ANGLO AMERICAN PLATINUM LIMITED
INTEGRATED REPORT 2013

FOCUSED ON DELIVERY

RESTRUCTURING FOR PROSPERITY

AngloAmerican

PLATINUM

FOCUSED ON DELIVERY

Amplats delivered a return to profit in 2013, following substantial reorganisation of the business during the year, and despite challenging economic and labour environments.

GUIDE TO OUR REPORTING

For the 2013 financial year (1 January to 31 December 2013), we have prepared the following reports to account to our stakeholders:

- This Integrated Report, whose development has been guided by The International <IR> Framework published by the International Integrated Reporting Council (IIRC) in December 2013. In it, we report on the linkages and interdependencies between the factors that enable the Company to create value. We report on our business model and strategy; how we respond to our external environment; the risks and opportunities we face; how we identify and respond to the legitimate needs and interests of key stakeholders; our activities and performance, as well as the outlook for the Company in the medium to long term. This report has been developed primarily for use by our investors.

- Our comprehensive Annual Report, which incorporates additional information to the Integrated Report, including our annual financial statements, extensive operational, financial and non-financial disclosure by operations and a full statement of our Ore Reserves and Mineral Resources.

- The Sustainable Development Report, the preparation of which has been guided by the G4 guidelines of the Global Reporting Initiative (GRI). This report explores important non-financial aspects of our business which, if not managed, could have a material impact on our business, This report is intended for a broad audience of stakeholders, including employees, local communities, non-governmental organisations (NGOs), customers and government. Those of our stakeholders who cannot access the report are informed of its contents through other means, including engagement and consultation processes that take place at an operational level.

We also report our compliance with a number of international codes and principles, including the 10 principles of the International Council on Mining and Metals (ICMM), the Voluntary Principles on Security and Human Rights (VPSHR), and the United Nations Global Compact (UNGC) to which we are bound through Anglo American plc. As employees are a unique group of stakeholders, we also publish an Annual Report to Employees.

HIGHLIGHTS

OPERATING PROFIT
(2012: loss of R6.33bn)

R1.97bn

HEADLINE EARNINGS
(2012: loss of R1.47bn)

R1.45bn

EQUIVALENT REFINED PLATINUM PRODUCTION
(2012: 2,219 koz)

2,320 koz

Waterval Smelter and Amplats Converting Process, Rustenburg.

LIVING OUR VALUES

- We put safety first
- We value and care about each other
- We act with honesty and integrity
- We are one team
- We deliver on our promises
- We are passionate and take pride in everything we do

CONTENTS

OUR BUSINESS IN 2013

Amplats is the world's leading primary producer of platinum group metals and accounts for approximately 40% of the world's newly-mined platinum. The Company is listed on the JSE Limited and has its headquarters in Johannesburg, South Africa.

Amplats has eight mining operations in the Bushveld Complex, namely the Bathopele, Dishaba, Khomanani, Khuseleka, Mogalakwena, Siphumelele, Thembelani and Tumela mines. The Company is currently developing the Twickenham Platinum Mine.

Elsewhere in the world, the Group operates the Unki Platinum Mine (100%) on the Great Dyke in Zimbabwe and is actively exploring in Brazil with JV exploration partners.

		2013	2012	% change
OPERATIONAL INDICATORS				
Tonnes milled	000 t	**39,516**	38,677	2
4E built-up head grade	g/t	**3.26**	3.20	2
Equivalent refined Pt ounces[1]	000 Pt oz	**2,320.4**	2,219.1	5
Refined Pt ounces per operating employee	Per annum	**30.0**	29.3	2
REFINED PRODUCTION				
Platinum (Pt)	000 oz	**2,379.5**	2,378.6	0
Palladium (Pd)	000 oz	**1,380.8**	1,395.9	(1)
Rhodium (Rh)	000 oz	**294.7**	310.7	(5)
Nickel (Ni)	000 t	**16.8**	17.7	(5)
Copper (Cu)	000 t	**8.3**	11.4	(27)
FINANCIAL PERFORMANCE				
Net sales revenue	R million	**52,404**	42,838	22
Net sales revenue	R/oz Pt sold	**22,586**	19,764	14
Cost of sales	R million	**46,208**	41,948	10
Cost of sales	R/oz Pt sold	**19,916**	19,354	3
Cash on-mine costs	R/tonne milled	**675**	625	8
Cash operating costs	R/oz equivalent refined Pt	**17,053**	16,364	4
Gross profit on metal sales	R million	**6,196**	890	596
Gross profit margin	%	**11.8**	2.1	10
Headline earnings/(loss)	R million	**1,451**	(1,468)	199
Net debt	R million	**11,456**	10,491	9
Debt:equity ratio		**1:4.0**	1:4.0	–
Capital expenditure (including capitalised interest)	R million	**6,346**	7,201	(12)
Return on average capital employed (ROCE)	%	**2.7**	(11.7)	14
ENVIRONMENTAL, SOCIAL AND GOVERNANCE INDICATORS				
Fatalities	Number	**6**	7	(14)
Lost-time injury-frequency rate	Rate/200,000 hrs	**1.05**	1.15	(9)
Employees (as at 31 December)	Number	**49,816**	56,379	(12)
HDSAs in management	%	**60**	58.3	2
Sulphur dioxide emissions	000 t	**19,2**	20.1	(4)
GHG emissions, CO_2 equivalents[2]	000 t	**5,936**	5,743	3
Water used for primary activities	Ml	**28,311**	28,755	(2)
Energy use	TJ	**24,942**	24,392	2
Number of Level 3, 4 and 5 environmental incidents	Number	**1**	0	
Corporate social investment	R million	**204**	276	(26)

[1] *Mines' production and purchases of metal in concentrate, secondary metals and other metals converted to equivalent refined production using Amplats' standard smelting and refining recoveries.*

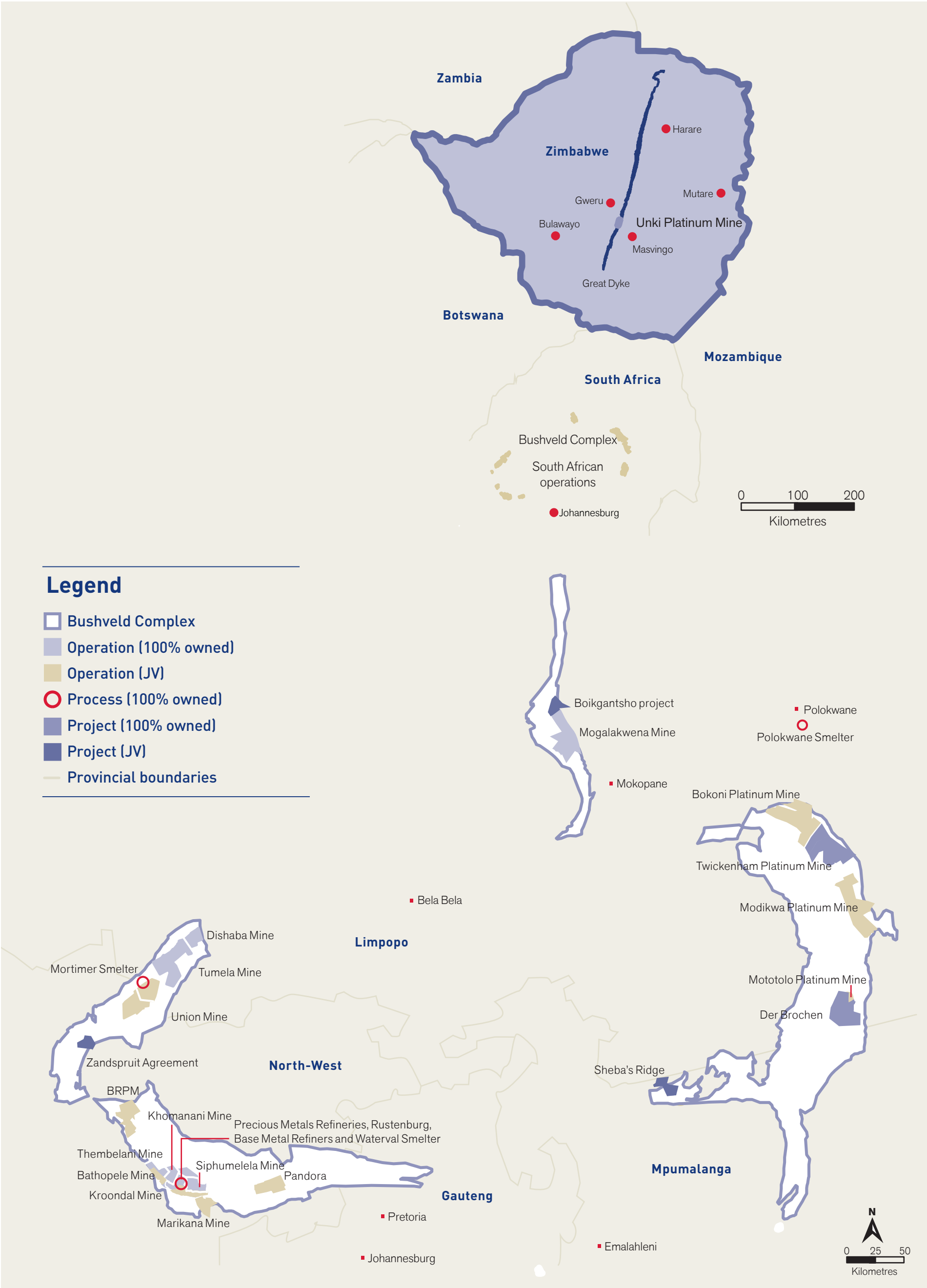
[2] *Excludes Scope 3 emissions*

The Group has a number of strategic joint ventures (JVs), in which it holds significant interests, namely: Bokoni Platinum Mine (49%) (JV with Atlatsa Resources Corporation); Modikwa Platinum Mine (50%) (African Rainbow Minerals Mining Consortium Limited); and the Bafokeng-Rasimone Platinum Mine (33%) (BRPM) and the Styldrift project (JV with Royal Bafokeng Platinum).

In addition, Amplats is involved in the following JVs and partnerships: the Bakgatla-Ba-Kgafela traditional community holds a 15% share in Union mine's north and south mines; Amplats holds a 42.5% interest in the Pandora JV, with Eastern Platinum Limited (a subsidiary of Lonmin plc) and its partner, the Bapo-Ba-Mogale traditional community, and Northam Platinum; the Mototolo Platinum Mine (50%), in a partnership with the Glencore Kagiso Tiso Platinum Partnership; Amplats also has pooling-and-sharing arrangement with Aquarius Platinum (South Africa), covering the shallow reserves of the Kroondal and Marikana mines that are contiguous with its own Rustenburg mines.

Amplats's smelting and refining operations are wholly-owned through Rustenburg Platinum Mines Limited and are situated in South Africa. These operations treat concentrates, not only from the wholly-owned operations, but also from JVs and third parties.

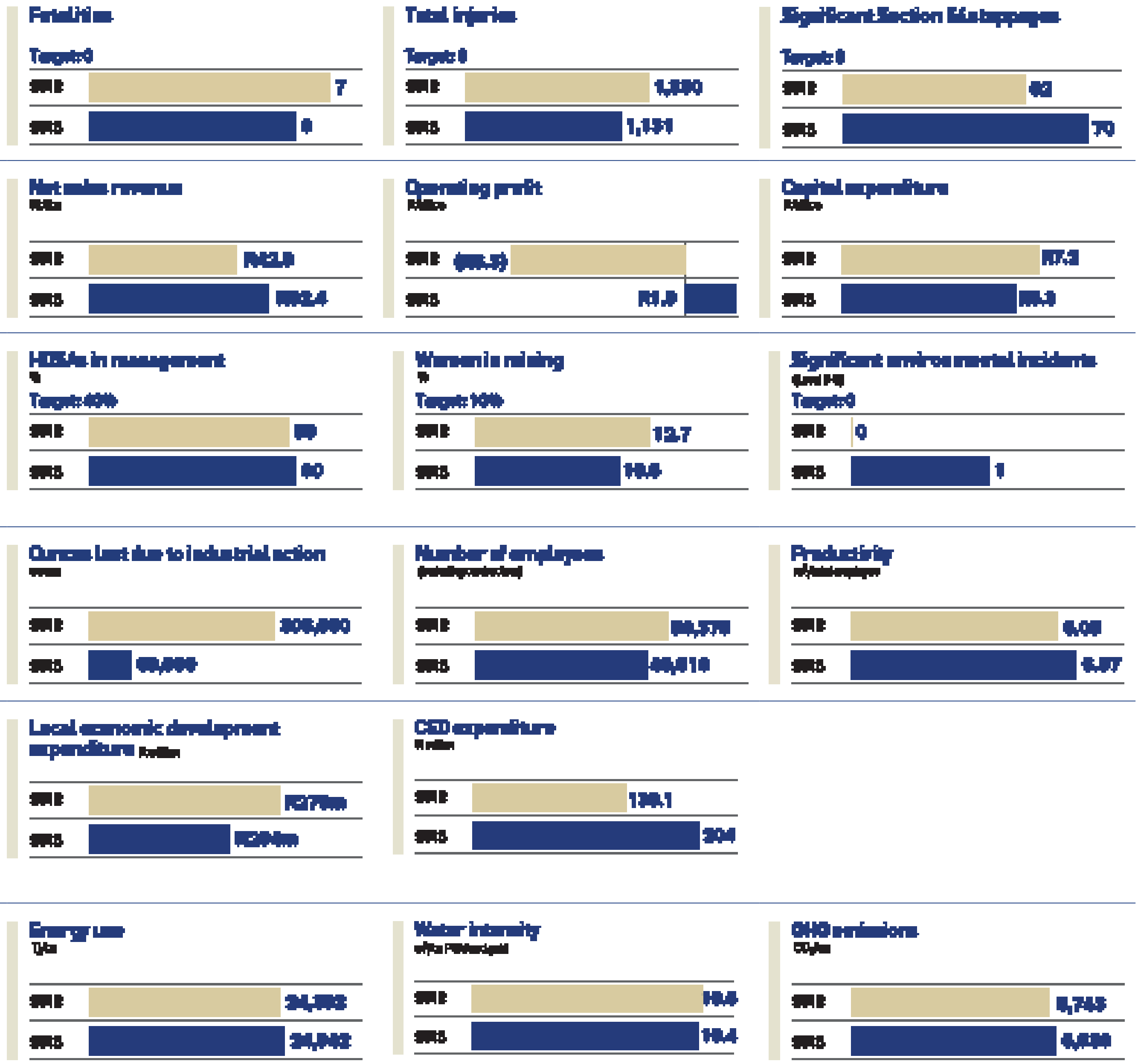
LOCATION OF OPERATIONS 2013



PERFORMANCE AGAINST OBJECTIVES

PILLARS OF VALUE	2013 TARGET	2013 ACHIEVEMENT
Safety and health	Zero fatalities	Six work-related fatalities
	Reduce total injuries by 20%	Total injuries decreased by 15%
	No new cases of noise-induced hearing loss (NIHL)	68 new cases of NIHL identified
Financial sustainability	Produce 2.2 to 2.4 Moz refined platinum	2.3 Moz refined platinum sold
	Maintain costs to below R17,000 per platinum ounce	Achieved costs of R17,053 per platinum ounce
	Generate R3.8 billion savings over three years	R1.9 billion savings achieved
Mineral policy and legislative compliance	26% ownership of reserves and resources by historically disadvantaged South Africans (HDSAs) by 2014	More than 26% of attributable production to HDSA entities
	HDSA procurement expenditure of 56%	HDSA procurement expenditure of 59%
	Maintain ISO 14001 certification in 2013	Retained ISO 14001 certification in 2013
	All operations to have approved water use licences	Amandelbult's water use licence outstanding
Labour relations and our performance	30 refined platinum ounces/employee	30 platinum ounce/employee achieved
	Labour unavailability to be below 12% benchmark*	Labour unavailability at 19.5%
	** Labour unavailability includes all leave, training, absent without permission and absence during unprotected industrial action.*	
Community development	All Socio-economic Assessment Toolbox (SEAT) assessments to be conducted	SEAT processes conducted at managed operations
	1% pre-tax profit to be spent on community development	30% of pre-tax profit spent on community development
Access to and allocation of natural resources	Reduce energy consumption per unit of production by 15% from a 2004 baseline, by end 2014	Energy consumption per unit of production increased by 2%
	Reduce CO_2 emissions by 10% per unit of production by end of 2014, from a 2004 baseline	CO_2 emissions per unit of production increased by 3%
	Achieve water consumption target of 33.1 million m^3	Water consumption of 33.4 million m^3, 4% below target

2013 PERFORMANCE



COMMERCIAL EXCELLENCE

In realising our strategy to deliver commercial excellence, we will:

- Pursue **market development and beneficiation** by implementing a new operating model, identifying new and developing existing marketing opportunities, while reviewing our beneficiation strategy.
- Broaden our customer base for all the metals we produce, building long-term partnerships with large end-users and leveraging our new commercial hubs for increased value so as to ensure a **sustained route to our markets**.
- **Improve our market intelligence** through improving our capacity, systems and processes to better understand the different market segments.

NET SALES REVENUE
(2012: R43bn)

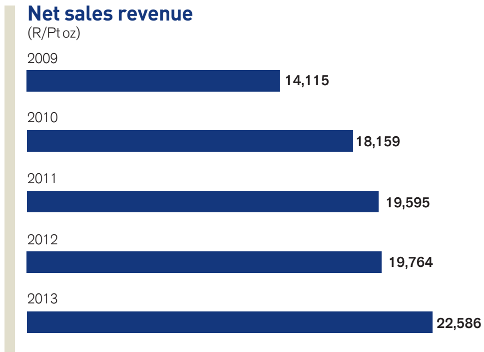
R52bn

GROSS PROFIT MARGIN
(2012: 2%)

12%

HEADLINE EARNINGS
(2012: -R1.5bn)

R1.5bn



See the Finance Director's review on page 78 and Market Review on page 22.

Main
Inside the Polokwane smelter control room with Bernhard Enslin, Maggie Matheba, Romeo Sekone and Tshidiso Tsotsei.


HATCH
WINCC-CLIENT-3
HATCH
PLATINUM

DELIVERING ON THE PORTFOLIO REVIEW

CHAIRMAN'S STATEMENT

In accepting the invitation to become chairman of the Board of Amplats in April 2013, I was deeply conscious of the many responsibilities the position carries.

Valli Moosa
Chairman

Amplats is a key player in South African society and the country's economy. It is also the world's largest producer of a group of products that are essential to the well-being of our planet and as an integral part of the world in the 21st century.

To succeed and be sustainable, Amplats needs to do a multiplicity of things and do them right.

For Amplats to succeed and be sustainable, it needs to do a multiplicity of things, and to do them right. These include, among other things, the areas of safe production; effective capital application; acceptable returns; and our relationships with our investors, employees, regulators and the public at large. The responsibility of the Board is to see to it that these things, aimed at making the business resilient and prosperous, are done well.

Following a 2012 that was filled with significant challenges in both the external and the internal environments, Amplats in 2013 successfully carried out all the tasks that were required to enable it to be sustainable and prosperous into the future. Chief among them was the restructuring exercise that was needed to reposition the Company given the structurally changed PGMs market conditions that have led to a dramatic reduction in margins and profitability in recent years.

The platinum price continues to be adversely affected by weak economic conditions in Europe, in particular by falling automotive demand and an increase in the supply of recycled product.

On the cost side, the limitation of power increases by South Africa's national electricity regulator to 8% a year, following four years of increases of more than 25% and one of 16% was, in relative terms, a relief. Nevertheless, in an annual inflation environment of 5%–6%, this still represents a considerable increase in real terms. As is well known, there are similar pressures in respect of labour costs – the other main cost driver in our sector. Moreover, as our mines develop and the targeted orebodies become both deeper and further from the shafts and of a lower grade, we need increased efficiency and productivity.

In light of these developments, it was vital for us to take a hard look at our higher-cost and unprofitable operations. This was to lead to our announcement on 15 January 2013, in which we detailed proposed measures to create 'a sustainable, competitive and profitable platinum business for the long-term benefit of all its stakeholders'.

I would like to deal with this process in some depth, as it has been the subject of much controversy and misunderstanding.

As we know, the announcement was greeted with a barrage of unhappy comment, both from government and, to a lesser extent initially, from organised labour. Labour's response eventually culminated in a two-week strike that affected the majority of our South African operations in October. Though the adverse response by government to the announcement was a difficult experience for the Company's leadership, in many ways it was not surprising. One cannot realistically expect the government of a country with such a huge unemployment problem to welcome any company's downsizing exercise.

Government's initial comments, and later the strike, inevitably attracted a great deal of publicity. What received less exposure was a series of very constructive interactions, first between the Company and the government, and later with the trade unions – the Association of Mineworkers and Construction Union (AMCU), the National Union of Mineworkers (NUM), UASA and Solidarity – which ultimately led to outcomes with which all parties decided they can live.

Following the extensive consultations, the final approach we adopted to the restructuring in October was not identical to what had been proposed in January. We accepted a review of the exit compensation packages and a staggered approach to managing staff numbers down to the desired levels. The revised plan will still enable us to reach our strategic restructuring goal of reducing high-cost, non-profitable ounces from our production profile. As a consequence, Amplats will be better positioned on the cost curve to ensure its competitiveness, profitability and sustainability, and with an assured future for all stakeholders.

This is the main point I want to make – the system of negotiation works! Engagement between the Company and the government regulator led to a mutually satisfactory outcome. The much maligned labour relations system worked too. The union, that a year ago was perceived as lawless, called a procedural strike and ultimately negotiated with management a mutually satisfactory outcome. Throughout the dispute, when called upon, the courts, too, played the role that South Africa's Constitution requires of them.

There is much talk about a trust deficit between the country's social partners – business, government and labour.The process we experienced belies that.

