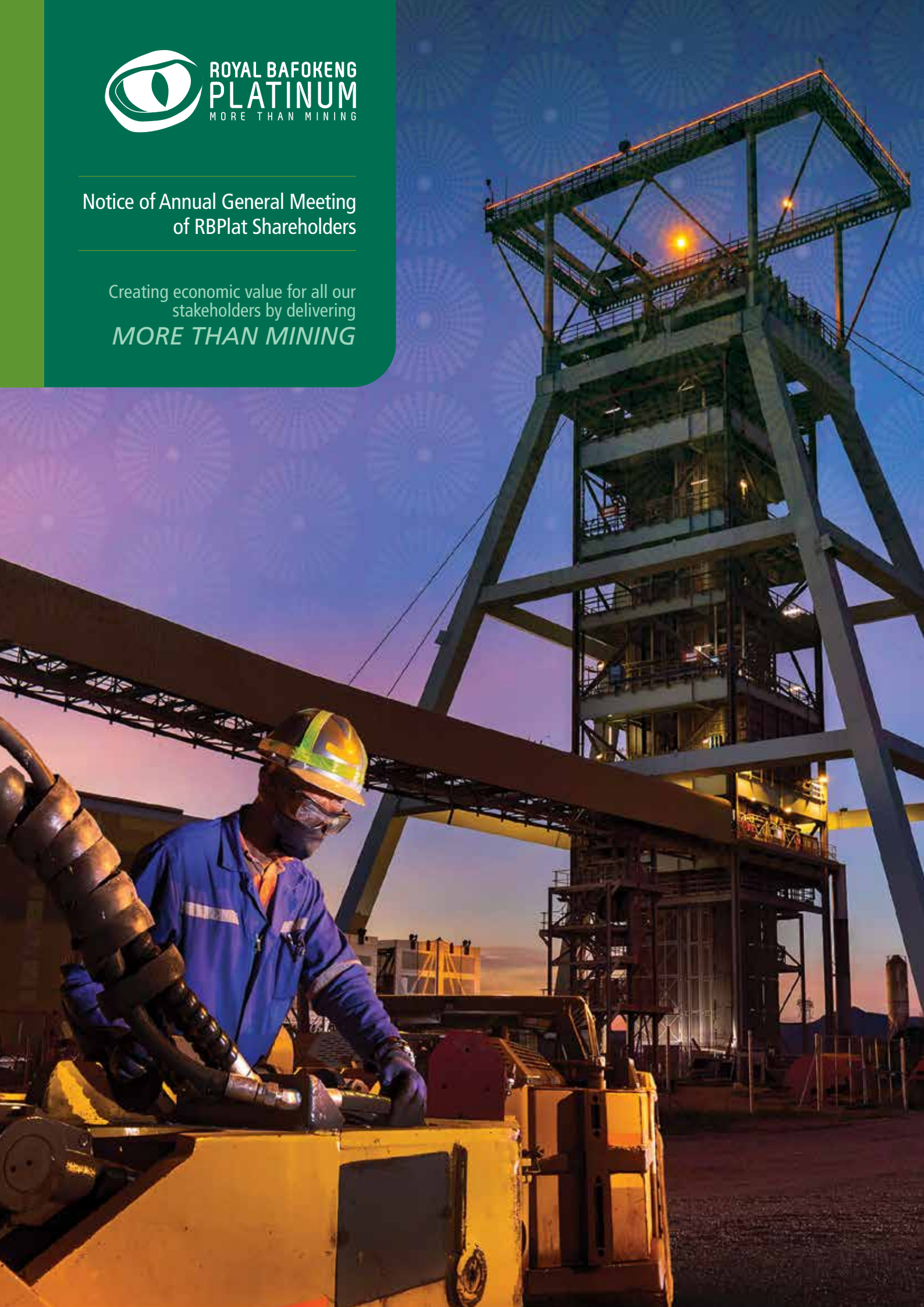




Notice of Annual General Meeting
of RBPlat Shareholders

Creating economic value for all our
stakeholders by delivering
MORE THAN MINING



NOTICE OF ANNUAL GENERAL MEETING OF RBPLAT SHAREHOLDERS

Royal Bafokeng Platinum Limited

Incorporated in the Republic of South Africa
Registration number: 2008/015696/06
JSE share code: RBP ISIN: ZAE000149936
Date of incorporation: 1 July 2008
("RBPlat" or "the Company")

This document is important and requires your immediate attention

If you are in any doubt as to what action to take, please consult your broker, central securities depository participant (CSDP), banker, attorney, accountant or other professional adviser.

If you have disposed of all your shares in the Company please forward this document, together with the enclosed form of proxy, to the purchaser of such shares or the broker, banker or other agent through whom you disposed of these shares.

Notice is hereby given that the thirteenth Annual General Meeting (AGM) of the Company will be held on Wednesday, 22 June 2022 at 10:00, subject to any cancellation, postponement or adjournment, at the Palazzo Montecasino, Castello room, Corner William Nicol and Montecasino Boulevard, Fourways, Gauteng, to transact the following business and resolutions, with or without amendments. This notice of AGM is only available in English. Copies may be obtained from the registered office of the Company and online at www.bafokengplatinum.co.za.

