



IMPLATS

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**Notice to
shareholders
2021**

Form of proxy

IMPALA PLATINUM HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)
 (Registration number: 1957/001979/06)
 (Share code: IMP) (ISIN: ZAE000083648)
 (Implats or the Company)

FOR USE BY:

- **CERTIFICATED REGISTERED SHAREHOLDERS**
- **DEMATERALISED "OWN NAME" REGISTERED HOLDERS**

This form of proxy is not for use by shareholders who have already dematerialised their Implats shares through a CSDP other than "own name" dematerialised shareholders.

For use at the online annual general meeting of the Company to be held on Wednesday, 13 October 2021 at 11:00, South African time, (the AGM).

I/We

of _____ appoint (see note 3)

1 _____ or failing him/her

2 _____ or failing him/her

3. the chairman of the AGM _____

as my/our proxy to act for me/us at the online AGM of the Company which will be held through electronic participation on Wednesday, 13 October 2021 at 11:00, and at each adjournment or postponement thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares in the issued capital of the Company registered in my/our name/s (see note 4).

Number of ordinary shares

Resolutions

For	Against	Abstain
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Resolutions	For	Against	Abstain
Ordinary resolutions			
Ordinary resolution number 1 – Appointment of external auditors			
Ordinary resolution number 2 – Re-election of directors			
2.1 Peter Davey			
2.2 Ralph Havenstein			
2.3 Boitumelo Koshane			
2.4 Alastair Macfarlane			
2.5 Mpho Nkeli			
Ordinary resolution number 3 – Appointment of members of audit and risk committee			
3.1 Dawn Earp			
3.2 Peter Davey			
3.3 Ralph Havenstein			
3.4 Preston Speckmann			
Ordinary resolution number 4 – General issue of shares for cash			
Ordinary resolution number 5 – Directors' authority to implement special and ordinary resolutions			
Non-binding advisory vote 6.1 – Endorsement of the Company's remuneration policy			
Non-binding advisory vote 6.2 – Endorsement of the Company's remuneration implementation report			
Special resolutions			
Special resolution number 1 – Approval of non-executive directors' remuneration			
1.1 Remuneration of the chairperson of the board			
1.2 Remuneration of the lead independent director			
1.3 Remuneration of non-executive directors			
1.4 Remuneration of audit and risk committee chairperson			
1.5 Remuneration of audit and risk committee member			
1.6 Remuneration of social, transformation and remuneration committee chairperson			
1.7 Remuneration of social, transformation and remuneration committee member			
1.8 Remuneration of nomination, governance and ethics committee chairperson*			
1.9 Remuneration of nomination, governance and ethics committee member			
1.10 Remuneration of health, safety and environment committee chairperson			
1.11 Remuneration of health, safety and environment committee member			
1.12 Remuneration of strategy and investment committee chairperson			
1.13 Remuneration of strategy and investment committee member			
1.14 Remuneration for <i>ad hoc</i> meetings fees per additional board or committee meeting			
Special resolution number 2 – Authority to provide financial assistance			
Special resolution number 3 – Repurchase of Company's shares by Company or subsidiary			

Insert in the relevant space above the number of shares held.

Signed at _____ on _____ 2021

Signature of shareholder(s) _____

Assisted by (where applicable) _____

Each ordinary shareholder is entitled to appoint one or more proxies (who need not be a shareholder/s of the Company) to attend, speak and vote in place of that shareholder at the annual general meeting.

Notes to the form of proxy

1. A shareholder on the Implats share register who has dematerialised his/her/its ordinary shares through Strate, other than those whose shareholding is recorded in his/her/its "own name" in the sub-register maintained by his/her/its CSDP, and who wishes to attend the online annual general meeting, will need to request his/her/its CSDP or broker to provide him/her/it with the necessary authority to do so in terms of the custody agreement entered into between the dematerialised shareholder and his/her/its CSDP or broker.
2. A shareholder (including certificated shareholders and dematerialised shareholders who hold his/her/its shares with "own name" registration) entitled to attend and vote at the annual general meeting may appoint one or more proxies to attend, participate and vote in his/her/its stead.
3. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting "the chairman of the annual general meeting". Any such deletion must be initialled by the shareholder. The person present at the annual general meeting whose name appears first on the form of proxy and has not been deleted will be entitled to act as proxy to the exclusion of those whose names follow.
4. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate space provided. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he deems fit in respect of the entire shareholder's votes exercisable thereat. A shareholder or his proxy is not obliged to use all the votes exercisable by the shareholder or by his proxy, but the total of the votes cast and in respect whereof abstention is recorded may not exceed the total of the votes exercisable by the shareholder or his proxy.
5. Any alteration or correction to this form of proxy must be initialled by the signatory/ies.
6. 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 transfer secretaries of the Company or waived by the chairman of the annual general meeting.
7. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the online annual general meeting and speaking and voting thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
8. Forms of proxy must be lodged with or posted to the Company's transfer secretaries to be received not later than 24 hours (excluding Saturdays, Sundays and public holidays) before the time of the annual general meeting.
9. This form of proxy expires after the conclusion of the annual general meeting stated herein except at an adjournment of that annual general meeting or at a poll demanded at such annual general meeting.

Transfer secretaries

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