01

01 XLP Remote controlled drill rig being operated by Marius Mathee, at Bathopele Mine.

That the road to consensus often appears unnecessarily bumpy may be based on what I like to call a perception deficit. This is something we need to deal with if investors are not to be scared off. Our particular perception deficit begins, perhaps, with the belief among many South Africans that the country's mining companies are still owned and run by the coterie of 'Randlords' that dominated the industry 80 or 100 years ago. There is surprisingly little understanding that our companies are owned mainly by the pensioners and other savers who have entrusted their money to the financial institutions that have invested in our companies. They also include millions of South Africans – employed in both the private and public sectors – and millions more elsewhere in the world. They are the owners of South Africa's mines. And the managers of our companies are, in general, highly skilled, salaried professionals who are decent and well-intentioned individuals.

In recent years, too, there has been a profound shift throughout the workforce when it comes to safety. At Amplats, workers' safety is at the top of everyone's list of priorities. We cannot rest until workers know that they will return home from work uninjured, and with their health unimpaired by their working conditions. In this context, the improvements the Company has made in its safety record illustrate the remarkable determination of management, the government, employees and the Board in reaching that goal. The improvements in safety described in this report are nothing short of remarkable.

This same commitment applies to environmental performance. At Amplats we take no shortcuts in seeking to minimise the adverse environmental impacts of our operations. We comply with the letter and spirit of the law. This is particularly important to me at a personal level.

I believe our Company has, in 2013, effectively traversed the bumpy terrain of restructuring the Company, putting in place all the foundations necessary for a successful and prosperous future. I would like to express appreciation for the focus and steadfastness displayed by management in achieving this. I must also express gratitude to government for giving our challenges priority and assisting the Company to successfully navigate its way towards the implementation of the Company's restructuring plan. And thanks to the unions and our employees too. Their willingness to engage made the outcome possible.

I would like to thank my predecessor, Cynthia Carroll, for her immense contribution to the work of our Company over the last several years. We also bid farewell during the year to Bongani Khumalo, Wendy Lucas-Bull, Sonja Sebotsa and Brian Beamish, and I thank them for their valuable contributions as non-executive directors over the years.

We welcome Mark Cutifani, Tony O' Neill, Peter Mageza, Daisy Naidoo and Pinky Moholi to our Board, where we already appreciate their leadership and notable contributions to our deliberations.

Valli

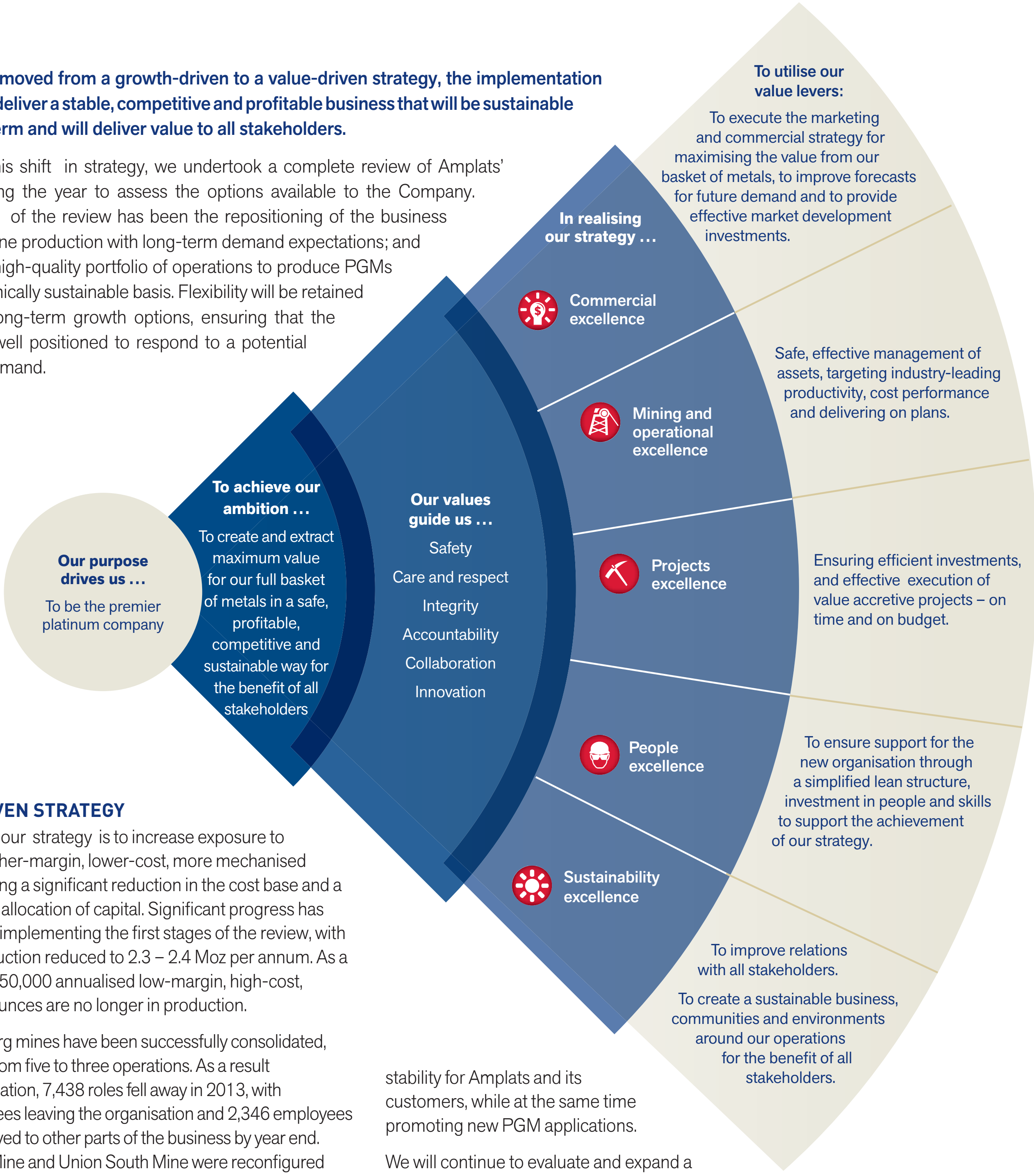
Valli Moosa
Chairman

Johannesburg
31 January 2014

A BUSINESS CONFIGURED TO DELIVER VALUE

Amplats has moved from a growth-driven to a value-driven strategy, the implementation of which will deliver a stable, competitive and profitable business that will be sustainable in the long-term and will deliver value to all stakeholders.

In line with this shift in strategy, we undertook a complete review of Amplats' portfolio during the year to assess the options available to the Company. The outcome of the review has been the repositioning of the business to align baseline production with long-term demand expectations; and a focus on a high-quality portfolio of operations to produce PGMs on an economically sustainable basis. Flexibility will be retained in terms of long-term growth options, ensuring that the Company is well positioned to respond to a potential increase in demand.



VALUE-DRIVEN STRATEGY

Operationally, our strategy is to increase exposure to lower-risk, higher-margin, lower-cost, more mechanised mining, effecting a significant reduction in the cost base and a more efficient allocation of capital. Significant progress has been made in implementing the first stages of the review, with baseline production reduced to 2.3 – 2.4 Moz per annum. As a result, some 250,000 annualised low-margin, high-cost, unprofitable ounces are no longer in production.

The Rustenburg mines have been successfully consolidated, having gone from five to three operations. As a result of the consolidation, 7,438 roles fell away in 2013, with 5,092 employees leaving the organisation and 2,346 employees being redeployed to other parts of the business by year end. Union North Mine and Union South Mine were reconfigured into one mine, the strategy being to prepare the mine for sale in the medium term. In addition, the decision was made to continue to operate Khuseleka 1 Shaft, as it makes a positive contribution to cash flow. All underperforming operations will be continually monitored and evaluated.

A new organisational design has been implemented to ensure that the operations are appropriately supported by the central office function. Our commercial strategy ensures value and stability for Amplats and its customers, while at the same time promoting new PGM applications.

We will continue to evaluate and expand a number of projects. The two main projects involve Twickenham Mine and the potential increase in production capacity at Mogalakwena Mine.

We continue to take our social responsibilities seriously, particularly to our employees and the communities living close to our operations. Our aim is to achieve excellence in sustainability through improved health and safety performance, environmental management and stakeholder engagement.

VALUE LEVERS

The Company's strategy hinges on five priority areas:

- Commercial excellence
- Mining and operational excellence
- Projects excellence
- People excellence
- Excellence in sustainability

These strategic priority areas have certain 'value levers' that can be optimised to maximise value.

PROJECT EXCELLENCE

- **Project pipeline:** creating and pursuing a project pipeline, sustainable through the economic cycles
- **Project design:** implementing best practice designs with the required rigour and quality
- **Project execution:** delivering projects to expected scope, time and quality, through effective management of the engineering, procurement and construction companies
- **Stay-in-business capital:** improving management of stay-in-business capital for mining, process and JV operations

COMMERCIAL EXCELLENCE

- **Market development and beneficiation:** implementing a new operating model, identifying new and developing existing marketing opportunities, while refreshing our beneficiation strategy to align with government's beneficiation policy
- **Route to market:** broadening our customer base for all the metals we produce, building long-term partnerships with large end-users and leveraging our new commercial hubs for increased value
- **Enhanced market intelligence:** improving our capacity, systems and processes to better understand the different market segments

PEOPLE EXCELLENCE

- **Organisational structures:** supporting the new organisation through a simplified, leaner management structure
- **Change management:** stabilising the work environment, while aligning the Company's values with those of Anglo American
- **Employee relations:** rebuilding discipline and creating a platform for sound employee relations
- **People, culture and skills development:** driving employee development, retaining critical and scarce skills, and addressing the effects of the migrant labour system by improving collaboration among industry peers in this regard

OPERATIONAL EXCELLENCE

- **Productivity:** leading productivity gains by improved mining and processing efficiencies, greater mining flexibility and enhanced operator skills
- **Infrastructure utilisation:** better utilising shafts, concentrators and process facilities
- **Cost effectiveness:** improving overall effectiveness of mining and processing equipment; optimising consumption of mining and processing materials; and effectively implementing functional centre structures
- **Technology and Innovation:** embedding new mining technologies and improved processing technologies, together with more effective information technologies

SUSTAINABLE EXCELLENCE

- **Employee health and safety:** further progressing implementation of health and safety management systems, implementing technology solutions to support 'Zero Harm', and implementing initiatives in support of wellness in the workplace
- **Environmental management:** continued implementation of management systems to support ISO 14001; pursuit of technology to enable environmental best practice as well as water and energy efficiencies
- **Corporate affairs:** creating sustainable value for communities through visible contributions and managing our organisational reputation by effective communication to all stakeholders
- **Stakeholder engagement :** working towards ongoing broad-based stakeholder engagement
- **Sustainability:** ongoing financial sustainability, being cognisant of the impact on communities, the environment and our employees

Icons used in the report to denote respective aspects of performance against strategy.

RESTRUCTURING FOR PROSPERITY

A CRITICAL YEAR FOR THE COMPANY AND THE INDUSTRY

After a very difficult 2012, when work stoppages and other abnormal events combined to push the Company into an operating loss, 2013 was a year in which we created the conditions needed to return Amplats to a sound financial footing.

Chris Griffith
Chief executive

OPERATING PROFIT
(2012: loss of R6,334m)
R1,968m

HEADLINE EARNINGS
(2012: loss of R1,468m)
R1,451m

REFINED PLATINUM PRODUCTION
(2012: 2.38 Moz)
2.38 Moz

Despite the numerous challenges we encountered, which included a weak PGMs market, the substantial restructuring of our operations and tough labour challenges, in 2013 we converted the Company's 2012 headline loss of R1.5 billion into headline earnings of R1.45 billion .

The once-off costs of the necessary write-offs and the restructuring delivered an attributable loss of R1.2 billion to our ordinary shareholders. Full details of our financial progress and position are contained in the financial review (see pages 78 to 83). In summary, however, we continued focusing on value rather than volume; and on the restructuring that needed to take place.

As it was, our rand-denominated sales revenue increased to R52.4 billion in 2013 from R42.8 billion in 2012, or by 22.3%. This occurred as refined platinum sales rose to 2.32 Moz from the 2.17 Moz produced in 2012; and thus we experienced a 14% increase in the rand basket price per platinum ounce, as the rand weakened amidst depressed metal prices.

We continued to be faced with costs rising well above inflation, and a mining inflation rate running close to 9%. This compares with a South African average rise of 6.1% in the consumer price index (CPI). Wage rates, together with utility costs such as electricity and diesel, were large contributors to these increases. Nevertheless, we managed to restrict our unit cost increase to 4% year on year as the result of an increase in production and the benefits we realised through various cost-saving initiatives. We will continue to concentrate on reducing our costs and improving our productivity in 2014.

MARKET CONDITIONS

Global PGM markets remain influenced by changes precipitated by the global economic crisis of 2008. The mismatch between changes in global economic growth and changes in primary supply was compounded by the rapidly increasing supply of platinum from recycled autocatalysts, which resulted in a period of sustained growth in cumulative above-ground stocks.

We believe that the fundamentals for longer-term PGM demand remain attractive: growth in demand from existing and developing PGM applications is complemented by the stimulation of demand growth in new applications. We expect that, in the medium term, cumulative deficits will drive price recovery and support sustainable supply. The sustainability of long-term PGM demand is reliant on the sustainability of supply, and our portfolio of mines is now well positioned in this regard.

In 2013, measured platinum and palladium demand exceeded supply for the second consecutive year. However, surplus above-ground stocks continued to depress prices and, in 2013, this was further compounded by a significant weakening of the rand against the US dollar. The monthly average platinum price weakened by 14% over the year; and the palladium price rose by 4%.

Gross platinum demand increased by approximately 6%, owing to strong capacity growth in the chemical and glass fibre industries and to the spectacular growth of the rand-denominated platinum exchange-traded fund (ETF) launched in South Africa in April 2013. Gross platinum supply was flat. Mining output increased by 1%, while supply from recycled scrap decreased by 1% as lower prices reduced jewellery-recycle flow. Palladium supply was also flat, concurrent with a decline in its use in electronics and a sell-down in ETFs that reduced gross

01 Jeffery Segoe, Process Supervisor at Waterval Smelter, wearing a gas exposure monitor apparatus for the duration of his shift.

02 Nick Medupe and Solomon Ramapotoka having a safety discussion at Tumela Mine.

03 Lerato Rakobela, Mzu Hlebo and Tikoane Sonopo performing ground stability radar maintenance at Mogalakwena Mine.

04 A section of an auto-catalyst.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02


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04

demand by 4%. However, growth in the demand for palladium is underpinned by strong future growth in the production of gasoline-powered vehicles in China. The rhodium market remains depressed. Price-risk fears have remained alive since the sharp spike in the price of the metal in 2008, resulting in continued aversion to its use.

We believe that there are numerous short-term value opportunities within PGM markets. Our active marketing and commercial strategy is fully in place, and sustainable value is being delivered through the optimisation of our contractual terms, our customer portfolio and our market development activities. Three key benefits realised in 2013 included the increased size and diversity of our customer portfolio; our enhanced market intelligence; and focused market development carrying South African beneficiation benefits. We also achieved significant revenue enhancement by further reducing the portion of PGM sales that attract discounts.

In 2014 we expect a balanced platinum market characterised by capital-constrained mining supply and supply from recycled material that matches demand for new autocatalysts, industrial applications and jewellery. Any measured investment demand, including ETFs, bars and coins, would drive a deficit. The platinum price remains depressed despite significant reductions in above-ground stocks in 2012 and 2013.

AMPLATS PLATINUM REVIEW

At the centre of our attention in 2013 were the completion of the Platinum Review and the necessity of making a start on the execution of the review's outcomes.

The Platinum Review followed an intensive analysis in 2012 – undertaken jointly with Anglo American – of Amplats' strategy and objectives. In an attempt to understand the primary drivers behind the dramatic reduction in profitability across the sector, the review focused on the fundamentals of the platinum business. In the process it became clear that, as a result of the significant structural changes in the supply-and-demand fundamentals of the global PGM

We identified cost savings and revenue enhancement of R3.8 billion over three years, achieving benefits of R1.9 billion in 2013.

markets, Amplats needed to make appropriate changes if it was to remain a viable business in the longer run.

We are in no doubt that the PGM industry displays attractive underlying fundamentals for the medium to long term, yet we have to come to terms with the fact that some of the abovementioned structural changes have adversely affected profitability in recent years and will continue to do so in the foreseeable future. In summary:

- Growth in the demand for platinum has been lower than expected owing to weak global economic conditions, particularly the considerable slowdown in Europe. At the same time, increased thrifting of platinum and rhodium in autocatalysts has reduced demand growth for these metals. Moreover, this downward trend in the demand for new metal has been exacerbated by the continued increase in secondary metal supply from recycled scrap. These factors, therefore, have combined to contribute to an oversupplied market placing sustained downward pressure on prices.
- Structural challenges have led to higher operating costs across the sector. This rise in costs reflects the substantial effects – including declining head grades, increased mining depths and greater capital intensity – of having to mine a higher proportion of UG2 (as opposed to Merensky) Reef. The increase in operational costs has been compounded by above-inflation cost increases in respect of items such as labour and electricity, and the overall effect over time has been a sustained squeeze on margins and profitability.

The main result of the review, therefore, was the realisation that, in the short term, we needed to restructure our business in order to achieve several key outcomes. Essentially we needed to act on five fronts, including:

- dealing with those of our mines that were unprofitable – thereby simultaneously addressing the volume of metal we were placing into an already over-supplied market;
- becoming more capital-efficient;
- reducing our overhead costs;
- improving our operating efficiencies; and
- creating additional value from our marketing and commercial activities.

At the same time, we needed to target potential short-term wins, including:

- better capital allocation;
- cost containment; and
- the improvement of efficiencies.

We identified cost savings and revenue enhancement of R3.8 billion over three years, and in 2013 achieved benefits of some R1.9 billion.

As a company, we retain significant competitive advantages. We hold the largest and most diversified PGMs resource base in the world, with a unique pipeline of projects and growth options. Ours is a flexible portfolio and our core asset base comprises highly attractive long-life operations. We have also retained unrivalled processing, research and technology skills and expertise, and have access to extensive market development and commercial networks.

In the medium term, our strategy will be to use these resources to our advantage; and to reposition the Company to focus on our higher-margin, lower-cost and safer opencast and mechanised operations.

Naturally, it was impossible to proceed with our plans without recognising their potential impacts on our employees and communities. While developing our operational restructuring plan, therefore, we devised short-, medium- and long-term social plans to mitigate – as far as possible – the negative social impacts of downscaling. We discuss this in more detail in our *Sustainable Development Report 2013*.

Consultation

Finalising the Platinum Review required intensive consultation and engagement with the South African Government, predominantly the Department of Mineral Resources (DMR), as well as with employees and unions.

That there were differences of opinion at times, sometimes aired strongly in the public domain, was understandable and not completely unexpected. We went to great lengths to ensure that we had as inclusive a process as possible and that our intended actions minimised harm to our employees and communities. Much was achieved in this respect in the end; and even though our implementation process was protracted, carrying on for most of the year, the outcomes we achieved made the effort worthwhile.

Dynamic tensions

The perspectives of business, government and labour will not always be aligned, nor should they be. Dynamic tensions, with all the pushes and pulls that balance out differing interests, are an important component of our socio-economic processes. More often than not, we arrive at compromises that are acceptable to all parties.

This time, too, despite numerous distractions and delays and the industrial action of 2013, we managed to achieve common ground. Possibly one of the most significant outcomes was recognition by the industry itself, by the government, by unions and by our other social partners that the platinum sector, along with other parts of the mining industry, was indeed in crisis. The frequent and constructive conversations held with the ministries of mineral resources and finance bear testimony to this.

Through our continued safety improvements in many aspects of our business, we have demonstrated that we can mine without injury.

These discussions led to the intervention of South Africa's Deputy President which – through a process of engagement between the government, organised labour and the industry – brought about the Framework for Peace and Stability in the mining industry. Because of these developments, the tenor of the conversations we are having today is much more positive than it was a year ago.

It should be noted that 2013 had shown all the signs of being a challenging one for the South African platinum industry, coming as it did in the aftermath of the strife in the mining sector in 2012. It was clear that new labour relations structures needed to be developed and new relationships forged.

A new structure

One of the more important consequences of the Platinum Review was that, at the end of August 2013, we integrated Rustenburg's five mines into three and Union's two mines into one. At the same time, we established a new production platform for the Company. We also set about reducing the general overhead structure, which entailed halving the number of staff at the Johannesburg head office; and consolidating the overhead structures of the mines into regional functional centres.

Originally, the number of staff affected was expected to be in the region of 14,000. Excluding the Khuseleka 1 Mine (which will remain operational for the medium term), this number was reduced to approximately 9,300, including staff both from the affected mines and the overhead structures. Approximately 7,500 positions have been removed from the Company in 2013 and a further 2,300 positions will be removed in 2014, principally after the vamping and reclamation of the affected mines have been completed.

This was achieved, firstly, through the redeployment of 2,346 employees into vacancies across the Company; and, secondly, through voluntary separation and early retirement. By year end, more than 5,000 people, including 1,599 contractor positions, had left the organisation by means of voluntary separation measures. No one had to leave through forced retrenchment.

At the same time, several other initiatives have been pursued to embed the necessary changes. We have placed a much greater focus on the technical aspects of our business. Our intention to do this was indicated in 2012, and we have now made appointments into two related new executive positions: executive head: technical; and executive head: safety, health and environment.

Labour dispute resolution

In a significant restructuring such as ours, there were always going to be labour consequences. Not to have anticipated this would have been unrealistic.

The regulatory Section 189 retrenchment process commenced in June 2013 and was concluded early in August 2013. NUM then declared a non-procedural dispute through the Labour Court, which was overruled when the judge hearing the case ruled that the Company had followed all the legal processes required. AMCU was awarded a certificate of non-resolution by the Commission for Conciliation, Mediation and Arbitration (CCMA), which allowed the union to proceed with a legal strike that ended after two weeks. It is important to note that all these processes followed the rule of law, either in the Labour Court or at the CCMA.