Record date, proxies and voting

Record date to receive the Notice of AGM	Friday, 8 April 2022
Date of posting of the notice of AGM	Thursday, 21 April 2022
Last day to trade to be eligible to participate in and vote at the AGM	Monday, 13 June 2022
Record date to be eligible to participate in and vote at the AGM	Friday, 17 June 2022
Forms of proxy for the AGM to be lodged by no later than 10:00 on	Monday, 20 June 2022



NOTICE OF ANNUAL GENERAL MEETING OF RBPLAT SHAREHOLDERS CONTINUED

Electronic participation

The Company, if required, will offer shareholders access to participate at the AGM through electronic video conference facilities, in accordance with section 63(2) of the Act. Participants wishing to use these facilities are required to deliver written notice to the Company at The Pivot, No 1 Monte Casino Boulevard, Block C, 4th Floor, Fourways, 2021 (marked for the attention of Lester Jooste, Company Secretary) or by email to lester@bafokengplatinum.co.za by no later than 10:00 on Monday, 20 June 2022 advising that they wish to participate in the AGM via electronic medium. Shareholders or their proxies who wish to attend the AGM in-person will be required to observe the mandatory covid-19 protocols of the venue which is listed on the website of The Palazzo Hotel.

The valid written notice must be accompanied by a certified copy of the shareholders' or proxy's identity document, driver's licence or passport, in respect of an individual, and if not an individual, a certified copy of a resolution by the relevant entity and a copy of the identity documents, driver's licences or passports of the individuals who adopted the resolution will be required.

The Company reserves the right to elect not to provide electronic participation at the AGM, in the event that it determines that it is not practical to do so. Voting on shares will not be possible via electronic medium and, accordingly, shareholders wishing to cast their vote at the AGM will need to be represented in person or by proxy at the meeting. The purpose of the AGM is to conduct such business as may be lawfully dealt with at the meeting and, in particular, if deemed fit, to pass the resolutions contained herein, with or without modification, in a manner required by the Act and the JSE Listings Requirements.

BUSINESS OF THE MEETING

Presentation of the consolidated audited annual financial statements

The consolidated audited annual financial statements of the Company and its subsidiaries, incorporating the reports of the auditors, the Audit and Risk Committee, the directors and the Social and Ethics Committee for the year ended 31 December 2021, as approved by the Board on 7 March 2022, have been included in the annual financial statements and/or the 2021 integrated report as a summary and can be downloaded on the Company's website www.bafokengplatinum.co.za in their entirety, and are hereby presented to shareholders for adoption, as required in terms of section 30(3)(d) read with section 61(8)(a) of the Companies Act, 71 of 2008 (the Act).

Ordinary resolutions

Ordinary resolution 1

Re-election of director

'Resolved that Mr MJ Moffett, who was appointed to the Board on 22 September 2014 and who retires by rotation in terms of the Memorandum of Incorporation (MOI) of the Company, being eligible is hereby re-elected as an independent non-executive director of the Company.'

Ordinary resolution 2

Re-election of director

'Resolved that Ms L Stephens, who was appointed to the Board on 22 September 2014 and who retires by rotation in terms of the MOI of the Company, being eligible is hereby re-elected as an independent non-executive director of the Company.'

Ordinary resolution 3

Re-election of director

'Resolved that Ms T Mokgosi-Mwantembe, who was appointed to the Board on 5 November 2014 in terms of the MOI of the Company, being eligible is hereby re-elected as an independent non-executive director of the Company.'

Ordinary resolution 4

Appointment of auditors

'Resolved that, upon the recommendation of the Audit and Risk Committee and the Board, KPMG be and is hereby appointed as the independent external auditor of the Company until the next AGM and that Mr H Opperman (practice number: 837334) of KPMG be elected as the accredited individual audit representative.'

Ordinary resolution 5

Election of Audit and Risk Committee member

'Resolved that, upon the recommendation of the Remuneration and Nominations Committee and the Board, subject to the adoption of ordinary resolution 2, Ms L Stephens, an independent non-executive director, be and is hereby elected as a member and Chair of the Audit and Risk Committee, in terms of section 94(2) of the Act, to hold office until the conclusion of the next AGM.'

Ordinary resolution 6

Election of Audit and Risk Committee member

'Resolved that, upon the recommendation of the Remuneration and Nominations Committee and the Board, subject to ordinary resolution 1, Mr MJ Moffett, an independent non-executive director, be and is hereby elected as a member of the Audit and Risk Committee, in terms of section 94(2) of the Act, to hold office until the conclusion of the next AGM.'

Ordinary resolution 7

Election of Audit and Risk Committee member

'Resolved that, upon the recommendation of the Remuneration and Nominations Committee and the Board, Ms ZJ Matlala, an independent non-executive director, be and is hereby elected as a member of the Audit and Risk Committee, in terms of section 94(2) of the Act, to hold office until the conclusion of the next AGM.'

Ordinary resolution 8

Election of Audit and Risk Committee member

'Resolved that, upon the recommendation of the Remuneration and Nominations Committee and the Board, Mr PJ Ledger, an independent non-executive director, be and is hereby elected as a member of the Audit and Risk Committee, in terms of section 94(2) of the Act, to hold office until the conclusion of the next AGM.'

