021 whilst the Offer remains open.
- (b) In addition to the 70,857,963 RBPlat Shares referred to above, Implats has concluded agreements to acquire a further 14,042,953 RBPlat Shares on 29 November 2021 constituting approximately 4.86% of the RBPlat Shares in issue and, together with such shares referred to above, comprising an aggregate of approximately 29.38% of the RBPlat Shares in issue. Implats confirms that these acquisitions have already been disclosed to the Takeover Regulation Panel (**TRP**) as required under Chapter 5 of the Companies Regulations, 2011 (**Takeover Regulations**).
- (c) Save as may be prohibited under the Companies Act, 2008 (**Companies Act**) or the Takeover Regulations, Implats may be acquiring further RBPlat Shares after the date of this announcement whilst the Offer remains open and, if

required under the Companies Act or the Takeover Regulations, will make further disclosures and announcements in that regard.

3. AMENDMENT OF OFFER TERMS

- (a) Implats has amended the conditions precedent to which the making and implementation of the Offer is subject (**Offer Conditions Precedent**) so as to remove the conditions that were referred to in paragraphs 5(a)(iv) and (v) of the 29 November 2021 announcement and has agreed to waive such Offer Conditions Precedent in their entirety. Further details will be set out in the offer circular to be distributed by Implats to the RBPlat Shareholders in due course.
- (b) Implats has notified the independent board of RBPlat of this amendment and waiver and the TRP has given its consent therefor.

4. RESPONSIBILITY STATEMENT

The board of directors of Implats (to the extent that the information relates to Implats) accepts responsibility for the information contained in this announcement and, to the best of the Implats board's knowledge and belief, that information is true and this announcement does not omit anything likely to affect the importance of the information included.

Illovo, Johannesburg

1 December 2021

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Financial Advisors to Implats

J.P. Morgan

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This announcement is for information purposes only. It is not intended to and does not constitute, or form part of, any offer, invitation or the solicitation of any offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the acquisitions of securities contemplated hereby or otherwise nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law.

Forward-Looking Statements

This announcement contains "forward-looking statements". Forward-looking statements can be identified by words like "may," "will," "likely," "should," "expect," "anticipate," "future," "plan," "believe," "intend," "goal," "seek," "estimate," "project," "continue" and similar expressions. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of Implats' business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of Implats' control. Implats' actual results and financial condition may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. The forward-looking statements included in this announcement are made only as of the date of this announcement, and except as otherwise required by law, Implats does not have any obligation to publicly update or revise any forward-looking statements to reflect subsequent events or circumstances.

Important information for US shareholders

RBPlat is a public company incorporated in South Africa. The Offer will be made to RBPlat Shareholders in the United States in compliance with the applicable US tender offer rules under the US Securities Exchange Act of 1934, as amended (**US Exchange Act**), including Regulation 14E thereunder, and otherwise in accordance with the requirements of South African law. Accordingly, the Offer will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, the offer timetable, settlement procedures and timing of payments that are different from those applicable under US domestic tender offer law and practice. The financial information of RBPlat and Implats, including any included in the offer documentation, will not have been prepared in accordance with US GAAP, or derived therefrom, and may therefore differ from, and not be comparable with, financial information of US companies.

The Implats Shares to be issued pursuant to the Offer as part of the Offer Consideration (the **Consideration Shares**) have not been, and will not be, registered under the US Securities Act of 1933, as amended (the **US Securities Act**), or under any laws or with any securities regulatory authority of any state, district or other jurisdiction, of the United States, and may only be offered or sold pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable state and other securities laws. There will be no public offer of any securities in the United States. This announcement does not constitute an offer to sell or solicitation of an offer to buy any of the shares in the United States. Further details of which US and other RBPlat Shareholders are eligible to receive the Consideration Shares, and the procedural steps required to be taken by such persons to so receive such shares, as well as the procedures for those US and other RBPlat Shareholders who do not so qualify to receive the Consideration Shares, will be set forth in the Offer Circular. Also see paragraph 2(e) of this announcement.

Implats and its affiliates or brokers (acting as agents for Implats and its affiliates, as applicable) may from time to time, and other than pursuant to the Offer, directly or indirectly, purchase, or arrange to purchase outside the United States, shares in RBPlat or any securities that are convertible into, exchangeable for or exercisable for such shares before or during the period in which the Offer remains open for acceptance, to the extent permitted by, and in compliance with, Rule 14e-5 under the US Exchange Act. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Information about any such purchases or arrangements to purchase that is made public in accordance with South African law and practice will be available to all investors (including in the United States) via announcements on the Stock Exchange News Service (or **SENS**) of the JSE Limited.

Neither the US Securities and Exchange Commission (**SEC**) nor any US state securities commission has approved or disapproved of the Consideration Shares to be issued in connection with the Offer, or determined if this announcement or the Offer Circular is accurate or complete. Any representation to the contrary is a criminal offence in the United States.

The Consideration Shares have not been and will not be listed on a US securities exchange or quoted on any inter-dealer quotation system in the United States. Implats does not intend to take any action to facilitate a market in the Consideration Shares in the United States.

The Offer, if consummated, may have consequences under US federal income tax and applicable US state and local, as well as non-US, tax laws for RBPlat Shareholders. Each RBPlat Shareholder is urged to consult his or her independent professional adviser regarding the tax consequences of the Offer.

It may not be possible for RBPlat Shareholders in the United States to effect service of process within the United States upon RBPlat and/or Implats (each a company incorporated in South

Africa), or their respective officers or directors, some or all of which may reside outside the United States, or to enforce against any of them judgments of the United States courts predicated upon the civil liability provisions of the federal securities laws of the United States or other US law. It may not be possible to bring an action against RBPlat and/or Implats or their respective officers or directors, in a non-US court for violations of US law, including the US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement. In addition, it may be difficult to enforce in South Africa original actions, or actions for the enforcement of judgments of US courts, based on the civil liability provisions of the US federal securities laws.