SAFETY

Most sadly and tragically, we have to report the death at work of six of our colleagues: Mr Zamunyaka Dingani, Mr Matlapeng Lekoba, Mr Tsembele Mashele, Mr Eddie Moremi, Mr Mashabela Phuku and Mr AbsalumThabang Raphapule. We extend our sympathies to their families, colleagues and friends. Through our continued safety improvements in many aspects of our business, we have demonstrated that we can mine without injury. We will continue to strive to do so in all areas so as ultimately to achieve zero harm.

In fact, Amplats' safety performance in 2013 was its best ever, with the Company recording the lowest number of fatalities and the lowest injury-frequency rates in its history. Of interest is the fact that the Group halved the number of fatalities at its operations from 25 in 2007 to 12 in 2011; and again in 2013. While we cannot and will not excuse occupational death and injury in any context, we are nonetheless gratified to have achieved these notable improvements in safety indicators in a year marked by the tough review process and following on 2012's labour relations challenges.

CONTAINING COSTS

Cost containment was another focal area in 2013. The past two years have been two of the toughest years on which to be judged on our cost performance – 2012 was marred by intensive strike action, while in 2013 we experienced the costs of a 'normal year', but with lower production and intermittent industrial unrest. Nevertheless, our overall unit-cost performance in 2013 was satisfactory as we were able to contain cost increases to 4% – well below the mining inflation rate of 8.9% and in line with market guidance. This was achieved by an increase in production and the benefit realised through our various cost-saving initiatives.

LABOUR RELATIONS

The labour situation in the Company has not yet normalised, although there has been a great improvement on the way things were in 2012. There were unprocedural incidents such as underground sit-ins and illegal stoppages in 2013,

All our JV operations demonstrated significant improvements in production output and efficiencies.

but we put a great deal of effort into developing relationships with, and building capacity within, the new union ranks. We anticipate that this approach will continue to bear fruit.

The NUM was de-recognised as the Company's majority union in July 2013, and a recognition agreement was signed with AMCU as the new majority union on 25 February 2013.

Wage negotiations in 2013 were protracted. By the end of the year, agreement had been reached with the NUM and UASA, but not yet with AMCU. A protected strike by AMCU commenced on 23 January 2014.

I believe that a centralised collective bargaining forum, much like that in place in the gold sector, is appropriate for platinum. Centralised collective bargaining has advantages for employers and employees. It reduces uncertainty, it is more inclusive of all unions, and it represents a more effective use of resources. This mechanism was not achievable this year, but it is certainly something we, as platinum producers, will pursue as an option in years to come.

JOINT VENTURES

Special mention should be made of our joint ventures, which all performed outstandingly well during the year under review. Our approach of working closely with our joint venture partners paid off, and all our JV operations demonstrated significant improvements in production output and efficiencies.

LOOKING NORTH – ZIMBABWE

We invested about $100 million in our small yet very efficient mine at Unki in Zimbabwe in 2013. As we are doing in South Africa, we are making a substantial contribution to the communities in our area of operation in that country. However, we require greater certainty in respect of security of tenure, state demands around beneficiation and the basic conditions that govern our investment in Zimbabwe; and will continue to engage the government of Zimbabwe on its policy of indigenisation and its requirements in terms of beneficiation.

LEGAL MATTERS

Along with other mining companies, we have actively participated in discussions with the DMR and the relevant parliamentary portfolio committee on certain aspects of the proposed amendments to the Mineral and Petroleum Resources Development Act (MPRDA), No 26 of 2002. We have collectively expressed our concerns and the majority of these have been resolved.

One key aspect that remains unresolved is the proposed provision empowering the Minister of Mineral Resources to regulate the prices of minerals designated as 'strategic'. This would, we believe, adversely affect appetite for investment in South Africa's mining sector. Discussions relating to this matter between the Chamber of Mines and the DMR are ongoing.

RESOLUTION OF TAX DISPUTE

In the current period a settlement has been reached between the South African Revenue Service and Rustenburg Platinum Mines Limited in respect of an ongoing tax dispute relating to prior years.

The total amount payable in terms of the settlement agreement is R3.4 billion. The amount is payable in two tranches as R1.5 billion had been previously provided. An additional R1.9 billion was accounted for in the 2013 results in respect of this settlement.

The settlement agreement does not allow us to disclose any more information.

PROJECT ALCHEMY

The past year has seen the steady progress of the project , with the early registration of the Tumela/Dishaba Development Trust (Dikuno Tsa Sechaba) – with the involvement of community representatives and accompanied by the appointment of the trust's independent and Amplats' trustees. Similar progress was made in Rustenburg as 2013 drew to a close. Development Trusts in Rustenburg, Mogalakwena and Twickenham are expected to be registered in 2014. Shares in the mines are held in an umbrella trust (the Lefa La Rona Trust) on behalf of the four mines' individual development trusts. A not-for-profit company, Zenzele Itereleng, was registered in 2012 to look after development in labour-sending areas.

In 2013 three projects from labour-sending areas were funded – with one launched successfully in Lesotho under the auspices of the Lefa La Rona Trust. Furthermore, 10 additional development projects were approved for funding in 2013 to the value of R30 million.

A POST-MARIKANA PLATINUM INDUSTRY

Marikana and its consequences continue to be a matter of much debate and commentary, inside and outside the industry. While the broader systemic issues that may have contributed to the Marikana uprisings are not new, neither are the programmes the industry and the government have in place to address them. It is clear, though, that Marikana concentrated many minds.

Efforts to reduce the density of occupation within our hostel accommodation, for example, have been ongoing for some years. Similarly, our housing programmes in Rustenburg and the surrounding area have been in place for several years now. The challenge that the government and, in particular, the platinum belt, is facing in respect of

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01 Akhona Stokwe and her daughter, Liyema are proud owners of a house in Seralang due to Amplat's home ownership initiative.

housing shortages is enormous and is being exacerbated by the continuous influx into mining areas of people seeking opportunities and employment.

Social investment is by no means an "optional extra" for Amplats. Instead, it is a fundamental aspect of the way in which we do business. Nonetheless, the Anglo American Group of companies in South Africa has sought to re-examine a host of issues – housing, education, indebtedness and migrant labour among others – and to collectively review its social impacts on society in order to seek better solutions. In particular, we are looking to support the Presidential Framework for a Sustainable Mining Industry and the government's National Development Plan.

While we remain committed to facilitating home ownership as far as possible, a number of challenges remain: many employees' credit records are poor; commercial banks are reluctant to lend money to lower-income communities; there is the lack of a secondary market in mining townships; and local municipalities suffer from a lack of financial capacity resulting in inadequate bulk services.

While the events at Marikana did not constitute a landmark change in direction for Amplats, they nevertheless added increased urgency to the need for collaboration between companies, particularly those operating in the same region. They may therefore have marked the beginning of a change for the platinum sector where companies have traditionally 'gone it alone' in their social investment efforts.

THE YEAR AHEAD

During 2014, we will continue the consolidation of our operations and we expect to start reaping the benefits of reduced overheads and greater focus. And, from those operations which could not operate optimally given the labour constraints we imposed on them, we are looking for significant improvements. Our planning encompasses production increases of as much as 20% at our Tumela and Dishaba mines in South Africa, offsetting lower production from marginal mines that are being wound down.

There remains much work to be done, not only at an operational level. We want our positive momentum in respect of safety, health and environment to continue. And we need to rebuild relationships and trust – with our employees, our communities, our shareholders and our regulators.

At this stage there are few indications that the platinum market's fundamentals are set for an early improvement though we expect platinum and palladium markets to remain balanced in 2014. On this basis, our operational planning will concentrate on containing costs and improving operating efficiencies. It is an endeavour that can succeed with the collaboration of all our stakeholders.

Finally I would like to thank my executive team whose support during the year has been unwavering, and who have remained steadfast in their commitment to deliver our new strategy. We have achieved much in a short time, but still have lots to do. I know I can count on their commitment and enthusiasm. I would also like to thank my chairman, Valli Moosa, and the Board for their resolute support and guidance during the year.

I would like to thank Ben Magara who resigned on 30 June 2013 for his services to the Company over many years and wish him well in his new role outside the Group. Mary-Jane Morifi also left the executive on 31 December 2013 and I thank her for her contribution during her six years with the Company.

Chris Griffith
Chief executive

Johannesburg
31 January 2014

SUSTAINABLE EXCELLENCE

In realising our strategy, we will deliver excellence in sustainability through:

- Improved **employee health and safety** and striving towards zero harm.
- Effective **environmental management**, maintaining ISO 14001 certification and pursing environmental best practices.
- Creating **sustainable value for communities**, and in doing so engage regularly, transparently and meaningfully.

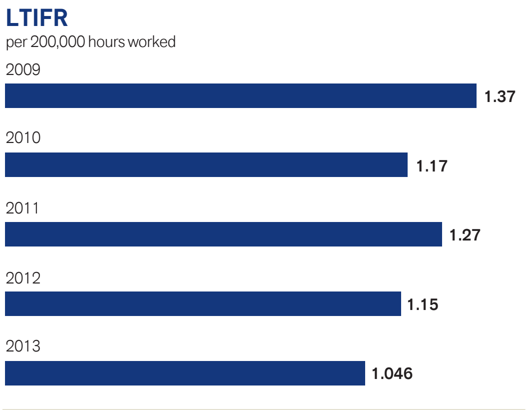
CED SPEND
(2012: R42.8bn)

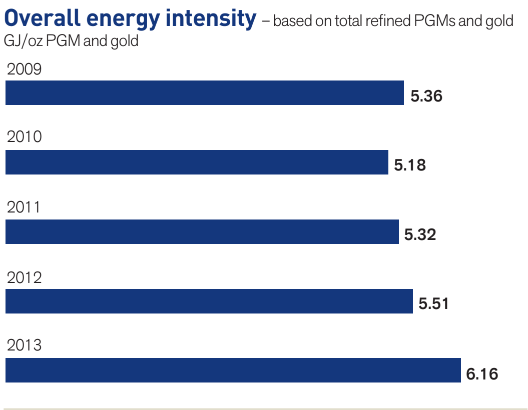
12%

in local communities and labour-sending areas

Fully compliant in all aspects of the Mining Charter

Main
Judah Mojalefa at an environmental audit at Der Brochen mine.





OUR STRATEGIC BUSINESS MODEL

INPUTS

We mine and produce PGMs from our extensive network of underground operations and one open-pit.

CAPITAL INPUTS

NATURAL CAPITAL
Mineral resources, land, water and air are critical natural capital components required to sustain the business.

HUMAN CAPITAL
49,816 appropriately qualified and trained employees.

SOCIAL CAPITAL
Society needs PGMs for various industrial, environmental and jewellery applications. Society ultimately gives the Company its license to operate.

MANUFACTURED CAPITAL
Investment in engineering and technical solutions to reduce risk and increase efficiency. Management systems in place to manage hazards and risk.

FINANCIAL CAPITAL
Capital reinvested in the Group in 2013 amounted to R6.4 billion.

VALUE CHAIN

ASSESS
Project excellence – Ensuring efficient investments, and effective execution of value accretive projects – on time and on budget

SECURE
Sustainability excellence – To improve relations with stakeholders

To create a sustainable business, communities and environments around our operations for the benefit of all stakeholders

EXTRACT
People excellence – To ensure support for the new organisation through a simplified lean structure, investment in people and skills to support the achievement of our strategy.

Mining and operational excellence – Safe effective management of assets, targeting industry-leading productivity, cost performance and delivering on budget targets

Social and environmental excellence – Being cognisant of the impact on communities, environment and people and having programmes to prevent harm.

MARKET AND SALES
Commercial excellence – To execute the marketing and commercial strategy for maximisation of the value from the basket of metals, improve forecasts for future demand and to provide effective market-development investments

▶ For more go to page 10.

MATERIAL PRIORITIES

Our ability to understand, manage and meet **stakeholder expectations** and bridge perceived or actual trust gaps

Safeguarding our employees' and communities' **health and safety**

Seeking to ensure **access to affordable infrastructural and natural resources,** and minimising our footprint

Our ability to **optimise production**, cost-effectively and efficiently, within a changing and complex business and socio-political environment

Our **obligation to comply** with legislation, regulation, voluntary codes and social impacts

▶ For more go to page 30.

OUR BUSINESS PROCESS FRAMEWORK

RESOURCES AND RESERVES

Ore Reserves: **2,166.0 Mt/212.9 Moz 4E**

Resources exclusive of Ore Reserves: **5,328.2 Mt/ 678.4 Moz 4E**

Resources inclusive of Ore Reserves: **7,505.2 Mt/ 917.7 Moz 4E**

Above figures includes Zimbabwe's reserves and resources.

MINING – OPEN-PIT AND UNDERGROUND

22 shafts and five operation pits were used to access ore across the Company in 2013. This was reduced to 18 shafts following our portfolio review.

106.312 Mt rock mined (77% surface and 23% underground)

CONCENTRATING

12 concentrators were in operation during 2013. This was reduced by one as part of our portfolio review.

39.5 Mt rock milled at concentrators

6.3 Mt tailings treated

SMELTING

Four smelting furnaces, one slag cleaning furnace and two converters were operated in 2013.

1.2 Mt concentrate smelted

228 kt furnace matte produced

57 kt converter matte produced

REFINING

A base metals refinery refines nickel and copper and produces cobalt sulphate and sodium sulphate. A precious metals refinery refines platinum, palladium, rhodium, iridium, ruthenium and gold.

2.38 Moz converter matte produced

COMMERCIAL

Invested in developing sustainable markets for PGMs, leading to increasing sales opportunities and diversified client base.

OUTPUTS

Platinum	2.380 Moz
Palladium	1.381 Moz
Rhodium	0.294 Moz
Nickel	16.8 tonnes
Copper	8.3 tonnes
Tailings	849 Mt
CO_2 emissions	5.834 Mt
SO_2 emissions	52,000 tonnes

CAPITAL OUTCOMES

NATURAL CAPITAL

- Energy consumption increased by 2% from 24.39 PJ to 24.94 PJ
- Water consumption reduced by 2% to 28,3311million m^3

HUMAN CAPITAL

- Average attrition rate for critical and scarce roles in the Company was 10.32% (12.09% in 2012)
- Turnover rate in all other roles was 4.96% excluding VSP (5.16% in 2012)
- To date 14,078 A to D1 employees have an individual development charter, based on identified development needs (2012: 13 010)
- 68 new cases of noise-induced hearing loss reported in 2013 (46 in 2012)
- 72 employees received VCT

SOCIAL CAPITAL

Identified sustainability indicators

- Healthcare (16,875 received primary health care by Company funded mobile clinics)
- Education (79.4% beneficiaries of the Company bursary fund for communities; completion and handover of R40 million school to community in Bizane)
- Skills training (1,320 employees, community members and contractors benefited from ABET programmes)
- Infrastructure development (600 homes built to date)

MANUFACTURED CAPITAL

- Progress reported in technology development to enhance mechanisation of underground mining to improve safety and efficiencies.
- Proof of concept of an alternate ore sorting technology (to improve recovery efficiency) being progressed
- Successful deployment of technology to eliminate collisions between locomotives in underground mining
- Progress reported in testing underground fuel-cell locomotives

FINANCIAL CAPITAL

- R14,122 million to salaries , wages anad other benefits, net of tax.
- R5,996 million to taxation.
- R956 million to providers of capital.
- R4,303 million reinvested in Company

LONG-TERM SUPPY DEMAND FUNDAMENTALS FOR PGMs REMAINS ATTRACTIVE

In 2013, measured demand for platinum and palladium exceeded supply for the second consecutive year. Cumulative above-ground stocks from prior years continue to depress prices, and in 2013 this was compounded by a significant weakening of the rand against the US dollar.

Amplats believes that the long-term supply-demand fundamentals for PGMs remain attractive, and expects that in the medium term cumulative deficits will drive price recovery.

The attractiveness of long-term fundamentals arises from growth in demand from existing and developing PGM applications and from the stimulation of demand growth in support of sustainable supply. An active marketing and commercial strategy is crucial to maximising sustainable value and underpinning the portfolio restructuring begun in 2013.

Attractiveness of long-term fundamentals arises from growth in demand from existing and developing PGM application.

Demand will increase in line with global economic growth for products containing PGMs or requiring PGMs for their manufacture, most specifically motor vehicles, chemicals, glass and electrical products. The associated demand for PGMs, net of supply from recycled scrap metal, is also anticipated to grow in line with global economic growth, development of technology and tightening environmental legislation. At the same time, short-term variability may be highly dependent on the specific PGM and the rate of uptake of new technologies.

Amplats remains of the view that PGMs continue to provide cost-effective performance in these applications, and that they will continue to do so at price levels above the current depressed levels and the incentive cost of South African mining supply.

Significant research and development expenditure by a multitude of industrial companies and some producers is likely to maintain cost efficiency in existing applications and to develop additional applications. Sustainability of supply, however, is a necessary condition for continued long-term PGM use.

Owing to platinum jewellery's high consumer-brand equity and the metal's share of the growing pool of consumer disposable income, jewellery demand, at current price levels, will also continue to grow in line with global economic growth. This dynamic is particularly relevant in China, the largest platinum jewellery market.

We see capacity and opportunity to increase consumer preference for bridal platinum jewellery and other special occasions, to ensure that jewellery demand, net of supply from recycled pieces, will continue to grow at higher price levels.

Demand for PGMs for investment purposes, including the visible stocks supporting ETF products and unmeasured over-the-counter (OTC) metal holdings in vaults, also provides an opportunity for growth. Broader awareness of long-term demand growth and the sustainability of demand at prices commensurate with sustainability of supply should attract more long-term investors. This will further enhance the buy-and-hold nature of ETF investments and increase the portion of buy-and-hold OTC participants.

Because it allows industrial users to hold less working stock by providing supply and creating demand during periods when primary supply takes time to adjust to changes in industrial demand, the existence of investment stocks is beneficial to the long-term sustainability of the PGM business. The sustainability of supply is compromised when stock provides supply for prolonged periods at levels below the incentive cost of production as was evident in the period from 2011 to 2013.

MARKETING AND COMMERCIAL STRATEGY

Our commercial strategy adds sustainable value by optimising its key commercial value drivers: contractual terms, risk management, customer portfolio and market development activities.

Amplats develops robust market intelligence that informs, firstly, the underlying drivers of supply, demand and metal price projection; and, secondly, opportunities in supply channel and market development. This is achieved by using information from customers and participants in the PGM markets.

Amplats benefits from the Anglo American Group's commercial transformation, as an integrated participant in the Commercial Business Unit, co-located in London and Singapore and leveraging best practice and customer-centric commercial excellence.

Benefits resulting from the implementation of Amplats' revised commercial strategy in 2012 continued in 2013 and include the following:

- Significant revenue enhancement from improved contractual terms from the end of 2013 sales commissions which amounted to R418 million are no longer payable and PGM sales representing 80% of revenue no longer attracts discounts.
- Enhanced market intelligence, firstly through focused customer programmes and secondly via increased contact with automakers and market participants.
- The increased size and diversity of Amplats' customer portfolio.
- An enhanced focus on market development, in which initiatives increasingly use direct funding or co-investment with development partners and emphasise sustainable demand and South African beneficiation.

01 Platinum final product in the dispatch area of our PMR Rustenburg.
02 Locally manufactured jewellery by PlatAfrica worn by Nozuko Mani an Amplats employee.
03 Ruthenium powder poured into tubes for reduction at the PMR in Rusternburg.

01

02

- Jewellery-market development focused on achieving a higher portion of demand in the bridal and special occasion categories.
- The identification of new commercial value opportunities – notably in rhodium and minor PGM applications – in 2013.

Amplats is also exploring opportunities to expand market development initiatives which could be jointly funded by PGM producers. Success by some producers in the joint development of platinum jewellery markets via Platinum Guild Investment provides a sound platform from which to explore increased industry participation, including in the development of industrial and investment demand.

03

REVIEW OF PGM MARKETS IN 2013

Platinum remains the single largest revenue generator for Amplats, accounting for 63% of sales revenue in 2013. Palladium and rhodium accounted for 19% and 6% of 2013 sales revenue respectively. Changes in the supply, demand and price of these three metals explain the bulk of our recent financial performance. An understanding of the changes in these key drivers provides insight into our business risks; but also into the opportunities we have to add value to the business by adapting to or influencing future changes.

Amplats' 2013 revenue from platinum, palladium and rhodium – collectively 88% of gross sales revenue – can be attributed by application: autocatalyst (34%), industrial (26%), jewellery (20%) and investment (8%). Demand from autocatalyst and industrial applications is largely price-inelastic, with the key drivers here being global economic performance and tightening emissions legislation. Jewellery demand, on the other hand, is price-elastic, with growth in disposable income in China being the key driver. Investment demand, which depends in part on value-based judgements, is also price-elastic. In the case of platinum, traditional analysis of the supply/demand balance and the incentive cost of production underpins the investment proposition. Palladium and rhodium, however, are by-product metals. In their case, both the cost of production and the supply response to price are indeterminate, with poor visibility of surface-stock levels and affordability in industrial applications.

Platinum market remains in deficit

In 2013 gross global platinum demand increased by 507,000 ounces or 6.3%, as a 14% increase in industrial demand and a 102% increase in investment demand

Platinum supply from mining and recycling matched demand from autocatalyst, industrial and jewellery in 2013.

more than offset the 5% decline in autocatalyst demand and the 1% decline in jewellery demand during the year.

Primary platinum supply grew by 60,000 ounces or 1% in 2013. The 2% increase in South African sales and the 8% increase in sales from Zimbabwe exceeded the sales declines of 1% in Russia and 9% in North America.