Ordinary resolution 9

General authority to issue shares for cash

'Resolved that the directors of the Company be and are hereby authorised, until the earlier of the date of the next AGM of the Company or the date 15 (fifteen) months from the date of this meeting (the valid period), to allot and issue ordinary shares (including options and securities convertible into ordinary shares) (equity securities) representing not more than 5% (five percent) of the number of ordinary shares in issue as at the date of this Notice of AGM being 14 450 827 (fourteen million four hundred and fifty thousand and eight hundred and twenty seven) ordinary shares from the authorised but unissued shares in the capital of the Company for cash on a non-pro rata basis, subject to the MOI, the Act and the JSE Listings Requirements, as applicable from time to time. It is recorded that the JSE Listings Requirements currently require that:

- (a) any issue by a listed company of equity securities for cash may not exceed 30% (thirty percent) of the Company's listed securities as at the date of the Notice of the AGM (which, for the purposes of this ordinary resolution 9, shall be limited to 5% (five percent)):
 - (i) the calculation of the Company's listed equity securities must be a factual assessment of the Company's listed equity securities as at the date of the Notice of the AGM, excluding treasury shares
 - (ii) any equity securities issued under the authority during the valid period must be deducted from such number in (i) above
 - (iii) in the event of a sub-division or consolidation of issued equity securities during the valid period, the existing authority must be adjusted accordingly to represent the same allocation ratio
- (b) the equity securities will be issued to public shareholders, as defined in paragraphs 4.25 to 4.27 of the JSE Listings Requirements, and not to related parties
- (c) the maximum discount at which equity securities will be issued is 10% (ten percent) of the weighted average traded price over the 30 (thirty) business days prior to the date that the price of the issue is agreed.'

In order for ordinary resolution 9 to be approved, at least 75% (seventy-five percent) of the votes cast by all equity securities holders present or represented by proxy at the AGM is required in terms of the JSE Listings Requirements.

Ordinary resolution 10

Approval of Remuneration Policy

'Resolved that the Remuneration Policy of the Company as set out on pages 110 to 119 of the integrated report be and is hereby approved through a non-binding advisory vote (excluding the remuneration of non-executive directors, which is to be approved separately).' (An explanatory note to Ordinary resolution 10 is set out on page 11 of the Notice of the AGM.)

Ordinary resolution 11

Approval of Remuneration Implementation Report

'Resolved that the Remuneration Implementation Report of the Company as set out on pages 120 to 128 of the integrated report be and is hereby approved through a non-binding advisory vote.' (An explanatory note to ordinary resolution 11 is set out on page 11 of the Notice of the AGM.)

Ordinary resolution 12

Amendment to the RBPlat Share Appreciation Rights Plan scheme rules

'Resolved that the amendment to rules of the Share Appreciation Rights Plan to increase the number of shares reserved for the share schemes to 14 450 827 (fourteen million four hundred and fifty thousand eight hundred and twenty seven) ordinary shares, being 5% of the issued share capital, be and are hereby approved.' (An explanatory note to ordinary resolution 12 is set out on page 11 of the Notice of the AGM.)

NOTICE OF ANNUAL GENERAL MEETING OF RBPLAT SHAREHOLDERS CONTINUED

Ordinary resolution 13

Amendment to the RBPlat Share Full Share Plan scheme rules

'Resolved that the amendments to rules of the Full Share Plan to increase the number of shares reserved for the share schemes to 14 450 827 (fourteen million four hundred and fifty thousand eight hundred and twenty seven) ordinary shares, being 5% of the issued share capital, be and are hereby approved.'

(An explanatory note to ordinary resolution 13 is set out on page 11 of the Notice of the AGM.)

In order for ordinary resolutions 12 and 13 to be approved, at least 75% (seventy five percent) of the votes cast by all equity securities holders present or represented by proxy at the AGM is required in terms of the JSE Listings Requirements.

Special resolutions

Special resolution 1

Non-executive directors' fees

'Resolved that the level of non-executive directors' annual fees for the current and next financial year, excluding VAT, be and is here by approved on the basis set out as follows:

	Per annum	
	(2022 financial year) R	(2021 financial year) R
Board Chair (all-inclusive fee)	1 733 535	1 650 986
Lead independent director (all-inclusive fee)	1 241 788	1 155 152
Board member	402 283	383 127
Audit and Risk Committee Chair	265 595	252 948
Audit and Risk Committee member	152 255	141 633
Remuneration and Nominations Committee Chair	203 194	193 518
Remuneration and Nominations Committee member	134 291	127 896
Social and Ethics Committee Chair	196 095	186 757
Social and Ethics Committee member	132 705	126 386
Technical Committee Chair	196 095	186 757
Technical Committee member	132 705	126 386
Ad hoc fee	20 294	18 148

Special resolution 2

Financial assistance to related and inter-related parties

'Resolved that to the extent required in terms of, and subject to the provisions of section 45 of the Act, the shareholders of the Company hereby approve of the Company providing, at any time and from time to time during the next 2 (two) years commencing on the date on which this special resolution is adopted, any direct or indirect financial assistance as contemplated in such section of the Act to any 1 (one) or more companies or corporations which are related or inter-related companies or corporations to the Company (hereinafter being referred to as Group) on such terms and conditions as the directors of the Company, or any one or more persons authorised by the directors of the Company from time to time for such purpose, deem fit.'

