



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 "the Group")

ANNOUNCEMENT BY IMPLATS OF EXTENSION OF IMPORTANT DATES AND TIMES

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 its offer (**Offer**) to the holders (**RBPlat Shareholders**) of issued ordinary shares (**RBPlat Shares**) in Royal Bafokeng Platinum Limited (**RBPlat**) as set out in the Implats' offer circular (**Offer Circular**) dated 17 January 2022 and to the prior announcements relating thereto. Terms defined in the Offer Circular shall, where used in this announcement, bear the same meaning as ascribed to them in the Offer Circular.
- (b) The purpose of this announcement is to advise RBPlat Shareholders of the current status of the Competition Tribunal approval process, and the extension of certain relevant dates relating to the Offer as set out in the Offer Circular.

2. COMPETITION TRIBUNAL STATUS AND EXTENSION

- (a) As at the date of this announcement, the Condition Precedent requiring approval for implementation of the Offer under the Competition Act, 1998 as set out in paragraph 3.6.1.3 of the Offer Circular remains outstanding. RBPlat Shareholders are referred to the joint announcement by Implats and RBPlat released on SENS on 29 April 2022, in which shareholders were notified that the parties had received confirmation that the Competition Commission had made a positive recommendation that the Competition Tribunal approves the proposed transaction.
- (b) The Competition Commission found that the proposed transaction would unlikely lead to any substantial lessening or prevention of competition in the relevant markets. The Competition Commission also found that the proposed transaction is likely to result in public interest benefits, as opposed to the scenario absent the merger.
- (c) Implats and RBPlat have commenced the processes before the Competition Tribunal, and continue their engagement with the Minister of Trade, Industry and Competition on the public interest considerations arising from the proposed transaction. Notwithstanding the Competition Commission's positive recommendation, the parties were informed on 18 May 2022 that Northam Platinum Holdings Limited intends making an application to intervene in the Competition Tribunal approval processes.

- (d) The launching of this intervention application has delayed the finalisation of the process before the Competition Tribunal (irrespective of the outcome of the intervention application itself) and Implats accordingly hereby extends the date set for fulfilment or waiver of the Conditions Precedent (and thus the Longstop Date) to 8 August 2022 and amends the table of important dates and times as set out in the Offer Circular as set out below. To the extent legally required, the TRP has consented to these extensions.
- (e) Implats reserves the right to further extend the date set for fulfilment or waiver of the Conditions Precedent (and thus the Longstop Date) on the basis set out in the Offer Circular, in which event a further announcement will be made to also amend the table of important dates and times.

3. IMPORTANT DATES AND TIMES

As a result of the extension set out above, the following important dates and times are extended and should be noted:

Offer expected to become wholly unconditional by no later than (subject to note 4 in the Offer Circular)	Monday, 18 July
Finalisation date announcement published on SENS	Tuesday, 19 July
Last day for US Shareholders to deliver US Investor Letters	Tuesday, 26 July
Last day to trade in RBPlat Shares in order to participate in the Offer	Tuesday, 2 August
RBPlat Shares trade "ex" the Offer	Wednesday, 3 August
Record date to determine which RBPlat Shareholders may accept the Offer	Friday, 5 August
Offer closes at 12:00 on	Friday, 5 August
Results of the Offer announced on SENS	Monday, 8 August
Offer Consideration credited to Dematerialised Offer Participants' account at CSDP or Broker as per notes 7 and 8 of Offer Circular	Monday, 8 August
Offer Consideration posted to Certificated Offer Participants (subject to receipt by RBPlat's Transfer Secretaries of documents of title on or prior to 12:00 on the Closing Date and a duly completed Form of Acceptance and Transfer (<i>blue</i>) as per notes 7 and 8 of the Offer Circular	Monday, 8 August

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.

Friday, 27 May 2022
Illovo, Johannesburg

Corporate Advisor and Lead Financial Advisor to Implats

Macquarie Advisory and Capital Markets South Africa (Pty) Ltd

Financial Advisors to Implats

J.P. Morgan

Nedbank Limited

The Standard Bank of South Africa Limited

Legal Advisors to Implats

Alchemy Law Africa

ENSafrica

Legal Advisor to Implats as to US law

Davis Polk & Wardwell London LLP

Transaction Sponsor to Implats

Nedbank Corporate and Investment Banking, a division of Nedbank Limited

Ends

Queries:

Johan Theron

E-mail: johan.theron@implats.co.za

T: +27 (0) 11 731 9013

M: +27 (0) 82 809 0166

Emma Townshend

E-mail: emma.townshend@implats.co.za

T : +27 (0) 21 794 8345

M : +27 (0) 82 415 3770

Alice Lourens

E-mail: alice.lourens@implats.co.za

T: +27 (0) 11 731 9033

M: +27 (0) 82 498 3608

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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.

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.