Secondary supplies from recycled autocatalyst, jewellery and industrial scrap decreased by 29,000 ounces or 1%. This resulted in an increase in gross global platinum supply in 2013 of 31,000 ounces or 0.4%. The resultant platinum deficit in 2013 of 856,000 ounces was satisfied by supply from cumulative above-ground stocks at market prices during the course of the year. Above-ground platinum stocks, excluding ETF holdings, are not measured or published.

Platinum supply and demand

(000 oz)	2013	2012
Supply		
South Africa	**4,168**	4,104
Russia	**780**	790
North America	**308**	340
Zimbabwe	**363**	337
Other	**124**	112
Primary supply	**5,743**	5,683
Autocatalyst recycle	**1,224**	1,131
Jewellery recycle	**773**	895
Industrial recycle	**10**	10
Secondary supply	**2,007**	2,036
Gross supply	**7,750**	7,719
Demand		
Autocatalyst: gross	**2,933**	3,098
Jewellery: gross	**2,747**	2,782
Industrial: gross	**2,020**	1,770
Investment	**906**	449
Gross demand	**8,606**	8,099
Movement in stocks	**(856)**	(380)

Palladium market remains in deficit

In 2013 gross global palladium demand decreased by 437,000 ounces or 4%. The combined demand reductions of 12% in jewellery, 6% in industrial and 97% in investment far exceeded the 3% increase in autocatalyst demand.

Primary palladium supply was reduced by 160,000 ounces or 3% as the 8% reduction in sales from Russia and rest of world more than offset the increases from South Africa, Zimbabwe and North America.

Secondary supplies from recycled autocatalyst, jewellery and industrial scrap increased by 179,000 ounces or 8%, resulting in flat gross global platinum supply in 2013.

The resultant palladium deficit in 2013 of 621,000 ounces was also satisfied by supply from cumulative above-ground stocks at market prices during the course of the year.

Palladium supply and demand

(000 oz)	2013	2012
Supply		
South Africa	**2,405**	2,344
Russia	**2,650**	2,887
North America	**924**	903
Zimbabwe	**279**	264
Other	**144**	164
Total primary supply	**6,402**	6,562
Autocatalyst recycle	**1,876**	1,674
Jewellery recycle	**181**	194
Industrial recycle	**420**	430
Secondary supply	**2,477**	2,298
Gross supply	**8,879**	8,860
Demand		
Autocatalyst: gross	**6,884**	6,671
Jewellery: gross	**388**	441
Industrial: gross	**2,212**	2,358
Investment	**16**	467
Gross demand	**9,500**	9,937
Movement in stocks	**(621)**	(1,077)

Rhodium market remains balanced

In 2013 gross global rhodium demand increased by 19,000 ounces or 2%. Autocatalyst demand remained flat, while there was a 6% increase in industrial demand and a 19% increase in investment demand. Primary supply decreased by 3% and secondary supply increased by 9% – keeping gross supply flat and the resulting market deficit at 9,000 ounces.

Rhodium supply and demand

(000 oz)	2013	2012
Supply		
South Africa	564	578
Russia	85	90
North America	25	25
Zimbabwe	30	29
Other	3	3
Primary supply	707	725
Autocatalyst recycle	276	253
Secondary supply	276	253
Gross supply	983	978
Demand		
Autocatalyst: gross	782	780
Industrial: gross	160	151
Investment	50	42
Gross demand	992	973
Movement in stocks	(9)	5

Autocatalyst sector

Global light-vehicle sales grew by 3.8% in 2013 to 84.2 million units. Continued gains of 14% in China and 7.2% in North America offset the declines of 11% in India and Russia; and the much-reduced decline of 1.6% in Europe.

Gross demand for platinum in autocatalysis declined by 5% in 2013 owing largely to the reduction in vehicle production in the diesel-dominant Indian and European markets; and, in Europe, to the second consecutive year of a reduction in the proportion of diesel vehicles sold. The relevant figures are 50.8% in 2011, 49.5% in 2012 and 48.6% in 2013. Palladium use in autocatalysis increased by 3% in 2013, in line with global growth in gasoline vehicle production. The 13% increase in palladium purchases for autocatalysis in China offset weakness in other markets. Gross rhodium use in autocatalysis was flat in 2013 as the 13% increase in China to meet higher gasoline-vehicle production offset weakness in other markets.

Increasing rhodium use in autocatalysis presents a significant opportunity to add sustainable value. As the rhodium price escalated to $10,000/oz in 2008, the significant scientific effort that went into decreasing rhodium loadings proved successful – reducing loading per vehicle by some 18% by 2013. While the costs of emissions-control systems were reduced, the dominant result was higher palladium loadings. At current rhodium-price levels, significant sustainable emissions-control cost savings could be achieved by automakers. However, the risk associated with using rhodium is deemed prohibitive owing to its past volatility and price levels. Addressing the rhodium price risk could unlock this cost saving.

MAKING MEMORIES OF AFRICA

Dinah Montja an Amplats employee wearing locally manufactured jewellery by PlatAfrica.

To showcase the natural beauty of platinum and its country of origin, we continue to nurture talented South African students in jewellery design and manufacture through the annual PlatAfrica competition. More than just a competition, PlatAfrica again provided an opportunity to promote local talent and ignite a love of platinum. In 2013, students were invited to create 'Memories of Africa' while 'Fantasy' was the theme for 12 professional designers selected to participate.

The aspirant designers were challenged to develop a saleable piece that would appeal to tourists wanting to take home a genuine piece of Africa – made in South Africa. And their protégés were encouraged to create a spectacular piece for a 'fashionista, fairytale shoot' that would embody the innate romance and magic of platinum jewellery.

The winning pieces truly reflect a passion for platinum design, with Oliver Ernest Green from Jack Friedman Jewellers and Graham Baloni from Tshwane University of Technology triumphant in the professional and student categories, respectively.

For more information, see www.angloplatinum.co.za/jewellery/platafrica/2013.asp

We see capacity and opportunity to increase consumer preference for bridal platinum jewellery and other special occasions.

Jewellery

The Chinese platinum jewellery market accounted for 67% of gross global jewellery demand in 2013. It is positioned to drive growth as disposable income increases in China and effective market development by PGI continues. Platinum jewellery sales in China in 2013 continued to benefit from the narrow price premium to gold and increased store traffic from higher gold purchases as the gold price reduced. In 2013 gross demand in China was reduced by 5% from a particularly strong year in 2012. However, the weak platinum price in 2013 also reduced the volume of jewellery recycled, resulting in flat net demand. The much smaller markets of Europe, North America and India all grew in 2013 and – with recycled volumes in Japan also being lower – resulted in a net increase of 86,000 ounces or 5% in the demand for platinum jewellery.

Industrial

Over the longer term, growth in demand for PGMs in industrial applications is driven by macro growth in industrial output and new applications. Use is dominated by the catalytic benefits of PGMs, with annual demand a combination of a base load of 'top-up' for catalyst deterioration and the irregular installation of new production capacity. While installed PGM volumes in industrial processes can be significant, top-up volumes are usually small portions of this. The introduction of new PGM applications and substitution – often between PGMs – result in harder-to-predict and often material short-term demand changes. Variability in short-term demand can be compounded by changes in working PGM inventory to match changes in the underlying industrial process – glass and chemicals being two typical examples. The wide variety of different industrial applications results in different affordability or 'value-in-use' price levels per application.

In 2013 platinum in industrial applications increased by 250,000 ouncesor 14%. This was the consequence of capacity increases in the production of polymer intermediaries; and of increases in glass fibre inventory, which occurred in support of growth in electrical and glass applications.

Industrial use of palladium in 2013 declined by 146,000 ounces as its further substitution by base metals in electronic capacitors and by ceramics in dentistry exceeded its increased use in polyester manufacture.

The use of rhodium in industrial applications in 2013 increased by 9,000 ounces or 6% owing to inventory changes in glass manufacture and capacity increases in the manufacture of oxo-alcohol and acetic acid.

Investment

Investment demand for platinum in 2013 increased by 457,000 ounces or 102% above the figure for 2012, and offset declines in other markets.

The rand-denominated platinum ETF, launched in South Africa in April 2013, demonstrated that rules specific to a jurisdiction can result in unexpected behaviour: holdings exceeded 900,000 ounces by January 2014.

South Africa's exchange-control regulations place limits on the amount South African institutional investors may invest in non-South African equities. This had created a pent-up demand from investors who previously had not considered exposure to platinum, but also from investors who had used offshore allocations to participate via European or US platinum ETFs and could now elect to switch. An aspect that has influenced investors' selection of – or switch to – the South African product is administrative costs lower than those of offshore products (0.4% versus more than 0.5%).

Palladium investment demand declined by 451,000 ounces or 98% in 2013 as a result of ETF disinvestment. Rhodium investment demand increased by 8 koz or 20% in 2013.

MARKET DEVELOPMENT AND BENEFICIATION – FOCUSING ON DELIVERY

Amplats' market development initiatives focus on 'de-risking' market demand in the short and long term. Where these activities enhance South African beneficiation imperatives, market development supports the Company's sustainability aims.

The marketplace for PGMs is global. Together with various partners, the Company invests in a portfolio of activities ranging from lab-scale research and product development to investments in the early-stage commercialisation of products capable of driving global PGM demand in the longer term. In parallel, the Company facilitates the stimulation of the beneficiation of locally-produced PGMs within South Africa. Amplats' commercial strategy has shifted and is continuing to shift activities away from the indirect funding of market development through discounts and commissions to a direct, co-investment approach. This allows for a greater level of transparency; the more effective management of activities; and a better alignment of interests between the Company and its development partners, with a focus on the delivery of value.

The Company invests in market development and beneficiation across four broad areas:

- Research into PGM applications at South African universities and together with our customers.
- The platinum jewellery market, both local and international.
- Product development and the commercialisation of fuel cells.
- Equity investments in early-stage industrial businesses that consume PGMs, through the PGM Development Fund.

01 Fuel cell generating electricity.

02 PlatAfrica jewellery pieces.

03 Locally manufactured jewellery by Plat-Africa worn by Nthombifu Ngwenya an Amplats employee.

Research collaborations

Amplats recognises that the development of new PGM products and applications can be promoted by strengthening research capacity and building skills in the fields of science and engineering; and believes this approach to be aligned with the policies of the South African Government. To this end, the Company supported various PGM research programmes at South African universities and at the Council for Scientific and Industrial Research. Some of the programmes are undertaken in collaboration with international researchers, allowing for the transfer of skills and for access to new methodologies and equipment.

This year, five local research programmes came to an end. Given the very early stages of development involved, results have been pleasing with many local researchers having been exposed to working with PGMs. It is hoped that these projects will lead to the development and commercialisation of new PGM applications; will drive demand in the longer term; and will help to establish new industries in South Africa.

Together with its customers, the Company co-invests in the development of new applications. To date, the E+ ethylene scavenger has been commercialised. Over the year under review, the focus has been on delivery, i.e. on converting technically feasible applications into commercial products.

Developing the platinum jewellery market

Together with other platinum producers, Amplats supports PGI. PGI has provided sales support and training to all levels of the global jewellery trade for over 30 years. In addition to supplying expert information and practical advice to help jewellery buyers, PGI also develops targeted marketing campaigns to stimulate consumer interest and sales in platinum jewellery around the world. Under challenging economic conditions, the PGI budget was significantly reduced in 2013, necessitating a prioritisation of activities in key geographies.

In South Africa, Amplats invests in building the design and manufacturing capability of platinum jewellers by sponsoring five training institutions that are geared to providing instruction in platinum jewellery design and manufacturing. The Company also supports local jewellery manufacturers through a metal consignment scheme that permits extended payment terms and gives jewellers the opportunity to manage price volatility. During the year under review, the Company ran its 15th PlatAfrica design and manufacture competition, attracting over 100 entries

Fuel cells and electrolysers will be playing an important future role in energy storage and the stability of power grids.

from professionals, apprentices and students. The pieces showcased local design talent and high-quality workmanship. The annual competition and its related media campaign raise consumer and retail awareness of platinum jewellery in South Africa, and form part of the student curriculum at local training institutions.

Developing the fuel cell market

Amplats continues to focus on proton exchange membrane fuel cells as an emerging technology and a new end market for its PGM products. Through in-house development projects, directly and via the PGM Development Fund, Amplats supports the commercialisation of new products, enabling fuel-cell companies to accelerate their products to market.

As the fuel-cell sector develops there is also the opportunity for South Africa to carve out a position of leadership in the manufacture of commercial products, aligned with the National Development Plan and as part of the government's industrial development priorities.

Amplats' home generator project, under development with partner Ballard Power Systems, is developing a commercial stationary fuel-cell product. This non-grid technology will be able to bring quality primary electricity to some of the 3.4 million South African homes that do not today have access to electricity and are situated in areas where grid infrastructure will not be built for many years. South Africa will spend R3.1 billion on rural electrification in 2013. A product such as this might enable the country to achieve its plans for universal access to electricity at a faster pace and at lower cost.

Over the year, progress has been made on product development as well as on securing a local field-trial site. Engineering design and community engagement activities are under way, with the field trial expected to be commissioned in the first quarter of 2014. In parallel with these technical activities, the Company is focusing its efforts on developing a local manufacturing strategy; and on securing offtake as part of the commercialisation process.

Amplats is also playing a leading role in the development of fuel-cell technologies within its mining operations. The application of highly efficient, low-emission, quiet fuel cells in place of lead-acid batteries and diesel generators has many benefits. Together with our partners, we have developed underground fuel cell locomotive and dozer prototypes for piloting at our own mining operations. Surface testing to refine the design criteria is largely complete, with underground testing scheduled to begin towards the end of 2014. A large part of the technical feasibility includes the design of the hydrogen fuelling infrastructure for underground use. In line with our safety values, extensive risk assessments form part of this feasibility phase. In parallel, the value proposition and business case are being developed, with the ultimate goal of commercialising fuel-cell powered mining equipment in South Africa.

Although longer-term in nature, the most exciting market segment for platinum demand for proton exchange membrane fuel cells will be fuel-cell electric vehicles. Over the year, concrete steps in Germany, Japan and California have been taken to fund the initial roll-out of hydrogen refuelling infrastructure fundamental to establishing the early market for fuel-cell electric vehicles. With this key barrier to adoption removed, sales of fuel-cell electric vehicles, commercially available from 2015 onward, are expected to increase significantly. The range of several fuel-cell electric vehicles is now over 500 km, enabling usage patterns akin to those of internal combustion engine cars on the road today. Cars can also be refuelled with hydrogen in less than five minutes. Many commentators have set out driving range and refuelling times as the key differentiators between fuel-cell electric vehicles and battery electric vehicles.

Fuel cells and electrolysers will be playing an important future role in energy storage and the stability of power grids, since the use of renewable energy generation is set to increase in power markets around the world. 'Power-to-gas' projects, in which excess electricity is converted to hydrogen gas for injection into natural gas pipelines, have accelerated in 2013. Many of these product use proton exchange membrane -related technologies and platinum metal.

DEVELOPING INDUSTRIAL DEMAND THROUGH THE PGM DEVELOPMENT FUND

Amplats established the PGM Development Fund to increase the use and application of PGMs. It accomplishes this by investing in entities that use PGM-based technology in their products or processes. The fund provides start-up and growth capital to innovators and entrepreneurs during the early-stage development and commercialisation of PGM technology. The original $10 million fund was ring-fenced for local beneficiation investments. Amplats has committed $100 million to the fund over the next five years, and is looking to attract external investors to reach a fund of $300 million. The remit of the fund has also been expanded to invest in local and international opportunities with strong financial returns; a strategic fit with developing markets for PGMs; and an element of local beneficiation.

To date the fund, together with the Department of Science and Technology and USA-based Altergy Systems, has invested in Clean Energy Investments Pty Ltd. Clean Energy provides fuel-cell-based back-up power solutions into the telecommunications industry, with the aim of initially localising installation, maintenance and fuelling. We expect that fuel-cell units will be assembled and manufactured in South Africa once critical volumes have been reached.

Platinum jewellery pieces from 2012.

In 2014, the fund agreed to a $4 million convertible loan with Ballard Power Systems as part of the arrangements between the companies regarding the Home Generator project. The investment has led to progress in vital product development work and has also delivered attractive unrealised returns for Amplats.

OUTLOOK

Amplats expects the global platinum market to remain balanced in the short term, with increasing deficits over the medium term as steady demand growth exceeds growth in supply from secondary recycled sources and capital constrained mining supply. The platinum price remains depressed as cumulative above-ground stock levels remain high and the weak rand reduces the US dollar cost of South African mining supply. Two consecutive years of platinum market deficit have, however, reduced above-ground stocks by 1.2 Moz.

Amplats expects gross platinum supply, from mining and all recycled sources, in the short term to be similar to gross demand from the sum of autocatalyst, industrial and jewellery applications. Any measured investment demand, from ETFs, bars and coins, will result in annual deficits.

Despite continued depressed vehicle sales in Europe, higher loadings associated with the implementation of Euro 6 emissions limits for light-duty and heavy-duty vehicles will increase platinum demand materially in 2014 and 2015. However, supply from recycled autocatalyst scrap in Europe is expected to increase by similar amounts over the same period, resulting in flat net demand. The increase in recycled supply is as predicted and reflects the higher proportion of diesel cars being scrapped – in turn a reflection of the historic growth profile of diesel-car production in Europe.

The record high in platinum investment demand from ETFs, bars and coins in 2013 is unlikely to be repeated, and some disinvestment from the +900,000 oz holding in the South African-based ETF should not be ruled out.

Amplats expects continued deficits in the palladium market in the short and medium terms owing to growth in global production of gasoline vehicles and supply growth limited by platinum supply constraints. Above-ground stocks of palladium are estimated to be far higher than those of platinum, although demand growth appears to provide a firmer underpinning than is the case with platinum.

We expect the rhodium market to remain balanced at depressed price levels.

ASSESSING MATERIALITY AND MATERIAL ISSUES

In 2013, as in previous years, we undertook a methodical approach to identifying and reporting on material issues by means of a thorough review of our external environment, a process of internal reflection and external stakeholder engagement.

OUR MATERIALITY DETERMINATION PROCESS

There are many issues affecting our business on a day-to-day basis. The issues that are most material are those defined as having the greatest impact on our success, and those matters or instances where we have significant impact on our stakeholders and external environment. In developing an understanding of our most material issues, we took account of the following:

- The views, expectations, interests and concerns expressed to us by stakeholders, directly and indirectly, formally and informally.
- A review of peer reports and reporting as well as industry benchmarks.
- Current and future challenges as expressed by internal functional heads through an interview process.
- Implicit and explicit messages signified by strike action and other labour relations issues.
- Relevant legislation, regulation and agreements and commitments entered into by the Company.
- Media coverage and market reports on the Company, the platinum sector and the industry.
- Our values, policies, strategies, systems, goals and targets.
- Significant risks that could affect our success as identified through our risk management process.
- Views expressed by external stakeholders through direct interviews by an external party. Targeted stakeholders who participated in this process included investors, media and market analysts, NGO leaders and customers.
- Ranking and prioritisation of issues and confirmation of these by the executive committee.

The process may be illustrated as follows:

Underground pre-shift safety briefing at Dishaba Mine.

MATERIAL ISSUES

Our material issues are identified as follows:

Our ability to optimise production, cost-effectively and efficiently, within a changing and complex business and socio-political environment

Aspect includes:
- Decline in global demand (actual and anticipated) for PGMs
- Lack of confidence in security of supply/supply growth, leading to substitution
- Rising cost pressures
- High levels of Company debt
- Productivity and meeting budgets
- Real and perceived obstacles to implementing the portfolio review

Our ability to understand, manage and meet stakeholder expectations and bridge any trust gaps

Aspect includes:
- Job security and loss, and limited access to jobs for locals as a result of skills gap
- Limited Company capacity to improve living conditions for all in a context of poor local service delivery
- Reputational and relationship damage, following the portfolio review (conflict with government, labour and communities)
- Reputational damage to industry as a result of sector-wide violence and conflict
- Migrant labour, housing and accommodation
- Environmental impact on communities (current and legacy exposures)
- Implementation of credible and effective stakeholder engagement

Safeguarding our employees' and communities' health and safety

Aspect includes:
- Fatalities, and possible inability to sustain improvements
- Historic exposure to certain carcinogens
- Living conditions of employees (health, fatigue)
- NIHL and TB

Seeking to ensure access and affordable infrastructural and natural resources, and minimising our footprint

Aspect includes:
- Affordable and reliable electricity supply
- Water supply constraints, particularly for expansions projects, and permitting bottlenecks

Our obligation to comply with legislation, regulation, voluntary codes and social compacts

Aspect includes:
- Ensuring real transformation
- Emissions (including threat of carbon emissions tax)
- Potential for water pollution
- Mining Charter (current and post-2014): SLPs, in particular meeting ownership and procurement objectives, and MPRDA amendments
- Obligation to respect human rights (issues include land and sexual harassment)
- Beneficiation policy and practice

These issues, and our related plans and performance, are addressed in greater detail in the Sustainability Report and are managed through our risk management process detailed on pages 32 to 35.

IDENTIFYING AND MANAGING RISKS AND OPPORTUNITIES

Correctly identifying and effectively exploiting opportunities while pinpointing and mitigating threats serve to create value in our business.

SOURCES OF OPPORTUNITIES AND RISKS

A key means of creating value in our business lies in correctly identifying and effectively exploiting opportunities, while at the same time pinpointing and mitigating threats. Amplats uses an integrated risk framework based on the Company's strategic objectives to realise this value. The strategic objectives and their associated threats and opportunities, both internal and external, are discussed below.

Our business model (page 20) and market review section provides greater insight into how we leverage opportunities.

COMMERCIAL EXCELLENCE

Opportunities exist in the creation of new markets for our products; value enhancement through the correct application of beneficiation; direct access to markets; and optimal market intelligence that facilitates correct market positioning relative to market swings. Potential threats include the failure of operations to deliver product as planned; product substitution/thrifting; and the rise of secondary platinum producers. The Company could also be affected by government-mandated beneficiation; legislation that constrains our product market; incorrect market intelligence; and price and currency volatility. Beneficiation that is supported by production volumes and market demand is potentially value-creative, whereas beneficiation mandated by regulatory authorities is potentially value-destructive.