To the extent that special resolution 2 is adopted by the shareholders of the Company, the directors of the Company will be able to adopt a resolution (the section 45 Board Resolution) authorising the Company to provide, at any time from time to time during the two-year period commencing on the date on which special resolution 2 is adopted, any direct or indirect financial assistance as contemplated in section 45 of the Act to any one or more related or inter-related companies or corporations within the Group.

The section 45 Board Resolution will always be subject to the directors being satisfied that:

(a) immediately after providing such financial assistance, the Company will satisfy the solvency and liquidity test as referred to in section 45(3)(b) (i) of the Act and that (b) the terms under which such financial assistance is to be given are fair and reasonable to the Company as referred to in section 45(3)(b) (ii) of the Act.

To the extent that the section 45 Board Resolution contemplates that such financial assistance (including the lending of money, guaranteeing a loan or other obligation and securing any debt or obligation in terms of section 45 of the Act) provided for in that resolution and any other during the same financial year will in the aggregate exceed one-tenth of one percent of the Company's net worth at the date of adoption of such resolution, the Company shall, for so long as it is required in terms of the Act, within 10 business days after the adoption of the section 45 Board Resolution provide notice thereof to the shareholders of the Company and to any trade union representing employees of the Company. In any other case, for so long as it is required in terms of the Act, the Board will provide the shareholders with written notice of a section 45 Board Resolution within 30 business days of the end of the financial year.

Special resolution 3

General authority to repurchase shares (including from directors/officers)

'Resolved that the directors of the Company be and are hereby authorised, until the earlier of the date of the next AGM of the Company or the date 15 (fifteen) months from the date of this AGM, by way of a general authority to repurchase issued shares in the share capital of the Company or to authorise and/or procure that a subsidiary company purchase such shares in the Company, at such price and on such terms as the directors may from time to time determine subject to the MOI, the Act and the JSE Listings Requirements, as applicable from time to time, and subject further to the restriction that the repurchase or purchase, as the case may be, by the Company and/or any of its subsidiaries of shares in the Company of any class under this authority shall not, in aggregate, in any financial year, exceed 5% (five percent) of the shares in issue in such class as at the date of the AGM.'

This authority includes an authority, by special resolution, to repurchase shares from a director or prescribed officer of the Company through the JSE order book, without any prior understanding or arrangement, as required under section 48(8)(a) of the Act.

It is recorded that the JSE Listings Requirements and the Act currently require that a company or any of its subsidiaries may only make a general repurchase of the ordinary shares in that company if:

- (a) any such acquisition of ordinary shares is effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement with the counterparty (reported trades are prohibited)
- (b) it is authorised in the Company's MOI
- (c) this general authority shall be valid until the Company's next AGM or for 15 (fifteen) months from the date of passing of this special resolution 3
- (d) an announcement must be published as soon as the Company or any of its subsidiaries have repurchased or acquired the relevant ordinary shares constituting, on a cumulative basis, 3% (three percent) of the number of ordinary shares of that class of shares in issue and for each 3% (three percent) in aggregate of the initial number acquired thereafter, in compliance with paragraph 11.27 of the JSE Listings Requirements
- (e) acquisitions of shares by the Company or a subsidiary of the Company in aggregate in any one financial year do not exceed 20% (twenty percent) of the Company's ordinary issued share capital of that class; however, this special resolution 3 shall not exceed 5% (five percent) of the Company's ordinary issued share capital; and that the number of shares purchased and held by a subsidiary(ies) of the Company shall not exceed 10% (ten percent) in the aggregate of the number of issued shares of any class of shares of the Company at the relevant times
- (f) ordinary shares may not be acquired at a price greater than 10% (ten percent) above the weighted average of the market value at which such ordinary shares are traded on the JSE as determined over the five (5) business days immediately preceding the date of repurchase of such ordinary shares
- (g) at any point in time the Company and/or its subsidiaries may only appoint one agent to effect any repurchase
- (h) the company and/or its subsidiaries may not repurchase any securities during a prohibited period, unless they have in place a repurchase programme where the dates and quantities of securities to be traded during the relevant period are fixed and which has been submitted to the JSE in writing prior to the commencement of the prohibited period.

NOTICE OF ANNUAL GENERAL MEETING OF RBPLAT SHAREHOLDERS CONTINUED

Statement by the Board of Directors of the Company

The Board of Directors, pursuant to the JSE Listings Requirements, hereby states that:

- (a) it considers that such a general authority to repurchase Company shares should be put in place should an opportunity present itself to do so during the year, which is in the best interests of the Company and its shareholders
- (b) having considered the effect of the maximum repurchase possible under this resolution, if approved, it is of the opinion that for a period of 12 (twelve) months after the date of this notice:
 - the Company and/or its subsidiaries (the Group) will be able, in the ordinary course of business, to pay its debts
 - the assets of the Company and the Group, fairly valued in accordance with International Financial Reporting Standards, will exceed the liabilities of the Company and the Group
 - the Company and the Group's ordinary share capital, reserves and working capital will be adequate for ordinary business purposes the working capital of the Company and the Group will be adequate for their ordinary business
- (c) a resolution has been passed by the Board of Directors authorising the repurchase, and confirming that the Company and its subsidiaries have passed the solvency and liquidity test and that since the test was performed there have been no material changes to the financial position of the Company and/or its subsidiaries.

The Board of Directors will also ensure that this is the case at the time of repurchase of the shares.

The Board of Directors whose names are set out on pages 25 and 26 of the integrated report are not aware of any legal or arbitration proceedings that are pending or threatened, which may have, or have had, a material impact on the Group's financial position over the recent past, being at least the previous 12 (twelve) months.

JSE Listings Requirements disclosures

The directors, whose names are set out on page 25 and 26 of the integrated report, collectively and individually accept full responsibility for the accuracy of the information pertaining to this special resolution 3 and certify that to the best of their knowledge and belief there are no other facts, the omission of which would make any statement false or misleading, and that they have made all reasonable enquiries in this regard, and that this resolution contains all information required by law and the JSE Listings Requirements.

The following additional information, some of which may appear elsewhere in the integrated report, is provided in terms of section 11.26 of the JSE Listings Requirements for purposes of the general authority contemplated above:

- Major beneficial shareholders – page 135 of the integrated report
- Share capital of the Company – page 135 of the integrated report

Other than the facts and developments reported on in the integrated report, there have been no material changes to the financial or trading position of the Company and its subsidiaries since 31 December 2021 and the issuing of this notice to shareholders.

Voting and proxies

Ordinary shareholders are entitled to vote on all the resolutions set out above. On a show of hands, every ordinary shareholder who is present in person or by proxy at the AGM will have one vote (irrespective of the number of ordinary shares held in the Company), and on a poll, every ordinary shareholder will have one vote for every ordinary share held or represented. All ordinary resolutions will, in terms of the Act, require the support of more than 50% (fifty percent) of the voting rights of shareholders exercised thereon to be approved, other than ordinary resolutions 9, 12 and 13, which will require at least 75% (seventy-five percent) of the total voting rights of shareholders present at the AGM, in person or by proxy.

All special resolutions will, in terms of the Act, require the support of at least 75% (seventy-five percent) of the total voting rights of shareholders exercised thereon at the AGM to be approved.

Ordinary shareholders are entitled to attend, speak and vote at the AGM, or they may appoint a proxy to attend, speak and vote in their stead. Shareholders holding dematerialised shares not in their own name must furnish their CSDP or broker with their instructions for voting at the AGM should they wish to vote. If your CSDP or broker does not obtain instructions from you, it will be obliged to act in terms of the mandate signed or the completed proxy form attached.

Unless you advise your CSDP or broker before the expiry date of your intention to attend the AGM or to appoint a proxy to do so, the CSDP or broker will assume that you or your proxy will not be attending the AGM. If you wish to attend the AGM or to appoint a proxy to do so, you must obtain a letter of representation signed by your CSDP or broker prior to the AGM, however the Board encourages all shareholders to cast their vote by proxy and to attend the virtual AGM by adhering to the requirement as outlined in the "Electronic participation" paragraph on the first page of the Notice of AGM.

Shareholders with dematerialised shares in their own name, or who hold shares that are not dematerialised, and who are not able to attend the AGM and wish to have representation at the meeting, must complete, and submit to the transfer secretaries, the form of proxy attached, in accordance with the instructions contained therein, by no later than 10:00 on Monday, 20 June 2022. The completion of the form will not preclude the shareholder from subsequently attending the AGM. Proxies may also be submitted to the Chair at the meeting.

Questions

In order to facilitate the answering of questions at the meeting, shareholders who ask questions in advance are encouraged to submit their questions in writing to the Company Secretary by 10:00 Friday, 17 June 2022.

By order of the Board of Directors

LC Jooste
Company Secretary

Registered office

The Pivot, No 1 Monte Casino Boulevard
Block C, 4th floor, Fourways, 2021
PO Box 2283, Fourways, 2055

Transfer secretaries

Computershare Investor Services Proprietary Limited
Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196
Private Bag X9000, Saxonwold, 2132, South Africa

NOTICE OF ANNUAL GENERAL MEETING OF RBPLAT SHAREHOLDERS CONTINUED

EXPLANATORY NOTES

1. Presentation of the annual financial statements

At the AGM, the directors must, in terms of the MOI, the Act and the JSE Listings Requirements, present to shareholders the annual financial statements for the year ended 31 December 2021.

2. Re-election of directors (ordinary resolutions numbers 1 to 3)

In accordance with the MOI and the JSE Listings Requirements, one-third of the non-executive directors (being those longest in office at the date of the AGM) must retire by rotation and directors appointed by the Board during the year must at each AGM offer themselves for re-election and election, respectively. Ordinary resolutions numbers 1 to 3 are proposed to re-elect the directors who retire as directors of the Company by rotation in accordance with the MOI and who, being eligible for re-election, offer themselves for re-election.

A brief biography of the directors offering themselves for re-election is contained on pages 25 and 26 of the integrated report and the Company's website www.bafokengplatinum.co.za. The Board, with the assistance of the Remuneration and Nomination Committee, has reviewed the composition and performance of the Board in accordance with corporate governance guidelines and transformation requirements and has recommended the re-election of the directors offering themselves for re-election.

3. Reappointment of the independent auditor (ordinary resolution number 4)

The reappointment of KPMG has been endorsed and is recommended by the Board as the independent external auditors in terms of the Company's MOI and the Act.