OPERATIONAL EXCELLENCE

Operating entities with higher gross margins are more sustainable throughout economic cycles than entities with lower gross margins, and developing the former represents a key opportunity for Amplats. A significant threat in this context, however, would be the Company's inability to achieve and sustain the cost-savings and productivity targets as defined in the complete review carried out at Amplats to assess what needed to be done to restore the Company to profitability (the Platinum Review). More generic threats include the possible failure of critical equipment at an operation, and external factors such as the availability to our operations of power and water.

PROJECT EXCELLENCE

Substantial opportunity lies in our ability to sequence correctly our capital expenditure relative to the economic cycle; and subsequently to deliver projects that fulfil the commitments made at the time of the investment decision. Changes to strategy, with their associated project deferrals and modifications, can have significant negative consequences for the project pipeline. Community objections; permitting and other regulatory requirements; and lack of bulk infrastructure are examples of external factors that can get in the way of project implementation. Another potential threat would be the project execution team's failure to deliver the project on time, on budget and to the required quality.

SUSTAINABLE EXCELLENCE

This strategic objective encompasses employee health and safety, environmental management, community development and external stakeholder engagement. Efforts to change the perception of mining from an extractive industry into a developmental industry present an opportunity to transform the role of mining in society, with accompanying positive impacts on host communities and wider stakeholder perceptions. There are significant threats to achieving excellence, however. Among them are the inability to sustain current improvements in employee safety and health indicators; potential long-term liabilities associated with the threats inherent in the work environment, e.g. noise-induced hearing loss; environmental incidents or concerns; a catastrophic event at an operation; and community opposition. Increased resource nationalism is another potential danger to long-term sustainability, involving threats of insecurity of tenure, loss of assets, increased taxes and beneficiation requirements.

PEOPLE EXCELLENCE

Having the right structures, and the right people in the right roles is the foundation on which to build an effective business. Threats to the achievement of this situation include the inability to implement and maintain the organisational design improvements flowing from the Platinum Review; competition for scarce skills in the labour market; our ability to comply with employment profiles mandated by legislation and the failure of employee relationships, leading to labour stoppages, strike action and violence.

The labour relations environment in the platinum sector remains volatile, with the potential for labour stoppages, strike action and violence.

MATERIAL OPPORTUNITIES AND THREATS

Based on the analysis above, the current material opportunities and threats as reported to and reviewed by the Executive Committee and the Board are as follows:

1. **The inability to effectively execute the Platinum Review in respect of costs and portfolio optimisation/achieving cost savings and productivity targets**
   Successful implementation of the cost-savings and portfolio-optimisation aspects of the Platinum Review offers an opportunity to create a business that is more resilient and more easily sustainable throughout the economic cycles. The realisation of this opportunity will be achieved by sustaining cost-savings and productivity targets, and demonstrated through improved gross margins for our operating entities. Control and monitoring takes place at Functional, Platinum Review Office and Executive Committee levels in the Group.

2. **Power supply constraints/independent power generation**
   The continued vulnerability of South Africa's power network presents a threat to our operations in respect both of planned and unplanned power outages, and of having to reduce production levels in order to conserve power for the national grid at critical times. The electricity service provider's maintenance backlog also remains high. Various initiatives, including independent power generation, are being investigated to mitigate this risk.

3. **The inability to secure capital and/or the ineffective use of capital that has been secured/efficient use of capital**
   This threat involves the inability to effectively define and motivate the capital – both expansion and stay-in-business – required to execute our strategy, and the ineffective use of this capital once it has been allocated. The ability to generate consistent returns on capital represents a significant opportunity for the business. Capital expenditure is being prioritised for those assets with the highest potential returns. Focus is also on the capital study process and on project execution controls to ensure the efficient use of available capital.

4. **Bulk infrastructure constraints/initiatives**
   The water and transport requirements for our operations and projects often exceed the capacity of local infrastructure. In particular, constraints on longer-term expansion exist at Mogalakwena Mine in South Africa and Unki Platinum Mine in Zimbabwe, while operational water constraints exist at our Rustenburg operations. Various water initiatives are currently under way.

5. **Unfavourable global economic conditions/sustainability through the cycle**
   The fall in global demand and/or the fall in the basket price have been driven primarily by the European and Chinese economies. Volatility in currencies, in particular the rand and the dollar, is also a threat. The intention of the Platinum Review is to produce an organisation that is more sustainable through the cycles.

6. **Market dynamics, intelligence and initiatives**
   Threats include the supply of secondary platinum exceeding expectations or further falls in the price of rhodium as UG2 rhodium output grows. Rhodium also presents an opportunity should demand stimulation efforts succeed. Mitigations include improved market intelligence, efforts to change the jewellery demand profile, and current initiatives to encourage manufacturers to return to rhodium and increase its application.

7. **Inability to effectively execute the Platinum Review in respect of organisational design/transformation**
   The sustainability of our business is linked to the effective implementation of the organisational design principles contained within the Platinum Review. Such implementation provides an opportunity to create a genuinely transformed organisation. Control and monitoring takes place at Functional, Platinum Review Office and Executive Committee levels in the Group.

8. **Labour unrest**
   The labour relations environment in the platinum sector remains volatile with the potential for labour stoppages, strike action and violence. Efforts are ongoing to reach an agreement with all stakeholders. A product inventory buffer is carried to mitigate the impact of interruptions on customers.

9. **Social unrest/social licence to operate**
   Community protest action represents a potential threat to the Company. This threat was highlighted in the analysis of social issues in the Platinum Review, which covered growing community impatience with unresolved legacy issues among other root causes. Social aspects also represent an opportunity for Amplats to help transform the role of mining in society, with accompanying positive impacts on some of our key stakeholders and their perceptions of us. Current efforts to ensure that all social projects within the Group are integrated, as well as innovative developmental initiatives are contributing towards mitigation of this threat.

Risk appetite and tolerance considerations are inherent in all business decisions within Amplats.

10. Changes to regulatory frameworks

Implications of increased regulatory demands associated with all aspects of the business. Examples include amendments to mining, land and water legislation and the revised empowerment codes in South Africa. Participation and lobbying takes place via the Chamber of Mines.

11. Concerns regarding security of tenure

Concerns exist regarding security of tenure, loss of assets and/or significant impacts on profit margins owing to changes in the regulatory frameworks in the countries in which we operate. The introduction of ownership and beneficiation requirements in Zimbabwe is an example of this. Participation and lobbying takes place via the Chamber of Mines.

12. Inability to sustain safety performance improvements

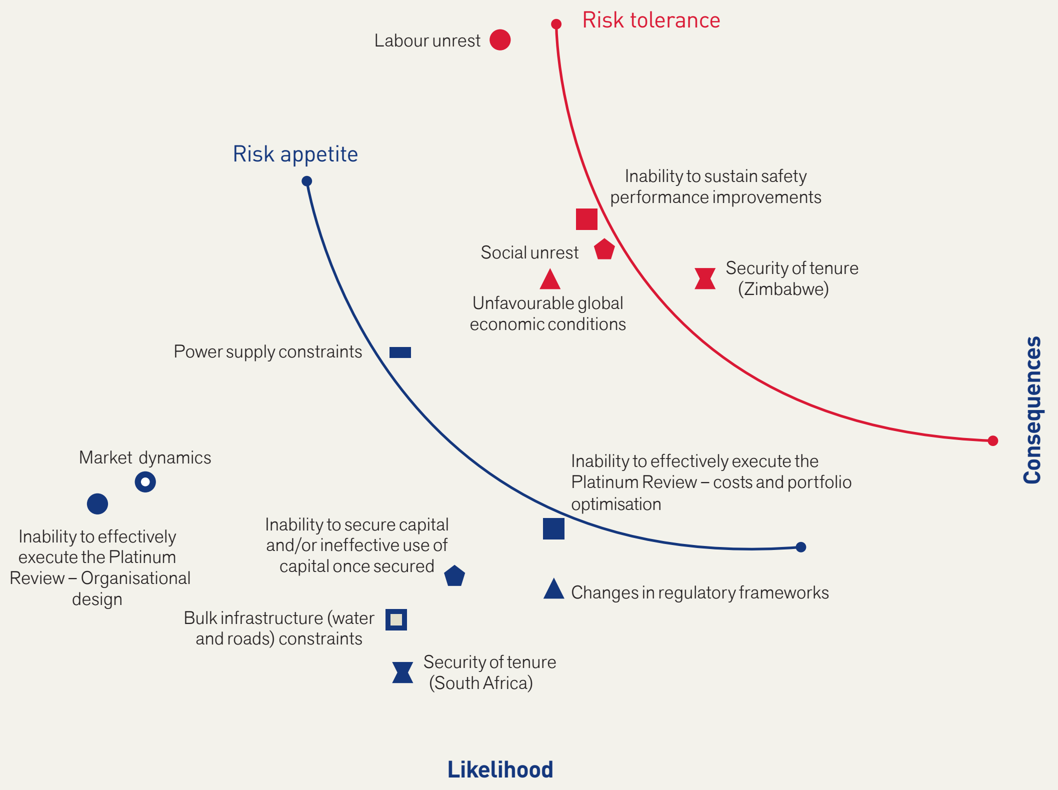
There is a threat that current improvements in safety indicators are not sustainable; and that continued progress towards zero harm cannot be achieved. This is because ongoing and sustained management focus is required to ensure that appropriate controls are in place and are operating effectively.

RISK APPETITE AND TOLERANCE

Risk appetite and tolerance considerations are inherent in all business decisions within Amplats. The concept was formally incorporated into our Executive Risk Summary during the course of 2013 and the Amplats Executive Committee is satisfied that there is alignment between current Group strategic and operational initiatives and the risk appetite and tolerance status of key business risks.

The chart below illustrates the ratings of the key risks described above relative to the Group's appetite for and tolerance towards risk. Actions relating to risks that have exceeded risk appetite and risk tolerance are detailed on page 35.

RISK VERSUS GROUP'S RISK APPETITE AND TOLERANCE



ACTIONS ON RISKS WHERE APPETITE HAS BEEN EXCEEDED

Risk title	Risk detail	Mitigating actions
Power supply constraints	Inadequate generating capacity by the service provider, Eskom. Required supply exceeds local infrastructural capacity.	Closure of operations following the Platinum Review has resulted, and is yet to result, in reduced power requirements. Project Khanyisa, a project to generate power for Amplats using waste coal from Anglo American's Thermal Coal Division, is being considered. Ongoing interaction with Eskom.
Unfavourable global economic conditions	Fall in global demand and/or fall in basket price. Stronger rand/weaker dollar.	The Platinum Review will support the sustainability of the business through various cycles. Our commercial strategy includes improved commercial/operational alignment; a revised beneficiation strategy; the broadening of our customer base; and the use of the new commercial hubs to sell our products.
Social unrest	Community anger, unrest and blockades.	The Platinum Review – Project Alchemy: an initiative whereby communities affected by our operations are given the resources and the tools to drive their own development, with the eventual goal of creating sustainable communities independent of mining. The Platinum Review – Social impact mitigation plan: various measures to reduce the impact of job loss on the individuals affected by the portfolio review. Ongoing engagement with host communities. Current efforts to ensure that all social projects within Amplats are integrated.
Inability to sustain improvements in safety performance	Current improvements in safety indicators are not sustainable.	The behaviour component of the Zero Harm in Action programme is being emphasised. Risks around falls-of-ground, underground transport and moving machinery are receiving continued focus.
Labour unrest	Labour stoppages, strike action and violence.	An agreement was reached with the majority union on the restructuring plans. Efforts are ongoing to reach a consensus in respect of wage levels.
Security of tenure (Zimbabwe)	Concerns regarding security of tenure, loss of assets, increased taxes and beneficiation demands	Continued discussions with the Government of Zimbabwe. Beneficiation options are being investigated, including discussions with other platinum producers in Zimbabwe.

Chris Griffith (CEO) discussing process safety issues with operators at the RBMR Copper Tankhouse.

EMBEDDING STAKEHOLDER ENGAGEMENT

Stakeholder engagement is embedded in our culture as part of our values, policies, strategy and behaviour. We recognise that, without effective stakeholder engagement, we cannot realise our strategic objectives, operationally or otherwise.

Following an extensive external assessment of our engagement by our corporate office and our operations encompassing the Western Limb, Eastern Limb and Zimbabwe, we developed a revised stakeholder engagement policy http://www.angloplatinum.com/sus/sd/stakeholderengagement.asp and strategy.

The stakeholder engagement process was undertaken in four phases as illustrated below:

UNDERSTANDING OUR GEOGRAPHICAL FOOTPRINT

We traced our stakeholders geographically, in the area of each mining operation, and classified the more than 140 communities on the Eastern Limb and the 56 communities on the Western Limb as:

- either a hosting community (on the mining right area) or a neighbouring community (residing within a 50 km radius of the area); and
- living in a rural traditional village, a local municipality city, town or township, an informal settlement or a mine residential area.

Stakeholders affected by, or who may have an effect on, Amplats include not only those with potentially negative consequences, but also stakeholders who may add value

The stakeholder engagement process was undertaken in four phases:

Phase 1: Identification of stakeholders on three levels of stakeholder mapping; register of stakeholder issues or material concerns; list of Amplats' engagement partners and early analysis of policy, processes and systems.

Phase 2: Gaining understanding of government expectations, preferences and regulations impacting the engagement of Amplats. Report outlines government's strategic intent, key insights, engagement goals and engagement platforms. Zimbabwe strategy situation analysis, strategic priorities for engagement, desired outcomes, prioritised issues and stakeholders, and implementation strategy.

Phase 3: Mitigating the risk of stakeholder fatigue, confusion and frustration created by multiple, unaligned Amplats interfaces. Stakeholders identified in Phase 1 categorised and profiled.

Engagement guidelines developed, based on stated and implicit rules of engagement, specified best practice and in the interests of alignment and improved coordination.

Stakeholder relationship owners assigned for each priority stakeholder in a category; Amplats' employees interfacing with the stakeholder listed, each with the conditions for engagement; stakeholder representative to be engaged, as well as means and frequency of engagement.

Phase 4: Development of overall high-level Amplats Stakeholder Engagement Strategy.

to the Company. With the emphasis being on long-term sustainable development, we identified international, national and regional stakeholders who can or should be partners in development.

We subscribe to the following strategic intent in respect of stakeholder engagement:

- To become a partner of choice in integrated, sustainable local economic development in the provinces where we operate.
- To build a reputation for consistent and reliable delivery – whether on production or on social or environmental commitments made to stakeholders.
- To effectively engage stakeholders in obtaining the right to, and support for, safe and profitable platinum mining.

We identified the following stakeholder groups: investor/analyst community; employees; trade unions; customers; business partners; municipalities; government; NGOs; educational institutions; communities living near our operations; communities in labour-sending areas; the media; environmental groups; supply chain partners and JV partners.

Having considered the nature of the desired end state, we set ourselves the task of achieving the following strategic objectives:

- Quality engagement with us for all stakeholders.
- Standardised and effective engagement by well-capacitated engagement partners.
- Being a partner of choice.
- Delivering stakeholder-specific engagement programmes that have been appropriately conceptualised, implemented and evaluated.
- Strengthening our reputation through profiling and thought leadership.
- The mitigation of social risk and crisis preparedness.

For a more detailed schedule of our stakeholders, the nature and frequency of engagements and primary engagement issues, see our website.


INDUCTION

PEOPLE EXCELLENCE

Our strategy will be realised through excellent people and excellence in managing people. We will achieve our strategy of people excellence through:

- An effective **organisational structure** and, particularly through the support by a simplified, leaner management structure.
- A successful **change management programme**, by stabilising our workforce and aligning our Company's values with Anglo American.
- Constructive and sound **employee relations**, and rebuilding discipline.
- Developing **our people and their skills, and our culture**. We will drive employee development, retain critical skills and address the effects of the migrant labour system and improve collaboration amongst industry peers.

Main
Charlie Botlhoko and Ananias Masenya, checking each other's harnesses before performing floatation cell maintenance at Mototolo Concentrators.

WAGES AND BENEFITS PAID

(2012: R12.9 bn)

R15.6bn

HDSAs MAKE UP

(2012: 58.3%)

60%

of management

WOMEN MAKE UP

(2012: 12.7%)

10.6%

of core mining employees

On track to meet the Mining Charter hostel conversion targets – 100% complete

600

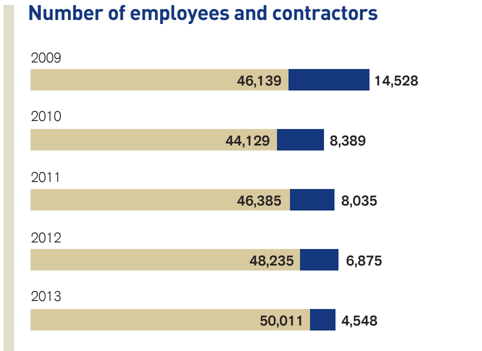
new housing units built to date

HUMAN RESOURCES DEVELOPMENT SPEND

4.7%

OF TOTAL PAYROLL

Number of employees and contractors



Number of employees and contractors (average in service) including own mines, JVs and concentrating operations: Employees

Number of employees and contractors (average in service) including own mines, JVs and concentrating operations: Contractors

See case study: Addressing housing and living conditions – a complex legacy on page 65 of our Sustainable Development Report.

THE BOARD

CHIEF EXECUTIVE

Christopher Ivan Griffith (49)

BEng (Mining) Hons, Pr Eng

Appointed a director and chief executive in September 2012.

Chris previously served on the board of Kumba from 1 July 2008 to August 2012 as chief executive and is also a director of Anglo American South Africa Limited. He was formerly the executive head of joint ventures for Amplats. Chris has served as a non-executive director on the board of Exxaro Resources Limited. Chris has over 19 years of mine management experience and was previously general manager of Amplats' Amandelbult Platinum Mine and Bafokeng-Rasimone Platinum Mine.

FINANCE DIRECTOR

Bongani Nqwababa (47)

BAcc (Hons), CA(Z), MBA

Appointed a director in January 2009.

Bongani joined Amplats as finance director in January 2009. He is the former finance director of Eskom Holdings Limited. Prior to joining Eskom, he served as treasurer and chief financial officer of Shell Southern Africa. He served seven years as a non-executive director of Old Mutual plc. Bongani is currently chairman of the South African Revenue Service Audit Committee and is a non-executive director of Sasol Limited. He trained as an accountant with PricewaterhouseCoopers.

INDEPENDENT NON-EXECUTIVE CHAIRMAN

Mohammed Valli Moosa (57)

BSc (Mathematics)

Appointed a director in January 2008.

Valli was appointed independent non-executive chairman of Amplats in April 2013. He has been a director of the Company since 2008 and has served as deputy chairman and lead independent director of the Board since 2010. He is also chairman of Sun International Limited and on various other boards, including Sanlam, Imperial Holdings and the WWF. He is the former chairman of Eskom. He served in President Mandela's Cabinet as Minister of Constitutional Development and later as Minister for the Environment. He also served as chairman of the United Nations Commission on Sustainable Development.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Richard Matthew Wingfield Dunne (65) (British)

CA(SA)

Appointed a director in July 2006.

Richard serves as a non-executive director and on the board and audit committees of Standard Bank Group Limited, Tiger Brands Limited and AECI Limited.

Nkateko Peter Mageza (59)

FCCA (UK)

Appointed a director in July 2013.

Peter is a Chartered Certified Accountant and Fellow of the Association of Chartered Certified Accountants (ACCA) UK. He was, until June 2009, ABSA Group Limited executive director and group chief operations officer, and was involved with ABSA in various capacities over the past nine years.

Valli Moosa

Chris Griffith

Bongani Nqwababa

Richard Dunne

Peter Mageza

Nombulelo Moholi

Nombulelo (Pinky) Thokozile Moholi (53)

BSc (Engineering)

Appointed a director in July 2013.

Nombulelo has 29 years' industry experience in ICT and banking. She was Group chairman of telkom from to March 2013. GCEO in March 2013. She currently serves as a non-executive director at Old Mutual Emerging Markets. Also a chairman of Nedbank's Eyethu Community Trust.

Dhanasagree (Daisy) Naidoo (41)

BCom Dip Acc CA(SA), Masters in Accounting (Taxation)

Appointed a director in July 2013.

Dhanasagree, a Chartered Accountant with a professional background in structured finance and debt capital markets, developed her career at Sanlam, after a brief tenure in financial planning and corporate taxation at SA Breweries and Deloitte & Touche respectively. She currently serves on boards and committees of listed and regulated entities as a non-executive director and independent trustee. In addition, she serves on investment and credit committees of funds and provides risk advisory services.

John Meadway Vice (61)

BCom, CA(SA)

Appointed a director in November 2012.

John is a non-executive director of Zurich Insurance Company SA Limited and a number unlisted company boards. Prior to his current non-executive role, John was a senior partner at KPMG where his positions included the head of audit, on the South Africa and African boards and executive committees, and chairman of KPMG's International IT Audit.


Daisy Naidoo


John Vice


Mark Cutifani


Khanyisile Kweyama


René Médori


Tony O'Neill

NON-EXECUTIVE DIRECTORS

Mark Cutifani (55) (Australian)
BEng (Mining)

Appointed a director in April 2013.

Mark is the chief executive of Anglo American plc and was appointed into that role as of 3 April 2013. Mark was previously chief executive officer of AngloGold Ashanti Limited, a position he held since 2007. Before joining AngloGold Ashanti, Mark was chief operating officer at CVRD Inco. Prior to this, Mark held senior executive positions with the Normandy Group, Sons of Gwalia, Western Mining Corporation, Kalgoorlie Consolidated Gold Mines and CRA (Rio Tinto).

Mark has 38 years' experience in the mining industry across a wide range of geographies and commodities.