The Audit and Risk Committee of the Company has assessed the performance and independence of the external auditors and is satisfied that no governance guidelines have been breached and that they have complied with the provisions of the Act. A non-audit service policy is in place to ensure the independence of the external auditors is maintained.

Ordinary resolution number 4 is therefore proposed to approve the appointment of KPMG as the external auditors of the Company and to appoint Mr Henning Opperman as the designated auditor of the Company.

4. Election of Audit and Risk Committee members (ordinary resolutions numbers 5 to 8)

In terms of the Act, shareholders of a public company must elect the members of an audit committee at each AGM. The Nomination Committee has, in accordance with the recommendations and provisions of the King Code and Report on Governance for South Africa (King Codes), satisfied itself that the independent non-executive directors offering themselves for election as members of the Company's Audit and Risk Committee:

- are independent non-executive directors as contemplated in the King Codes, the Act and the JSE Listings Requirements
- are suitably qualified and experienced
- have an understanding of integrated reporting (including financial reporting), internal financial controls, external and internal audit processes, risk management, sustainability issues and the governance processes (including information technology governance) within the Company
- collectively possess skills which are appropriate to the Company's size and circumstances, as well as its industry
- have an understanding of International Financial Reporting Standards, South African Statements of Generally Accepted Accounting Practice and other financial and sustainability reporting standards, regulations and guidelines applicable to the Company
- adequately keep up to date with key developments affecting their required skills set.

Ordinary resolutions numbers 5 to 8 are therefore proposed to re-elect Audit and Risk Committee members in terms of section 94(2) of the Act and the King Codes.

For further details regarding the Audit and Risk Committee, please refer to page 38 of this integrated report and pages 4 and 5 of the annual financial statements.

A brief biography of the committee members offering themselves for election can be found on pages 25 and 26 of the integrated report.

5. Issue of shares for cash (ordinary resolution number 9)

In terms of the JSE Listings Requirements, a general authority for the directors to issue shares for cash requires shareholder approval. The directors also require approval in terms of the MOI to issue shares for cash on a non-pro rata basis. The existing authority granted by the shareholders at the previous AGM held on 9 April 2021 expires at the earliest of the next AGM to be held on Wednesday, 22 June 2022, or the date 15 (fifteen) months from the date of the last meeting in which the last authority was granted.

The Board has decided to seek renewal of this authority in accordance with best practice. The authority will be subject to the Act and the JSE Listings Requirements.

6. Approval of Remuneration Policy and Implementation Report (ordinary resolutions numbers 10 and 11)

In terms of the King IV principles, shareholders should annually, through a non-binding advisory vote, endorse the Company's Remuneration Policy and The Implementation Report as a separate ordinary resolution at the AGM, allowing shareholders to express their views on the remuneration policies adopted and its implementation.

Ordinary resolutions numbers 10 and 11 are proposed to consider and approve, by way of a non-binding advisory vote, the remuneration policy and implementation report of the Company, as set out in the remuneration review on pages 110 to 128 of the integrated report.

In terms of principle 14 of the South African King IV report, the Company's remuneration policy and implementation report should be tabled to the shareholders to approve as a non-binding vote. Failure to endorse the non-binding vote will not have any legal consequences for existing arrangements. The minimum voting percentage required for approval of ordinary resolutions 10 and 11 is 50% (fifty percent) plus one.

In the event that at least 25% (twenty-five percent) of the voting rights exercised on these resolutions are against either the remuneration policy or the implementation report or both, the Board will commit to implementing a consultation process, as stipulated in the remuneration policy.

7. Explanatory note to ordinary resolutions number 12 and 13

The Full Share Plan and Share Appreciation Right Plan scheme rules ("the schemes") are being amended in terms of ordinary resolution number 12 and 13 to make provision for an amendment to clause 4 of the scheme rules, setting out the overall share scheme limits in terms of the number of shares to be utilized by the schemes, is amended to 5%. Based on the current issued share capital being 290 334 425 (two hundred and ninety million three hundred and thirty four thousand four hundred and twenty five) ordinary shares, the limit will increase from 12 863 866 (twelve million eight hundred and sixty three thousand eight hundred and sixty six) to 14 516 721 (fourteen million five hundred and sixteen thousand seven hundred and twenty one) ordinary shares, subject to the approval of the amendments to the scheme rules in terms of ordinary resolution 12 and 13. These scheme rules were approved by shareholders at the AGM held in May 2020.

8. Non-executive directors' fees (special resolution number 1)

In terms of the King Codes and the Act, the shareholders of the Company are required to approve by special resolution the fees to be paid to non-executive directors. Please see page 6 of the Notice of AGM for additional information on non-executive director fees.

The Board believes that the proposed fees are competitive enough and will enable the Company to attract and retain people of the calibre required to make a meaningful contribution to the Company, having regard to the appropriate capability, skills and experience required. The Board, on the recommendation of the Remuneration and Nomination Committee, recommends to shareholders that these fees be approved.

9. Financial assistance to related and inter-related parties (special resolution number 2)

In terms of section 45 of the Act, shareholders are required to approve, by way of a special resolution, any director or related or inter-related party loans. Given that such financial assistance exists between the companies within the Group and may be required in future, shareholders are requested to consider and grant such general authority, which shall be renewed every 2 (two) years.