Khanyisile Thandiwe Kweyama (49)
BS (Administration), MM (Human Resources)

Appointed a director in October 2012.

Khanyisile joined the Group as head of human resources for Amplats in 2011, and served on Amplats Executive Committee. She was appointed executive director of Anglo American South Africa Limited in September 2012 and was also appointed to the Executive Committee of Anglo American plc. She has held executive roles at Barloworld, Altech and BMW South Africa. Khanyisile is an accomplished businesswoman who set up her own consulting company, Nokusa Communications and Promotions, which serviced both the private sector and government; and a human resources consultancy, KTK HR Solutions. She is also a director of Kumba Iron Ore Limited and an independent non-executive director of Telkom SOA Proprietary Limited, and previously served as a non-executive director on the board of Sovereign Foods Limited. Khanyisile is also a trustee of the Walter Sisulu University Foundation. Khanyisile is a member of the Anglo American plc GMC, appointed on 26 July 2013.

René Médori (56) (French)
Doctorate in Economics

Appointed a director in October 2012.

René is the finance director of Anglo American plc and chairman of the Investment Committee of its board. He is a former finance director of BOC Group plc and previously was a non-executive director of Scottish and Southern Energy plc. He joined the board of Petrofac plc in January 2012. René is also a director of De Beers and DB Investments SA.

Anthony (Tony) O'Neill (56) (Australian)
BEng, MBA (University of Melbourne)

Appointed a director in October 2013.

Tony is a recognised global business and technical expert in the mining industry. He has led the strategy development and delivery of significant turnarounds in large, complex and geographically diverse mining businesses, capitalising on his deep understanding of the resources sector, its inputs, and conditions for success.

Tony is a mining engineer with an MBA from the University of Melbourne. His extensive career in mining, predominantly in the gold sector, has spanned almost 35 years, including his previous role as executive in charge of operations at Newcrest Mining and Western Mining Corporation. Before joining the Company he held the roles of executive director, joint acting CEO and executive vice-president: business and technical development at AngloGold Ashanti.

Currently Tony serves as group director: technical at Anglo American plc and as non-executive director at Kumba Iron Ore Limited.

Peter Graham Whitcutt (48)
BCom (Hons), CA(SA), MBA

Appointed an alternate director to René Médori in May 2007.

Peter played a key role in the development of Group strategy and the key transactions associated with Anglo American's evolution from diversified South African conglomerate to focused global miner, including the merger of Minorco, the listing of Anglo American in 1999 and the subsequent unwinding of crossholding with De Beers. He has held various finance roles and is currently group director: strategy and business development for Anglo American plc.

BOARD CHANGES

Brian Richard Beamish (57)
BSc (Mechanical Engineering)

Resigned as a non-executive director on 30 September 2013.

Bongani Augustine Khumalo (61)
DAdmin (hc), MA, MBA, Diploma in Management, AEP

Resigned as an independent non-executive director on 31 December 2013.

Wendy Elizabeth Lucas-Bull (60)
BSc

Resigned as an independent non-executive director on 1 January 2014.

Governance

EXECUTIVE COMMITTEE


Chris Griffith


Bongani Nqwababa


Andrew Hinkly


Pieter Louw


Lorato Mogaki


Archie Myezwa

Christopher Ivan Griffith (49)

BEng (Mining) Hons, Pr Eng

Appointed a director and chief executive on 1 September 2012.

Chris previously served on the board of Kumba from 1 July 2008 to August 2012 as chief executive and is also a director of Anglo American South Africa Limited. He was formerly the executive head of joint ventures for Amplats. Chris has served as a non-executive director on the board of Exxaro Resources Limited. Chris has over 19 years of mine management experience and was previously general manager of Amplats' Amandelbult Platinum Mine and Bafokeng-Rasimone Platinum Mine.

Bongani Nqwababa (47)

BAcc (Hons), CA(Z), MBA

Appointed a director in January 2009.

Bongani joined Amplats as finance director in January 2009. He is the former finance director of Eskom Holdings Limited. Prior to joining Eskom, he served as treasurer and chief financial officer of Shell Southern Africa. He served seven years as a non-executive director of Old Mutual plc. Bongani is currently chairman of the South African Revenue Service Audit Committee and is a non-executive director of Sasol Limited. He trained as an accountant with PricewaterhouseCoopers.

Stephen Bullock (42)

BSoc Sci (Masters)

Acting executive head: Corporate affairs

Stephen completed a BSc Honours degree in environmental geochemistry from the University of Natal in 1993 and a BSoc Sci masters degree in sustainable development at Stellenbosch University in 2008. He has been involved in the mining industry for the past 20 years in the geological , environmental and sustainable development fields. Stephen joined Amplats in 2001 and was appointed head: sustainability and reporting in 2012 where he was responsible for the Company's sustainability programme and annual reports. With effect from 1 January 2014 Stephen was appointed acting executive head: corporate affairs.

Andrew Hinkly (49)

BSc (Engineering), MBA

Executive head: Marketing

Appointed 1 January 2012.

Andrew joined Anglo American plc in 2008 as group head: procurement and supply chain after working for the Ford Motor Company for 20 years, during which time he obtained extensive global experience in finance, purchasing, strategy and new market development. He is currently executive head: commercial and a director of subsidiaries of the Amplats.

Pieter Louw (54)

BSc (Mining Engineering)

Executive head: Own mines

Appointed in September 2007.

Pieter is an experienced engineer, manager and director in the mining field, having served in various capacities in the gold, iron ore, coal and base metals industries. He has worked in both surface and underground mining operations in South Africa, Zambia and South America.

Lorato Mogaki (44)

BA (Law), Masters Dip (Human Resources Management), MBA

Executive head: Human resources

Appointed 1 July 2013.

Lorato joined Amplats in 2005 as Group manager: people development and was later appointed as head of human resources development and transformation. Prior to that Lorato was a training and development general manager in the post and telecommunication sector. She also sits on the board of the Mining Qualifications Authority.

Archie Myezwa (52)

BSc (Hons) Minerals Engineering, MBL, ASM (IMD)

Acting executive head: Projects and Head: Strategy

Archie has extensive multi-country experience where he held senior positions both in operations and technical roles spanning over 29 years. The experience gained in the UK, Zimbabwe, Zambia and Africa covers the following commodities: industrial minerals, nickel, ferrochrome, gold, pyrites, copper and PGMs contributing immensely to Amplats.

He joined Amplats in 2004 on transfer from Zambia and his last operational role was head: smelting operations. Since 2007 he has

July Ndlovu

Dean Pelser

Vishnu Pillay

Gordon Smith

been the head: strategy and business optimisation and has supported the development of strategy towards value. Over and above, he has been acting executive head: projects since April 2013.

During his tenure in Zimbabwe, Archie sat on various boards as well as the advisory committees for the University of Zimbabwe and University of Technology. In Zambia he was the technical manager of Konkola Copper covering the smelting, refining and acid plants. Currently he sits on the Platmed boards on behalf of Amplats.

July Ndlovu (48)

BSc (Honours), MBL, CSEP, BLP

Executive head: Process

July was previously employed by Anglo American subsidiaries in Zimbabwe, where he held senior managerial positions in metallurgical operations and technical services. In 2001, he transferred to Amplats, where he was first appointed business manager of the Polokwane Smelter, then head: process technology. He became executive head: process in September 2007.

Dean Pelser (45)

BSc (Min Eng) Hons

Executive head: Safety, health and environment

Appointed 1 February 2013.

Dean has an extensive background in the mining industry spanning some 26 years in the gold, coal and PGM mining industry. He joined Amplats in 1999 and was appointed as a director of RPM shortly thereafter. His experience in Amplats includes operational and strategic management, having held roles of general manager at Mogalakwena Mine, divisional director: Eastern Limb, general programme manager: Eastern Limb development and most recently head of infrastructure and sustainable development.

His knowledge of operational management, strategic planning and large-scale project delivery will continue to add value to the Company. He is also the chairman of Lebalelo Water User Association, chairman of the Joint Water Forum and serves on the board of Lepelle Northern Water.

Vishnu Pillay (56)

BSc, MSc

Executive head: Joint ventures

Vishnu joined Amplats in January 2011 as executive head of the Company's joint venture operations. Before joining Amplats he was executive vice-president: South African Operations for Gold Fields Limited and, prior to that, was vice-president and head of operations at Driefontein Gold Mine. His 25 years at Gold Fields were interrupted by a brief period with the Council for Scientific and Industrial Research, where he was director of mining technology and group executive for institutional planning and operations. In May 2013 Vishnu joined the Board of Harmony as an independent non-executive director.

Gordon Smith (55)

Pr Eng, PhD, MBA, MSc (Engineering), BSc (Mining Engineering)

Executive head: Technical

Appointed 1 September 2013.

Gordon has 35 years' minerals industry experience across precious metal, base metal, ferrous metals, chrome, diamond and semi-precious stone, and coal operations. During this period, Gordon has held a range of technical, managerial and executive positions with Rio Tinto Zimbabwe, Falcon Mines plc, the Chamber of Mines Research Organisation, CSIR - Mining Technology, Snowden Mining Industry Consultants and Metora Mineral Resources prior to joining Amplats in 2003 as general manager: planning. Subsequent appointments were as head of strategic business planning, head of mineral resource management and now executive head: technical. Gordon is a registered Professional Engineer with the Engineering Council of South Africa, a Fellow and Office Bearer of the Southern African Institute of Mining and Metallurgy, a Fellow of the Mine Ventilation Society of South Africa, and a member of the South African National Institute of Rock Engineering.

RESIGNATION

Bennetor (Ben) Magara (46)

BSc (Engineering) (Honours), ADP

Resigned as executive head: engineering and projects on 26 April 2013.

Mary-Jane Morifi (52)

DAdmin (hc), MA, MBA, Diploma in Management, AEP

Resigned as executive head: corporate affairs on 31 December 2013.

MANAGEMENT TEAM

As at 1 January 2014

Chris Griffith
Chief executive

FINANCE

Bongani Nqwababa
Finance director

Kenny Mokoka
Head: Business development

Clive Govender
Head: Supply chain

Martin Poggiolini
Head: Finance and performance management

Werner Grundling
Programme manager: Finance

Shawn Fisher
Head: Information management

Simon Kruger
Finance business partner: Mining

Imraan Osman
Finance business partner: Process

Emma Chapman
Investor relations

MINING – MANAGED

Pieter Louw
Executive head: Own mines

Dawie van Aswegen
General manager: Bathopele Mine

Zweli Ndese
General manager: Thembelani Mine

Patrick Morutlwa
General manager: Siphumelele 1 Mine

Rudi Rudolph
General manager: Siphumelele 2 Mine

William Taylor
General manager: Tumela Mine

JJ Joubert
General manager: Dishaba Mine

Philip Schoeman
General manager: Union Mine (Incorporating previously Union North and South mines)

Richard Cox
General manager: Mogalakwena Mine

Chris Moller
General manager: CDS

Walter Nemasasi
General manager: Unki Platinum Mine

MINES – JOINT VENTURES

Vishnu Pillay
Executive head: Joint ventures

Franscelene Naidoo
Performance management: Joint ventures

Presley Reddi
MRM manager: Joint ventures

Brian Grobbelaar
Senior principle mining engineer: Joint ventures

Phillip Tobias
Consulting mining engineer: Joint ventures

PROCESS - OPERATIONS

July Ndlovu
Executive head: Process

Richard Pilkington
General manager: Concentrators

Bayanda Mncwango
General manager: Smelters

Mark Gilmore
General manager: RBMR

Fortune Mashimbye
General manager: PMR

Marie Humphries
Head: Metallurgical services

Gary Humphries
Head: Process control

Chris Rule
Head: Technology

Ndaba Ndlovu
Head: Protection services

TECHNICAL

Gordon Smith
Executive head: Technical

Frik Fourie
Head: Mining services

Daan Breedt
Head: Business improvement/asset optimisation (Acting)

Vitesh Maharaj
Head: Engineering services

Quartus Snyman
Head: Geosciences and exploration

Neville Plint
Senior manager technology and innovation

Bertus Bierman
Senior manager infrastructure

PROJECTS

Archie Myezwa
Executive head: Projects (Acting) and Head: Strategy

Mitch Hill
Head: Projects execution excellence

Ralph Lombard
General manager: Mining projects

Suren Rajaruthnam
General manager: Special projects

Etienne Espag
General manager: Process projects

Anton Valente
Projects support office manager

Devan Moodly
Head: Review and assurance

SAFETY, HEALTH & ENVIRONMENT

Dean Pelser
Executive head: SHE

Clint Smit
Head: Safety

Dr Lettie le Grange
Head: Health, hygiene, medical

Hermanus Prinsloo
Head: Environment

Tom van den Berg
Head: SHE projects

Steve Potgieter
SHE risk and assurance manager

Irene Caddy
SHE reporting and business support manager

HUMAN RESOURCES

Lorato Mogaki
Executive head: Human Resources

Henry Zondi
Head: Employee relations

Rahab Serepong
Head: Human resources development and transformation

Paul Krause
Head: HR operations

Vincent Matlala
HR business partner: Mining

Zinhle Cele
HR business partner: Process/JV/Projects

Jake Letsapa
Senior manager: Housing (Acting)

Chris Kern
Senior manager: HR systems and projects

Tebogo Mdhluli
Senior manager: Workforce planning and organisation design

COMMERCIAL

Andrew Hinkly
Executive head: Commercial

Trevor Raymond
Head: Market relations

Hilton Ingram
Head: Marketing

Jill Wolfe
Marketing manager

Kleanthra Pillay
Senior manager: Market development

CORPORATE AFFAIRS

Stephen Bullock
Executive head: Corporate affairs (Acting)

Sanah Machaba
Head: Sustainability and reporting (Acting)

Bongeka Lwana
Senior manager: Corporate communications and branding (Acting)

Mpumi Sithole
Senior manager: Media relations

Mpho Litha
Head: CED

Pravashini Govender
Manager: Stakeholder engagement

Ruqshana Hassan
Head : Government relations

COMPANY SECRETARY

Elizna Viljoen

CORPORATE GOVERNANCE REPORT

The Board regards governance as fundamental to the success of the Company's business and is committed to applying the principles of good governance in directing and managing the Company to achieve its strategic objectives.

The Board is the focal point for, and the custodian of, the Company's governance framework through its committee structures, and its relationship with management, shareholders and other Company stakeholders. The Board remains ultimately accountable for the performance and affairs of the Company.

APPLICATION OF THE KING REPORT ON GOVERNANCE FOR SOUTH AFRICA 2009 AND THE KING CODE OF GOVERNANCE PRINCIPLES (KING III)

Amplats is committed to the governance principles of King III and continues to develop its governance policies, practices and procedures in line with an integrated governance, risk and compliance framework. The Board is satisfied that every effort has been made in 2013 to apply all material aspects of King III as far as appropriate.

In respect to compliance:

- a dedicated compliance officer has been appointed. His duties include inter alia facilitation and coordination of compliance with all applicable laws and regulations at an operational level
- management is in the process of drafting a compliance framework and policy which will provide a single point of entry to understand the Group compliance objectives.

In respect to risk management:

- the formulation of risk appetite and tolerance levels has been incorporated into the risk management process. Actions on risk where appetite has been exceeded are detailed on page 35 of this report.

This review contains a summary of the Company's application of all the principles contained in Chapter 2 of King III. A full King III application register is published on the Company's website.

BOARD STRUCTURES

The Board met nine times during the year under review. The Board's paramount responsibility is the positive performance of the Company in creating value by setting direction through strategic objectives and key policies. In doing so, the Board appropriately considers the legitimate interests and expectations of all its stakeholders.

The Company has a unitary Board structure comprising two executive directors and 10 non-executive directors (six of whom are independent non-executives as defined by King III).

The non-executive directors are drawn from diverse backgrounds and bring a wide range of experience, insight and professional skills to the Board to ensure effective leadership of the Company. Generally, non-executive directors have no fixed term of appointment. Under the Company's Memorandum of Incorporation (MOI), however, a third of directors retire by rotation each year and are eligible for re-election by shareholders at the annual general meeting of the Company. Directors appointed to fill a vacancy on the Board during the year retire at the next annual general meeting, enabling the shareholders the opportunity to confirm their appointment.

There is no set retirement age for non-executive directors, executive directors retire at the age of 60. The period in office is reviewed on an individual basis by the Board on the recommendation of the Nomination Committee. King III recommends that the independence of any director serving more than nine years be assessed. Bongani Khumalo is the only director to have served on the Board for more than nine years. Since he resigned on 31 December 2013, no assessment was undertaken.

The Board follows a formal and transparent process when appointing new directors. The Nomination Committee considers director succession planning and makes appropriate recommendations to the Board. It evaluates skills, knowledge, gender, race and experience required to implement the Group strategy.

Cynthia Carroll resigned as chairman and director of the Company on 26 April 2013. Valli Moosa, formerly the independent lead non-executive director, succeeded Ms Carroll. The independence of the chairman and the separation of the chairman's responsibilities from those of the chief executive ensure a balance of authority, and also preclude any one director from exercising unfettered powers of decision-making. The chairman is responsible for leading the Board and the Board's effectiveness. The chief executive is responsible for the execution of strategy and the day-to-day business of the Company. In this, he is supported by the Executive Committee (Exco) and the Operations Committee (Opsco), both of which he chairs. The functions and members of the Exco and the Opsco are set out on page 50.

The Board conducts its business in accordance with the principles of King III.

ROLE OF THE BOARD

The Board conducts its business in accordance with the principles of King III, which include the exercise of discipline, independence, responsibility, fairness, social responsibility and transparency, and also the accountability of directors to all stakeholders. The Board has a formal charter setting out its roles and responsibilities. In summary, its key responsibilities are to:

- provide effective leadership based on an ethical foundation;
- ensure that the Company has an effective and independent Audit and Risk Committee;
- contribute towards and approve the strategic direction of the Company;
- satisfy itself that the strategy and business plans proposed for the achievement of the Group's objectives do not give rise to risks that have not been thoroughly assessed by management;
- ensure that the strategy will result in sustainable outcomes taking into account financial, environmental and social objectives as approved by the Board;
- ensure the integrity of the Company's integrated annual report;
- define levels of authority, define areas of materiality and approve a framework for delegated authority;
- report on the effectiveness of the Company's system of internal controls;
- be responsible for the governance of risk through effective risk management practices, including regularly reviewing and evaluating risks to the Company and ensuring the existence of an effective risk-based internal audit as well as appropriate internal controls;
- ensure that the Company is, and is seen to be, a responsible corporate citizen; and
- identify, manage and monitor any gaps between stakeholder perceptions and the performance of the Company so as to manage the Company's reputation.

The Board is kept appraised of the Group's going concern status and monitors the Company's solvency and liquidity on a regular basis.

Governance

THE BOARD OF DIRECTORS

From 1 January 2013 to the date of this report (31 January 2014), the Board has comprised:

Director	Appointment/Resignation
Valli Moosa (chairman)*	Appointed as chairman 26 April 2013
Christopher Griffith (chief executive)▣	
Brian Beamish◈	Resigned 30 September 2013
Cynthia Carroll	Resigned 26 April 2013
Mark Cutifani◈	Appointed 26 April 2013
Richard Dunne*	
Bongani Khumalo*	Resigned 31 December 2013
Khanyisile Kweyama◈	
Wendy Lucas-Bull*	Resigned 1 January 2014
Peter Mageza*	Appointed 1 July 2013
Nombulelo Moholi*	Appointed 1 July 2013
René Médori◈ (Alternate: Peter Whitcutt)	
Anthony O'Neill◈	Appointed 30 October 2013
Dhanasagree Naidoo*	Appointed 1 July 2013
Bongani Nqwababa▣	
Sonja Sebotsa*	Resigned 1 February 2013
John Vice*	

** Independent non-executive director*

◈ Non-executive director

▣ Executive director

Independence of directors

The independence of directors is reviewed annually by the Nomination Committee, following a detailed analysis of the circumstances of all independent non-executive directors. The Nomination Committee has satisfied itself that these directors meet the criteria for independence in terms of King III.

Newly appointed directors

As stated above, in terms of the Company's MOI, new directors may only hold office until the next annual general meeting, at which time they will be required to retire and offer themselves for re-election. Mark Cutifani, Peter Mageza, Nombulelo Moholi, Dhanasagree Naidoo and Anthony O'Neill shall retire, and being eligible and offer themselves for re-election at the forthcoming annual general meeting.

The Board has established a number of standing committees that are ultimately accountable to it.

Induction of directors

A formal induction process for directors is in place. Upon appointment, directors are provided with recent Board and committee documents, information on legal and governance obligations, the Company's MOI and recent reports. Guidance is provided on the requirements of the JSE Limited (JSE), King III and the Companies Act, No 71 of 2008, as amended from time to time. Directors are entitled to seek independent legal advice at the cost of the Company. Educational visits are arranged to underground and opencast mines, the processing operations, projects and joint ventures. In addition the Board attended an introduction to mining course in 2013.

Meetings are arranged between new directors and members of Exco, to ensure that the former develop a full grasp of their areas of responsibility and of the complex businesses and operations that make up the Group.

Rotation of directors

In terms of the Company's MOI, a third of directors retire by rotation each year and are eligible for re-election by shareholders at the annual general meeting. Having concluded its assessment, the Nomination Committee recommends the re-election of the following retiring directors: Richard Dunne, Khanyisile Kweyama, René Médori and Bongani Nqwababa. These retiring directors are eligible for, and will be offering themselves for, re-election at the forthcoming annual general meeting.

Board evaluation

Five new directors were appointed during the course of 2013. Owing to this and in order to allow the induction programme to be completed, the Board decided to postpone its evaluation process to the first quarter of 2014.

Director training and development

All directors are expected to keep abreast of changes in trends in the business and in the Group's environment and markets.

Site visits to the operations are arranged at least twice a year to familiarise the directors with the operational and environmental aspects of the business.

Remuneration of directors

The remuneration of directors is set out in the remuneration report on page 61 and 62.

Company secretary

The Group company secretary is responsible for providing guidance to the chairman and directors, both individually and collectively, on their duties, responsibilities and powers. The Group company secretary also advises on corporate governance, and on compliance with legislation and the JSE Listings Requirements.

At the Nomination Committee meeting held on 31 January 2014, the company secretary provided the Committee with documentary evidence of her levels of competence in terms of fulfilling her responsibilities as company secretary, which included her qualifications and experience. Ms Viljoen has 17 years' experience in the company secretarial field, having held consulting and in-house positions, and has never been censured by the JSE or penalised or fined for any misconduct. The Committee, having assessed her abilities as part of her recruitment process and based on her qualifications, experience and the level of competence she has demonstrated since joining Amplats, as required in terms of section 3.84(i) of the JSE Listings Requirements, agreed that Ms Viljoen is sufficiently qualified, competent and experienced to act as company secretary of Amplats and accordingly made this recommendation to the Board. This recommendation was endorsed and confirmed by the Amplats Board at its meeting held on 31 January 2014. Ms Viljoen had recused herself from the deliberations on her suitability to act and perform the role and duties of company secretary.

The Board furthermore endorsed the recommendation of the Nomination Committee that the company secretary maintained an arm's length relationship with the executive team, Board of directors and individual directors and that the company secretary is not a director of Amplats or any of its subsidiaries.

Conflicts of interest

On a quarterly basis, the Company actively solicits from its directors details regarding external shareholdings and directorships that have the potential to create conflicts of interest while they serve as directors on the Board. The declarations received from the directors are closely scrutinised by both the chairman and the company secretary, and are tabled at the beginning of each quarterly Board meeting. Where a conflict arises, directors are required to recuse themselves from the discussions. As far as possible, the Company requires that directors avoid any potential conflicts of interest.

Share dealings

The Company has a policy that regulates dealings in the Company's shares by its directors and applicable employees. No Group director or employee may deal, directly or indirectly, in the Company's shares on the basis of previously unpublished, price-sensitive information and/or during "closed periods". These closed periods include the periods between the Company's interim and financial year-end reporting times and the dates on which the relevant results are published, and any time when the Company is trading under a cautionary announcement.

COMMITTEES OF THE BOARD

The Board has established a number of standing committees that are ultimately accountable to it. These committees assist the Board by focusing on specialist areas. The committees meet independently, and provide feedback to the main Board through their chairman. The roles of, and representation on, these sub-committees are listed in the table on page 50.

Directors' attendance at Board and committee meetings in 2013

	Board	Special Board	Board strategy session	Audit and Risk Committee	Governance Committee	Nomination Committee	Remuneration Committee	Safety & Sustainable Development (S&SD) Committee	Social, Ethics & Transformation (SET) Committee
Number of meetings held for the year	5	3	1	4	3	4	6	4	4
Directors									
Valli Moosa (Chairman)	5	2/3	1	3/3	3	4	2/2	4	4
Christopher Griffith (Chief executive)	5	3	1	4*	3*	2/2*	6*	4*	3/4*
Brian Beamish[1]	3/3	1/2	1	NM	NM	NM	4/4	3/3	NM
Cynthia Carroll[2]	1/2	2/2	NM	NM	NM	1/2	NM	NM	NM
Mark Cutifani[3]	3/3	0/1	1	NM	NM	2/2	NM	NM	NM
Richard Dunne	5	3	1	4	2/3	4	5/6	4	3/4
Bongani Khumalo[4]	3/5	2/3	1	NM	2/3	NM	NM	3/4	2/4
Khanyisile Kweyama	5	2/3	1	3/4	2/3	NM	NM	NM	2/4
Wendy Lucas-Bull[5]	4/5	3	1	NM	2/3	NM	6	3/4	3/3
Peter Mageza[6]	2/3	1/1	1	1/1	1/1	NM	NM	NM	NM
Nombulelo Moholi[7]	3/3	0/1	1	NM	1/1	NM	1/1	NM	2/2
René Médori	4/5	2/3	1	NM	NM	NM	NM	NM	NM
Anthony O'Neill[8]	1/1	0/1	NM	NM	NM	NM	NM	NM	NM
Dhanasagree Naidoo[9]	3/3	1/1	1	1/1	1/1	NM	NM	NM	NM
Bongani Nqwababa	5	3	1	4*	3*	NM	NM	NM	NM
Sonja Sebotsa[10]	0/2	0/1	NM	0/1	0/1	NM	NM	NM	NM
John Vice	5	3	1	4	3	NM	NM	NM	NM

** By invitation*
NM – Non-member
1 Resigned 30 September 2013
2 Resigned 26 April 2013
3 Appointed 26 April 2013
4 Resigned 31 December 2013
5 Resigned 1 January 2014
6 Appointed 1 July 2013
7 Appointed 1 July 2013
8 Appointed 30 October 2013
9 Appointed 1 July 2013
10 Resigned 1 February 2013

In addition to the abovementioned committees of the Board, several operating committees function in the Group. The Executive Committee (Exco) comprises directors of wholly owned subsidiary company Anglo Platinum Management Services Proprietary Limited, which is the provider of the major portion of financial, technical and administrative advisory services to the Company. Members of the Exco are detailed on pages 42 and 43 of this report. Exco usually meets on a weekly basis. The Operations Committee (Opsco) is chaired by the CEO and is constituted of the heads of all departments. Opsco meets on a monthly basis to review the Company's operating performance.

Board committees

	Role	Members
Executive Committee	Recommends policies and strategies; monitors implementation; deals with all executive management business; responsible for all strategic matters not expressly reserved for the Board.	Chris Griffith[◈], Andrew Hinkly, Pieter Louw, Lorato Mogaki[1], Ben Magara[2], Archie Myezwa*, Mary-Jane Morifi[3], July Ndlovu, Bongani Nqwababa, Dean Pelser[15], Vishnu Pillay, Gordon Smith[4]
Operations Committee	Responsible for all operational matters; coordinates, manages and monitors resources; regularly reviews risk to achieve the Group's aims.	Chris Griffith[◈], Andrew Hinkly, Pieter Louw, Lorato Mogaki[1], Johannes Mokoka, Ben Magara[2], Archie Myezwa*, Mary-Jane Morifi[3], July Ndlovu, Bongani Nqwababa, Dean Pelser, Vishnu Pillay, Martin Poggiolini[5], Gordon Smith[4]
Audit and Risk Committee	Monitors adequacy of financial controls and reporting; reviews audit plans and adherence to these by external and internal auditors; ascertains the reliability of the audit; ensures financial reporting complies with the International Financial Reporting Standards and the Companies Act; reviews and makes recommendations on all financial matters; nominates auditors for appointment; monitors the Company's appetite for risk, and also the concomitant controls required. Governance of risk and IT.	Richard Dunne[◈], Peter Mageza[6], Valli Moosa[7], Dhanasagree Naidoo[6], Sonja Sebotsa[8], John Vice
Governance Committee	Reviews quality of corporate governance and makes recommendations to the Board; advises directors and management on the Companies Act, JSE Listings Requirements, King III and other governing legislation.	Valli Moosa[◈], Richard Dunne, Bongani Khumalo[14], Khanyisile Kweyama, Wendy Lucas-Bull[11], Peter Mageza[6], Nombulelo Moholi[6], Dhanasagree Naidoo[6], Sonja Sebotsa[8], John Vice[9]
Nomination Committee	Considers suitable nominations for appointment to the Board and succession planning; makes appropriate recommendations based on qualifications and experience.	Valli Moosa[◈], Cynthia Caroll[10], Mark Cutifani[9], Richard Dunne
Remuneration Committee	Establishes the overall principles of remuneration and determines the remuneration of executive directors and executive heads; considers, reviews and approves Group policy on executive remuneration and communicates this to stakeholders in the Company's annual report.	Richard Dunne[◈], Brian Beamish[12], Wendy Lucas-Bull[11], Valli Moosa, Nombulelo Moholi[13]
Safety & Sustainable Development Committee (S&SD)	Develops frameworks, policies and guidelines for S&SD management and ensures their implementation; monitors Group compliance with relevant legislation. Evaluates all material sustainable-development impacts in light of the precautionary principle, and advises the Board accordingly. The committee has a reporting line into the SET Committee and the Audit and Risk Committee, and directly into the Board.	Dorian Emmett[◈], Brian Beamish[12], Richard Dunne, Bongani Khumalo[14], Wendy Lucas-Bull[11], Valli Moosa, Chris Griffith, Dean Pelser[15]
Social, Ethics & Transformation Committee (SET)	Monitors and develops the Company's compliance with section 72(8) of the Companies Act read inconjunction with regulation 43. Also monitors the Company's goals in respect of the 10 principles set out in the United Nations' Global Compact (UNGC); the recommendations on corruption of the Organisation for Economic Co-operation; the Employment Equity Act, No 55 of 1998, as amended; the Broad-Based Black Economic Empowerment Act, No 53 of 2003, as amended; and other corporate citizenship, labour and employment principles.	Nombulelo Moholi[◈6], Wendy Lucas-Bull[7], Richard Dunne, Dorian Emmett, Khanyisile Kweyama, Bongani Khumalo[14], Lorato Mogaki[1], Valli Moosa, Sonja Sebotsa[8]

[1] *Appointed 1 July 2013*
[2] *Resigned 26 April 2013*
[3] *Resigned 31 December 2013*
[4] *Appointed 1 September 2013*
[5] *Appointed 1 January 2013*
** Acting*
[6] *Appointed 19 July 2013*
[7] *Resigned 19 July 2013*
[8] *Resigned 1 February 2013*
[9] *Appointed 26 April 2013*
[10] *Resigned 26 April 2013*
[◈] *Chairman*
[11] *Resigned 1 January 2014*
[12] *Resigned 30 September 2013*
[13] *Appointed 30 October 2013*
[14] *Resigned 31 December 2013*
[15] *Appointed 1 February 2013*

The Amplats Integrated Report's development has been guided by The International <IR> Framework, published by the International Integrated Reporting Council in December 2013.

THE GOVERNANCE OF RISK

The Board of directors of Amplats has specific responsibility over risk management in the Group. The Board has delegated this function to the Audit and Risk Committee, which regularly reviews significant risks and also the mitigating strategies designed to manage these risks. The Audit and Risk Committee reports to the Board on material changes in the Group's risk profile. The risk-management process is facilitated by Anglo American Business Assurance Services (ABAS), however, overall accountability and responsibility for risk management rests with Amplats' Board of directors, senior management team and other officers.

THE GOVERNANCE OF INFORMATION TECHNOLOGY

Amplats has adopted the methodology of the IT Governance Institute and the COBIT (Control Objectives for Information and Related Technology) framework in order to meet the requirements for IT Governance of King III. The Board has officially delegated the responsibility for IT governance to the Audit and Risk Committee. The activities of this committee in respect of IT governance are detailed on pages 67 and 68.

COMPLIANCE WITH LAWS, CODES, RULES AND STANDARDS

Compliance with, and enforcement of, the Companies Act, the JSE Listings Requirements, legislation governing the mining industry and the Company's governance policies are monitored and tracked through internal monitoring and reporting systems, reviews, and internal and external audits.

INTERNAL AUDIT

The internal audit is an independent appraisal function that examines and evaluates the activities and the appropriateness of our systems of internal control, risk management and governance. Internal audit services are provided by the Anglo Business Assurance Services Department of Anglo Operations Proprietary Limited. The Audit and Risk Committee is satisfied that internal audit has met its responsibilities for the year with respect to its terms of reference. Audit plans are presented in advance to the Audit and Risk Committee and are based on an assessment of areas of risk involving an independent review of the Group's own risk assessments. The internal audit team attends and presents its findings to the Audit and Risk Committee.

GOVERNING STAKEHOLDER RELATIONSHIPS

Principle 8.1 of the King III prescribes that the board should take account of the legitimate interests of stakeholders in its decisions and that stakeholders should be identified and their expectations need to be managed.

The main identified stakeholders are employees, unions, national government, provincial government, local and district government and municipalities, state-owned enterprises, media, investors, customers, suppliers, educational institutions, business partners, local and traditional communities and non-government organisations. Refer to pages 36 and 37 for the stakeholder engagement process.

The Company has systems and processes in place to ensure stakeholders are actively engaged and the legitimate issues considered in decision-making processes within the Company.

INTEGRATED REPORTING AND DISCLOSURE

The Amplats Integrated Annual Report's development has been guided by The International <IR> Framework published by the International Integrated Reporting Council in December 2013. In the integrated report the Company strives to report on the linkages and interdependencies between the factors that enable the Company to create value. The report includes details on our business model and strategy; how the Company responds to our external environment; the risks and opportunities faced; how the Company identifies and responds to the legitimate needs and interests of key stakeholders; activities and performance, as well as the outlook for the Company in the medium to long term.

REMUNERATION REPORT

INTRODUCTION

The report this year is again presented in two parts, with the first part setting out the Company's remuneration philosophy and policy, and the second part detailing the implementation of the policy in the 2013 financial year. We have included a section on package design in part one, linked to the actual package outcomes for the year in part two. We have set out the outcomes of short and long-term incentives for the executive directors and prescribed officers, and provided detail regarding their computation. Additionally, we have included responses to specific shareholder concerns raised in respect of the 2012 remuneration policy.

PART 1: REMUNERATION PHILOSOPHY AND POLICY

The Committee

Role of the Committee

As a committee of the Board, the Committee assists in setting the Company's remuneration policy and directors' and prescribed officers' remuneration. The Committee operates according to its terms of reference, which are published on the Company's website. The Committee's responsibilities are to:

- make recommendations to the Board on the general policy on remuneration, benefits, conditions of service and staff retention;
- conduct an annual review of the remuneration packages of the executive directors and prescribed officers, including a risk-based monitoring of incentives;
- determine the specific remuneration packages of executive directors and prescribed officers; and
- design and monitor the operation of the Company's share incentive plans.

The full terms of reference of the Committee are aligned with the Companies Act and King III and embrace best practice.

Members of the Committee

The individuals listed below served as members of the Committee during the year:

- Wendy Lucas-Bull (resigned as Committee chairman with effect from 1 January 2014)
- Richard Dunne (served as a Committee member and appointed as Committee chairman with effect from 1 January 2014)
- Brian Beamish (resigned as Committee member on 30 September 2013)
- Valli Moosa (appointed as Committee member on 19 July 2013)
- Nombulelo Moholi (appointed as Committee member on 30 October 2013)

During the course of the year, the majority of the members of the Committee, including the chairman, were independent non-executive directors.

Attendance at Committee meetings

The Committee met six times during 2013. Please refer to page 49 of the Corporate Governance Report for directors' attendance at the Committee meetings. The chief executive; a representative from Anglo American plc; the executive head: human resources; the head of remuneration and benefits; the compliance officer of employee share schemes; and representatives of PricewaterhouseCoopers (PwC) attended the Committee meetings by invitation and assisted the Committee in its deliberations, except when issues relating to their own remuneration were discussed. No director or executive is involved in deciding his or her own remuneration. In 2013 the Committee received advice from Anglo American plc's Human Resource Department and from PwC UK as independent advisers.

Summary of remuneration activities undertaken/ decisions made during the year

The main issues considered and approved by the Committee during 2013 were as follows:

- Amendments to the Committee's terms of reference.
- Approval of the remuneration report.
- Review of shareholder feedback following the annual general meeting.
- Short-term incentive targets and payments for executive directors and prescribed officers.
- Approval of the business unit multiplier for the purpose of the short-term incentive payments to the rest of the employees (excluding bargaining unit employees).
- Approval of the 2013 share incentive plan awards and vesting of the 2010 awards.
- Annual salary review for executive directors and prescribed officers.
- Annual salary adjustments for all employees who were not bargaining unit employees.
- Mandating the increase range for bargaining unit employees.
- Restructuring of the Executive Committee and approval of the remuneration packages for the incoming members.
- The policy on internal and external directorships.
- Review of executive service agreements.
- Review of fees payable to non-executive directors.
- Approval of 2014 incentive schemes and performance conditions for executive directors and prescribed officers.
- Ratification of a process governing voluntary separation.

The Company's auditors, Deloitte and Touche, have not provided advice to the Committee. However, as in 2012, at the request of the Committee they have undertaken certain verification procedures on the calculation and disclosure of the remuneration of directors and prescribed officers.

Remuneration philosophy

The Company's remuneration philosophy is to attract and retain high-calibre individuals and to incentivise them to develop and implement the Company's business strategy to optimise the creation of long-term shareholder value.

The policy conforms to King III and is based on the following principles:

- Remuneration practices are aligned with corporate strategy.
- Total rewards are set at levels that are competitive within the relevant market.
- Incentive-based rewards are earned through the achievement of demanding performance conditions consistent within shareholder interests over the short, medium and long terms.
- Incentive plans, performance measures and targets are structured to operate effectively throughout the business cycle.
- The design of long-term incentives is prudent and does not expose shareholders to unreasonable financial risk.

Elements of remuneration

The table below summarises the key elements of the total remuneration package paid to executive directors and prescribed officers during the 2013 financial year. A number of structural changes to the variable elements of pay are envisaged for 2014, as depicted in the table. The total remuneration package is benchmarked annually in relation to the market and takes into account the performance of the Company and individuals in determining quantum and design.

Element	Fixed/variable	Definition
Base salary	**Fixed**	The fixed element of remuneration is referred to as base salary.
Benefits	**Fixed**	Benefits include membership of a retirement fund and a medical aid scheme to which contributions are made by both the individual and the Company.
Short-term incentive (STI)	**Variable**	The STI is delivered as follows: (i) Annual cash incentive An annual short-term incentive paid in cash provides executive directors and prescribed officers with an incentive to achieve the Company's short- and medium-term goals, with payment levels based on both corporate and individual performance. (ii) Deferred bonus shares under the Bonus Share Plan (BSP) Bonus shares are based on performance during the financial year in the same manner as the cash award, and are further subject to a three-year holding period before vesting, during which they remain restricted.
Long-term Incentive Plan (LTIP)	**Variable**	The LTIP is awarded as conditional shares, with Company performance vesting conditions measured over a three-year performance period.

Package design

The table below provides an overview of the structure and design of the remuneration packages of each executive applicable from 2014. The graphs set out the chief executive pay mix (Figure 1), the finance director pay mix (Figure 2) and the prescribed officers' pay mix (Figure 3). The actual annual package outcome for each individual represented in the table is disclosed in Figures 6 to 8 in part 2 of this report.

Executive	Expected on-target BSP (% of base salary) Cash incentive	Bonus shares	At-grant expected value LTIP (% of base salary)
Chief executive	52.0	52.0	82.6
Financial director	52.0	52.0	68.8
Prescribed officers	49.0	49.0	68.8

Figure 1: Chief executive paymix

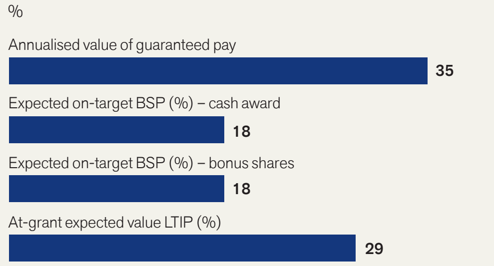


Figure 2: Finance director paymix

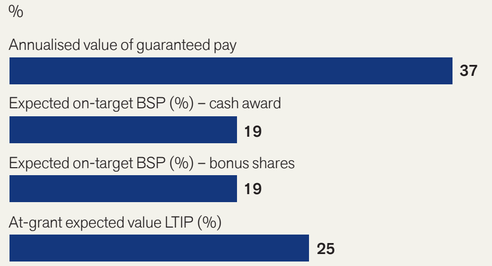
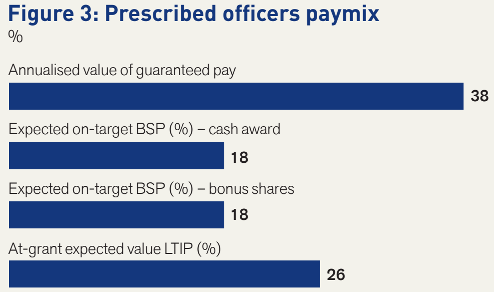


Figure 3: Prescribed officers paymix



Base salary

The base salary is set to be competitive with reference to market practice in companies comparable in terms of size, market sector, business complexity and international scope. Base salary is subject to annual review. Company performance, affordability, individual performance, changes in responsibilities and average increases granted to general staff are taken into consideration when determining the size of any increase.

Benefits

Pension contributions are made to a defined contribution retirement fund that includes the following:

- Disability benefits (75% of monthly pensionable emoluments).
- Death benefits (4 × annual pensionable emoluments).

The contribution rates are 7.3% of the basic employment cost from the employee, and 14.6% of basic employment cost by the employer.

Short-term Incentive (STI)

Purpose	To encourage and reward delivery of the Company's strategic priorities. To help ensure, through the share-based elements, that any resulting performance is sustained over the longer term, in line with shareholder interests.
Participants	The STI is extended to the executive directors, prescribed officers and other members of management.
Elements	There are two elements to the awards made under the STI: • The annual cash incentive which is linked to performance during the financial year, and is payable at the end of the relevant financial year. • The award of forfeitable bonus shares, which are awarded at the end of the relevant financial year. These bonus shares are linked to performance during the financial year in the same manner as the annual cash incentive, and are further subject to a three-year holding period before vesting, during which they remain restricted. The bonus shares will be forfeited if the participant leaves employment during the restricted period (except in a number of limited "good leaver" circumstances). Participants earn dividends on the bonus shares.
Operation and performance measures	The award for the executive directors and prescribed officers is determined on the basis of Company performance as well as Individual Performance Assessment (IPA), on an additive basis. In the case of the chief executive, a Company performance weighting of 75% and an IPA weighting of 25% apply and are considered appropriate. In the case of the finance director and other prescribed officers, a 60% Company weighting and a 40% IPA weighting apply.