The purpose of this special resolution is to grant the directors of the Company the authority to authorise the Company to provide direct or indirect financial assistance as contemplated in section 45 of the Act to any one or more related or inter-related companies within the Group.

10. General authority to repurchase shares (special resolution number 3)

The effect of special resolution number 3 and the reason for this resolution is to grant the Company or any of its subsidiaries a general approval in terms of the MOI, the Act and the JSE Listings Requirements, to acquire the Company's shares, which general approval shall be valid until the earlier of such next AGM of the Company or its variation or revocation of such general authority by special resolution at any subsequent general meeting of the Company, provided that the general authority shall not extend beyond 15 (fifteen) months from the date of this AGM.

This authority includes an authority, by special resolution, to repurchase shares from a director or prescribed officer of the Company through the JSE order book, without any prior understanding or arrangement, as required under section 48(8)(a) of the Act.

The directors are of the opinion that it would be in the best interests of the Company to approve this general authority and thereby allow the Company or any of its subsidiaries to be in a position to repurchase the securities issued by the Company through the order book of the JSE, should the market conditions, tax dispensation and price justify such an action.

NOTICE OF ANNUAL GENERAL MEETING OF RBPLAT SHAREHOLDERS CONTINUED

Statutory disclosure

Proxies

In terms of section 58 of the Act, a shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy or two or more proxies to attend, participate in and vote at the meeting in place of the shareholder. The proxy need not be a shareholder of the Company. (A proxy form together with a summary of section 58 of the Act pertaining to a shareholder's right to be represented by proxy is attached hereto.)

Proxy forms must be delivered by no later than 10:00 on Monday, 20 June 2022 to the Company at The Pivot, No 1 Monte Casino Boulevard, Block C, 4th Floor, Fourways, Johannesburg, marked for the attention of Lester Jooste or alternatively to the transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 or PO Box 61051, Johannesburg, 2000.

Proxies can also be provided to the Chairman of the meeting before the meeting commences on, Wednesday, 22 June 2022 at 10:00.

FORM OF PROXY

Royal Bafokeng Platinum Limited (RBPlat or the Company)

Incorporated in the Republic of South Africa
Registration number: 2008/015696/06
Share code: RBP ISIN ZAE000149936

Form of proxy for the thirteenth Annual General Meeting (AGM) to be held on Wednesday, 22 June 2022 at 10:00. For use by certificated ordinary shareholders and dematerialised ordinary shareholders with "own name" registration only.

Holders of dematerialised ordinary shares other than with "own name" registration must inform their central securities depository participant (CSDP) or broker of their intention to attend the AGM and request their CSDP to issue them with the necessary authorisation to attend the AGM in person or provide their CSDP or broker with their voting instructions should they not wish to attend the AGM in person but wish to be represented thereat.

I/We

of (address)

being registered holder(s) of

ordinary shares in the issued share capital of the Company hereby appoint:

1. _____ or failing him/her
2. _____ or failing him/her

the Chairman of the AGM as my/our proxy to vote on my/our behalf at the AGM of the Company to be held on Wednesday, 22 June 2022 at 10:00 for the purpose of considering and, if deemed appropriate to pass with or without modification the resolutions to be proposed at the meeting or at any adjournment thereof in respect of the shares registered in my/our name(s), in accordance with the following instructions:

			Number of ordinary shares		
			In favour	Against	Abstain
1	First item of business: annual financial statements	To receive and adopt the annual financial statements for the financial year ended 31 December 2021			
2	Ordinary resolution number 1	To re-elect Mr M Moffett as a director of the Company			
3	Ordinary resolution number 2	To re-elect Ms L Stephens as a director of the Company			
4	Ordinary resolution number 3	To re-elect Ms T Mokgosi-Mwantembe as a director of the Company			
5	Ordinary resolution number 4	To reappoint KPMG as the independent external auditors of the Company and Mr H Opperman as the accredited individual auditor			
6	Ordinary resolution number 5	To re-elect Ms L Stephens, subject to the approval of ordinary resolution 2, as member and Chair of the Audit and Risk Committee			
7	Ordinary resolution number 6	To re-elect Mr MJ Moffett, subject to the approval of ordinary resolution 1, as a member of the Audit and Risk Committee			
8	Ordinary resolution number 7	To re-elect Ms ZJ Matlala as a member of the Audit and Risk Committee			
9	Ordinary resolution number 8	To re-elect Mr PJ Ledger, as a member of the Audit and Risk Committee			
10	Ordinary resolution number 9	To grant a general authority for directors to allot and issue up to 5% of the unissued share capital of the Company			
11	Ordinary resolution number 10	To approve via a non-binding vote the Remuneration Policy of the Company			
12	Ordinary resolution number 11	To approve via a non-binding vote the Remuneration Implementation Report of the Company			
13	Ordinary resolution number 12	To approve an amendment to the RBPlat Share Appreciation Rights Plan scheme rules increasing the maximum number of awards which may be made under the plan			
14	Ordinary resolution number 13	To approve an amendment to the RBPlat Full Share Plan scheme rules increasing the maximum number of awards which may be made under the plan			
15	Special resolution number 1	To approve the non-executive directors' fees			
16	Special resolution number 2	To grant the directors a general authority to authorise the provision of financial assistance to related and inter-related companies or corporations whether directly or indirectly			
17	Special resolution number 3	To grant the directors a general authority to authorise the Company or any subsidiary(ies) to repurchase its issued shares (including from directors /officers)			

Please indicate with an "x" in the spaces provided above how you wish to vote. If no indication is given the proxy will vote at his/her discretion or abstain from voting. Any member of the Company entitled to attend and vote at the meeting may appoint a proxy or proxies to attend, speak and vote in his/her stead. A proxy need not be a member of the Company. Every person present and entitled to vote shall, on a show of hands have one vote only, but on a poll, every share shall have one vote. Voting will be conducted by poll.

Signed at _____ on _____ 2022
Signature _____ or assisted by _____ (where applicable)

NOTES TO THE FORM OF PROXY

1. Any alternations must be signed, not initialled.
2. Proxies can be submitted to Computershare.
3. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the Company or waived by the Chairman of the meeting.
4. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Company.
5. The Chairman of the meeting shall be entitled to decline to accept the authority of a signatory:
 - a. under a power of attorney or
 - b. on behalf of a companyunless the power of attorney or authority is deposited with the Company, marked for the attention of Lester Jooste, Company Secretary, at The Pivot, No 1 Monte Casino Boulevard, Block C, Floor 4, Fourways, 2021, by not later than 10:00 on Monday, 20 June 2022.
6. The signatory may insert the name of any person(s) whom the signatory wishes to appoint as his/her proxy in the blank space(s) provided for that purpose.
7. The completion and lodging of this form of proxy will not preclude the signatory from attending the AGM and speaking and voting in person thereat should such person wish to do so, to the exclusion of any proxy appointed in terms hereof.
8. If, in the appropriate place on the face of the proxy, there is no indication of how to vote in respect of any resolution, the proxy shall be entitled to vote as he/she deems fit in respect of that resolution.
9. The Chairman of the AGM may reject or accept any form of proxy which is completed other than in accordance with these instructions, provided in the event of acceptance, he/she is satisfied as to the manner in which a shareholder wishes to vote.
10. If the shareholding is not indicated on the form of proxy, the proxy will be deemed to be authorised to vote the total shareholding registered in the shareholder's name.
11. Please insert an "X" in the relevant space according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of shares than you own in the Company, insert the number of shares held in respect of which you wish to vote. Failure to comply with the above will be deemed to authorise the proxy to vote or abstain from voting at the meeting as he/she deems fit in respect of all the shareholder's votes exercisable at the meeting. A shareholder or his/her proxy is not obligated to use all the votes exercisable by the shareholder or by his/her proxy, but the total of the votes cast and/or in respect of which abstention is recorded may not exceed the total number of votes exercisable by the shareholder or by his/her proxy.
12. When there are joint holders of shares and if more than one such joint holder be present or represented, then the person whose name appears first in the securities register in respect of such shares or his/her proxy, as the case may be, shall alone be entitled to vote in respect thereof.

SUMMARY IN TERMS OF SECTION 58(8)(B)(I) OF THE ACT

Please note that in terms of section 58 of the Act:

- a proxy appointment must be in writing, dated and signed by the shareholder appointing the proxy
- an individual may be appointed as a proxy, including an individual who is not a shareholder of the Company, to, among other things, participate in and speak and vote on a shareholder's behalf and more than one proxy may be appointed to exercise voting rights attached to different securities held by a shareholder
- a proxy may delegate his/her authority to act on a shareholder's behalf to another person, subject to any restriction set out in the proxy appointment
- a proxy appointment must be delivered to the Company before the proxy exercises any shareholder rights at the meeting
- the appointment of a proxy or proxies will be suspended at any time and to the extent that a shareholder chooses to act directly and in person in the exercise of any of its rights as a shareholder at the meeting
- the appointment of the proxy is revocable unless a shareholder expressly states otherwise in the proxy appointment
- as the appointment of the proxy is revocable, the proxy appointment may be revoked by (i) cancelling it in writing, or making a later inconsistent appointment of a proxy and (ii) delivering a copy of the revocation instrument to the proxy, and to the Company. The revocation of a proxy appointment constitutes a complete and final cancellation of a proxy's authority to act on a shareholder's behalf as of the later of the date stated in the revocation instrument, if any, or the date on which the revocation instrument was delivered to the Company and the proxy as aforesaid
- if a proxy appointment has been delivered to the Company, as long as that appointment remains in effect, any notice that is required by the Act of the Company's Memorandum of Incorporation be delivered by the Company to the relevant shareholder will be delivered by the Company to the shareholder or its proxy or proxies, if the shareholder has directed the Company to do so, in writing and paid any reasonable fee charged by the Company for doing so
- a proxy is entitled to exercise, or abstain from exercising, any voting right of a shareholder at the meeting, but only as directed on the proxy appointment
- the appointment of a proxy remains valid only until the end of the meeting or any adjournment or postponement thereof or for a period of one year, whichever is shorter, unless it is revoked by the shareholder before then on the basis set out above



ROYAL BAFOKENG PLATINUM

The Pivot
No 1 Monte Casino Boulevard
Block C
4th floor
Fourways

www.bafokengplatinum.co.za