Maximum value of annual cash incentive	**CEO:** In the case of the chief executive, a higher Company weighting is considered appropriate and his annual cash incentive is computed as follows: [Company performance (maximum 75) + IPA (maximum 25)] × maximum bonus (80%) = annual cash incentive % **Finance director:** [Company performance (maximum 60) + IPA (maximum 40)] × maximum bonus (80%) = annual cash incentive % **Prescribed officers:** [Company performance (maximum 60) + IPA (maximum 40)] × maximum bonus (75%) = annual cash incentive %
Maximum value of bonus shares	For 2013, the maximum face value of the award is 100% of the annual cash incentive. The face value of the award is equal to the award price on date of grant multiplied by the number of shares.
Changes for 2014	The maximum cash bonus for the CEO will be reduced from 80% to 70% of basic salary, and the bonus share matching percentage will be increased from 100% to 150% of the annual cash incentive. His total maximum STI will thus increase from 160% to 175% and therefore the portion of the STI delivered in bonus shares will increase. The maximum cash bonus and bonus share matching percentage will remain unchanged for the finance director. Prescribed officers will move to the cash-award scheme that is in operation for the remainder of the employees (excluding the bargaining unit employees). In terms of this scheme, the annual cash incentive is calculated as follows: Target bonus % × IPA modifier × Business Multiplier = bonus % A target bonus percentage of 30% will apply for 2014. As the proposed target bonus is lower than the target bonus that applied up to 2013 (approximately 49%), the maximum face value of the bonus share award will be increased from 100% to 140% of the annual cash incentive. The Business Multiplier is determined at the end of the year taking into account the business's performance against the targets set at the start of the year.
Company and individual limits	An aggregate limit applies – see further details under the LTIP.

Long-term Incentive Plan (LTIP)

Purpose	The LTIP closely aligns the interests of shareholders and executives by rewarding superior performance and by encouraging senior executives to build up a shareholding in the Company. The performance conditions have been selected because they clearly incentivise the creation of shareholder value.
Participants	Executive directors and prescribed officers.
Operation	Participants receive conditional shares that vest after three years, subject to the satisfaction of Company performance conditions over a three-year performance period.
Maximum value of award	For 2013 the maximum annual face value of the LTIP award is 150% of base salary for the CEO, and 125% of base salary for the CFO and the prescribed officers.
Performance measures	Two stretching performance conditions are applicable to the 2013 awards: • A Total Shareholder Return (TSR) index benchmarked against the returns of a group of seven comparable companies. Vesting is on a sliding scale and commences when the Company's TSR performance is 10% below the index; 50% vesting is reached when the Company achieves TSR equal to the index. Maximum vesting (100%) is reached at 25% above the index. Linear vesting occurs between these points. • An Asset Optimisation and Supply Chain (AOSC) efficiency measure. The Company's AOSC programmes strive to unlock value from the Company's assets in a sustainable way through structured programmes aimed at reducing costs, increasing volumes and improving overall operational efficiencies. This audited measure assesses AOSC benefits on a basis similar to that used by Anglo American plc for some years. Vesting is on a sliding scale and commences when the Company achieves 90% of the three-year AOSC target. Maximum vesting is reached at 10% above the three-year value target.
Performance period	The performance conditions are measured over a three-year period, commensurately with the financial years of the Company.

Changes for 2014	The following changes are planned for 2014: • The AOSC performance condition will be replaced by Return on Capital Employed (ROCE). Whilst AOSC is viewed as an effective measure and has been aligned with a specific asset optimisation and supply chain initiative, we have had feedback from institutional investors indicating their preference for a return on capital measure. In line with the current strategic focus of the Company and investor feedback, it was decided to change the AOSC performance condition to ROCE. • The weighting of the performance conditions for 2014 will be 50% TSR and 50% ROCE. • The maximum face value of the LTIP awards for the CEO and the CFO will remain unchanged. • As the maximum face value of BSP awards will be increased for prescribed officers, the maximum face value of their LTIP awards will be reduced from 125% to 100% of base salary for the awards to be made in April 2015, but will remain 125% for those to be made in April 2014.
Company and individual limits	The aggregate limit for the BSP and the LTIP is 26,339,152 of shares, representing around 10% of the issued capital. However the Company does not issue new shares, it purchases them in the market and the number of awards outstanding is currently less than 1%. The directors have no intention of utilising the maximum number of shares.

[1] *AngloGold Ashanti, African Rainbow Minerals, Goldfields, Harmony Gold Mining, Impala Platinum, Northam Platinum and Lonmin (JSE).*

Cash bonus awards to managers and executives aged between 58 and 60

The Company's long-term incentive plan rules do not permit allocations to managers and executives within two years of retirement. Therefore, in order to continue to recognise individual performance and the contribution of managers who have reached the age of 58, a cash payment (in lieu of these long- term incentive awards) was implemented with effect from 1 March 2008. Cash payments under the LTIP are awarded annually based on the fair value of the grant that the executive would have been entitled to under the LTIP. In the case of the BSP, cash payments are awarded annually based on the actual bonus earned by the individual. To qualify, participants are required to remain in the employ of the Company until the normal retirement age of 60.

Kotula Trust Employee Share Ownership Plan

Purpose and background	In accordance with its strategic transformation objectives, the Company recognises the importance of giving all its employees an opportunity to participate in the success of its business. Accordingly, during 2008 the Company implemented its employee share participation scheme, the Anglo Platinum Limited Kotula Trust Employee Share Ownership Plan (ESOP or the Scheme), in order to incentivise all its employees and align their interests with those of shareholders in achieving growth in the Company's value. The Scheme empowers those employees of the Company who do not otherwise participate in the Company's share incentive plans to acquire shares in the Company, subject to the provisions of the Scheme.
Operation	The Kotula Trust (the Trust) subscribed on 16 May 2008 for 1,008,519 ordinary shares and 1,512,780 'A' ordinary shares, which represented approximately 1% of the share capital of the Company. The 'A' ordinary shares were created specifically to ease the Scheme's implementation. The Trust allocates 10 million Kotula shares to participants annually, conditional on the participant being in the employment of the Group on 31 March of that year. On each vesting date, the beneficiaries become entitled to receive distribution shares and correspondingly realise that portion of their Kotula shares that corresponds to the distribution shares distributed by the Trust. In November of each year, the Trust may make a distribution to beneficiaries (after making provision for Trust expenses and liabilities) in proportion to the number of Kotula shares that have accumulated in the Trust as at the dividend date, provided dividends are declared by the Company.
Vesting	Vesting occurs on the fifth, sixth and seventh anniversaries of the subscription date.

Legacy plans

Executive Share Option Scheme (ESOS)

Prior to 2009, share options were allocated annually to managers and executives. Such options are conditional on performance and are subject to a three-year vesting period. The option prices were set at the market prices on the dates immediately prior to allocation. Shares equal to the growth in the value of the options from the allocation date to the exercise date are transferred to the participants upon exercise, provided that the performance condition has been met.

The performance condition for each annual award was an increase in headline earnings per share measured in US dollars of at least 6% over the three-year period. If the condition is not met after three years, it is tested again in line with market practice in the fourth year and if required in the fifth year, whereafter the options lapse. Options are normally exercisable, subject to satisfaction of the performance condition, between three and 10 years from the date of grant. In terms of the ESOS, the last retesting of the last grant awarded took place in 2013.

Former share option schemes

Certain managers still hold share options granted under the previous Amplats share option scheme. No allocations have been made under this scheme since 2004. These options were allocated at the middle-market price ruling on the trading day prior to the date of allocation, and they vest after stipulated periods, and are exercisable up to a maximum of 10 years from the date of allocation (the last possible date of exercise being 1 June up to 2014).

Shareholding targets for executive directors and prescribed officers

In order to align management's interests directly with those of shareholders and to encourage long-term commitment, within three years of their appointment executive directors and prescribed officers are expected to accumulate a holding of shares and conditional awards in the Company. The value of these holdings and awards is 250% of annual base salary for the chief executive; and 200% of annual base salary for the financial director and other prescribed officers. We believe that this holding requirement is in line with best practice in terms of good governance.

In accumulating the holding targets, executive directors and senior executives are not required to use their own funds to purchase shares in the market as it is anticipated that the retention of all or a portion of the share incentive awards will satisfy this goal. In measuring the extent to which the guidelines have been satisfied, holdings are valued at closing prices at the end of each financial year and base salary is taken as the amount earned in respect of the financial year just ended. At 31 December 2013, the shareholdings/awards held by those executives that have been in their roles for three years or more are expected to exceed the requirements of this policy as shown in the table in Part 2 of this report.

Service contracts of executive directors and prescribed officers

In order to reflect their responsibilities appropriately, all the executive directors and the prescribed officers have contracts with Amplats or its subsidiaries. The contracts are indefinite in duration and include notice periods of six months in the case of the CFO and 12 months for the CEO. Executive directors and prescribed officers are subject to a restraint-of-trade period of six months following their date of termination of employment.

External appointments

Executive directors are not permitted to hold external directorships or offices without the approval of the Board. If such approval is granted, directors may retain the fees payable from one such appointment.

Non-executive directors

Non-executive directors do not participate in the Company's annual bonus plan, or in any of its long-term incentive plans, and do not have contracts of employment with the Company. Their appointments are made in terms of the Company's articles of association and are confirmed initially at the first annual general meeting of shareholders following their appointment, and thereafter at three-year intervals. Their fees are reviewed by the Company on an annual basis and submitted to shareholders for annual approval.

The fees reflect the directors' role and membership of the Board and its subcommittees, as tabulated in Part 2 of this report. A fee for any additional special meetings over and above the Board meetings was approved on 26 April 2013 until the next annual general meeting.

Non-binding advisory vote

Shareholders are requested to cast a non-binding advisory vote on the aforementioned Part 1 of this report.

PART 2: DISCLOSURE OF THE IMPLEMENTATION OF THE POLICIES FOR THE FINANCIAL YEAR

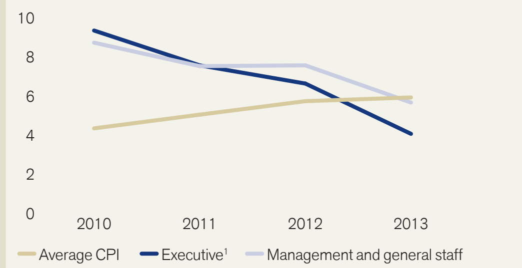
Base salary adjustments

In determining the base salary increases for executive directors and prescribed officers, the Committee considered the average increases allocated to the general staff population and also used relevant market data provided by PwC. The comparator companies for specific benchmarks are based on an industry comparator group (comprising AngloGold Ashanti Limited, ArcelorMittal South Africa Limited, Exxaro Resources Limited, Gold Fields Limited, Impala Platinum Holdings Limited, Kumba Iron Ore Limited, Lonmin Plc and Sasol Limited); and also on a size-based comparator group (comprising

AngloGold Ashanti Limited, Aspen Pharmacare Holdings Limited, Exxaro Resources Limited, Impala Platinum Holdings Limited, Imperial Holdings Limited, Kumba Iron Ore Limited, Mediclinic Southern Africa Limited , Sasol Limited, Shoprite Holdings Limited, The Bidvest Group Limited, Tiger Brands Limited, Vodacom Group Limited and Woolworths Holdings Limited).

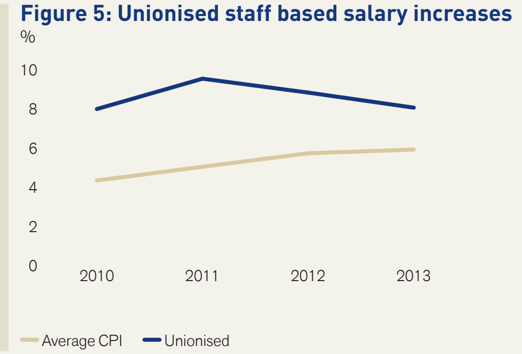
The average rate of increase of base salary for executive directors and prescribed officers will be 6% in 2014 (2013: 4%). This compares with an average base salary increase of 6.5% for managers and general staff in 2014 (2013: 5.6%). Employees in NUM and UASA bargaining units received an average increase of 8% in December 2013 with the more junior employees receiving up to 8.5% (2012: 14.97%). Agreement has not currently been reached with AMCU. The graphs below indicate the increases to executives and management against CPI (Figure 4) and the increases of unionised staff against CPI (Figure 5).

Figure 4: Executive and management based salary increases



[1] *The executive increases include certain change of role increases in addition to cost of living increases*

Figure 5: Unionised staff based salary increases



The annual increases for the executives, management and general staff have over the past few years, with the exception of 2010, been less than those granted to the bargaining units. The increases granted to the bargaining units were between 3% and 4% in excess of CPI, and the increases granted to all other employees were closer to CPI over the past two years.

STI awards (cash and deferred bonus shares)

The Company delivered better performance in 2013 in the context of difficult labour and operational conditions, with a return to profitability and good performance with respect to production and significant progress towards zero harm to our employees. We missed some of our productivity, waste stripping, asset optimisation and supply chain and unit cost targets, but the overall outcome was better than 2012. Executive directors' and prescribed officers' incentives showed a commensurate increase.

The annual cash incentive and award of bonus shares are detailed below.

Satisfaction of performance measures (CEO and CFO)

The extent to which the annual performance measures were met during 2013 is set out below.

CEO: CI Griffith

CEO measures	Weighting	Measures
Company performance measures	75	Score = 52
Safety	15	This includes a reduction in fatalities, reduction in LTIFR and Risk Control Measures (RCM) assessment
Operational performance	33	This includes equivalent refined production, operational improvement targets, asset optimisation and supply chain and unit costs
Reorganisation	8	Portfolio review savings
Financial	19	This includes measures of marketing and commercial savings, a measure of operating profit, Anglo American plc EPS and Anglo American Platinum EPS
Personal performance	25	Score = 23
Overall performance	100	Score = 75
Resulting annual cash incentive	75% x 80%	R4,048,442
Resulting Bonus Share award	60%	R4,048,442

Finance director: B Nqwababa

Finance director measures	Weighting	Measures
Company performance measures	60	Score = 37.8
Safety	15	This includes a reduction in fatalities, reduction in LTIFR and Risk Control Measures (RCM) assessment
Operational improvement	10	This includes refined production and productivity
Production	15	This includes measures of Pt oz sold and refined
Financial	20	This includes measures of asset optimisation, operating profit, unit costs and portfolio review savings
Personal performance	40	Score = 36
Overall performance	100	Score = 73.8
Resulting annual cash incentive	73.8% x 80%	R2,540,188
Resulting Bonus Share award	59.04%	R2,540,188

Prescribed officers

The performance outcomes for the chief executive officer, finance director and other prescribed officers as at 31 December 2013 are as follows:

Name	Annual cash incentive	Percentage of basic salary	BSP award[1]	Percentage of basic salary
CI Griffith	R4,048,442	60.00	R4,048,442	60.00
B Nqwababa	R2,540,188	59.04	R2,540,188	59.04
A Hinkly	R3,246,053	55.73	R3,246,053	55.73
PJ Louw	R2,208,729	53.85	R2,208,729	53.85
LN Mogaki (appointed 1 July 2013)*	R903,071	52.35	R903,071	52.35
J Ndlovu	R2,196,424	54.60	R2,196,424	54.60
DW Pelser (appointed 1 February 2013)*	R1,703,069	53.85	R1,703,069	53.85
V Pillay	R2,118,190	55.73	R2,118,190	55.73
GL Smith (appointed 1 September 2013)*	R610,672	53.10	R610,672	53.10

[1] *Based on 2013 performance year and to be awarded in 2014.*

LTIPs awarded

The following awards have been granted under the LTIP:

	Number of LTIPs awarded	Market value of the awards
2013		
Executive directors		
CI Griffith	**29,161**	**9,971,312**
B Nqwababa	**15,728**	**5,378,032**
Prescribed officers		
A Hinkly	**16,000**	**5,471,040**
PJ Louw	**14,994**	**5,127,048**
B Magara (resigned 30 June 2013)		**–**
LN Mogaki (appointed 1 July 2013)		**–**
MJ Morifi (resigned 31 December 2013)	**14,882**	**5,088,751**
J Ndlovu	**14,706**	**5,028,570**
D Pelser (appointed 1 February 2013)	**12,612**	**4,312,547**
V Pillay	**13,896**	**4,751,598**
GL Smith (appointed 1 September 2013)		**–**
	131,979	**45,128,898**

2012	Number of LTIPs awarded	Market value of the awards
Executive directors		
NF Nicolau	12,189	5,747,479
B Nqwababa	6,142	2,817,285
CI Griffith		–
Prescribed officers		
A Hinkly	5,585	2,543,928
K Kweyama	4,914	2,238,310
PJ Louw	5,959	2,714,313
B Magara	5,640	2,568,964
MJ Morifi	5,707	2,599,465
J Ndlovu	5,537	2,522,064
D Pelser		
V Pillay	5,426	2,471,457
	57,099	26,223,265

Long-term incentive vesting outcomes

LTIP awards

The vesting of LTIP awards is based on the achievement of two stretching performance conditions measured over a three-year period. The extent to which the performance measures applicable to the 2011 award were met is detailed below.

LTIP measures	Below	Threshold	Target	Above
Total shareholder return (50%)				
Asset optimisation and supply chain (50%)				
LTIP award vesting		25.25%		

Total remuneration outcomes

The composition of remuneration outcomes in 2013 for the chief executive, the finance director and the prescribed officers is represented graphically below.

Figure 6: CEO remuneration outcomes %

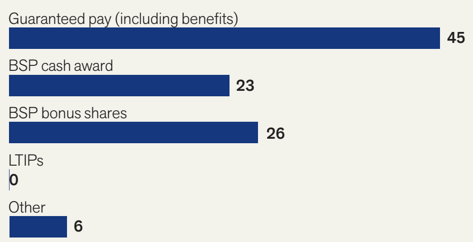


Figure 7: Finance director remuneration outcomes %

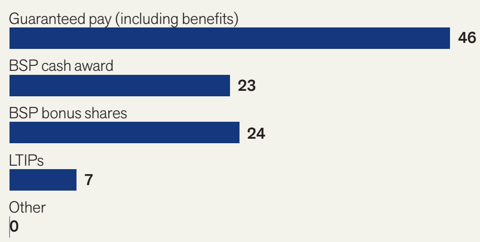
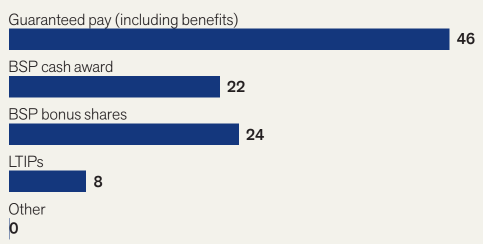


Figure 8: Prescribed officers remuneration outcomes (average) %



Increase in non-executive director fees

Benchmarking of the non-executive director fees indicated that the chairman's fees are in line with the market, but the rest of the non-executive director fees are somewhat below market norms. The chairperson will thus receive an inflation-related increase of 6%, and other non-executive members will receive an increase of 9%. In future, the non-executive director fees will be reviewed every three years, with inflation-related adjustments in the intervening years. Please refer to the section on 'Special Resolution 1' in the notice of annual general meeting, detailing the increase in non-executive directors' fees, which include special fees for additional meetings. Non-executive directors' fees were not increased in 2013.

Directors' remuneration

2013 remuneration

The table below provides an analysis of the remuneration of executive directors and prescribed officers in 2013:

Names	Base salary	Benefits (Retirement and medical aid)	Cash incentive[1]	BSP shares awarded[2]	Other	LTIP[3]	Total remuneration
Executive directors							
Current							
CI Griffith	6,747,404	1,172,007	4,048,442	4,609,792[4]	986 ,993[5]		17,564,638
B Nqwababa	4,302,480	664,644	2,540,188	2,540,188		712,713	10,760,213
Prescribed officers							
Current							
A Hinkly	5,056,842	743,985	3,246,053	3,246,053			12,292,933
PJ Louw	4,101,636	662,798	2,208,729	2,208,729		676,218	9,858,110
LN Mogaki (appointed 1 July 2013)	1,725,066	260,657	903,071	903,071			3,791,865
J Ndlovu	4,022,760	637,450	2,196,424	2,196,424		628,377	9,681,435
D Pelser (appointed 1 February 2013)	3,162,621	504,052	1,703,069	1,703,069			7,072,811
V Pillay	3,801,144	567,347	2,118,190	3,091,628[6]		622,755	10,201,064
GL Smith (appointed 1 September 2013)	1,150,044	176,851	610,672	610,672			2,548,239
Former							
B Magara[7]	2,011,380	311,976					2,323,356
MJ Morifi (resigned 31 December 2013)	4,070,916	637,119			8,834,224[5]	670,085	14,212,344
Total	40,152,293	6,338,886	19,574,838	21,109,626	9,821,217	3,310,148	100,307,008

Notes

Base salary includes cash and travel allowance.

Benefits include Amplats Retirement Fund and medical aid contributions.

1 *Based on the 2013 year's performance and paid in 2014.*

2 *Based on 2013 performance year and awarded in 2014. The BSPs granted in respect of 2013 performance are disclosed as remuneration in this remuneration report (subject to the grant date being finalised in the second quarter of 2014). This is because it is performance over the year under review that determines the award value, with future vesting subject only to continued employment.*

3 *The value of LTIPs granted in April 2011, with a performance period that ran from 31 December 2010 and ended on 31 December 2013, is deemed to be earned in the 2013 financial year. LTIPs have been calculated based on 25.25% vesting at the Company's volume weighted average share price for the last three months of 2013.*

4 *Cash awards include termination payments for MJ Morifi in terms of a mutual separation agreement and a value for personal use of a Company asset by CI Griffith.*

5 *Includes replacement awards for benefits lost on resignation from previous employer.*

6 *Approved top up BSP awards.*

7 *B Magara resigned from the executive committee 26 April 2013 and left the employ of the Company on 30 June 2013.*

2012 remuneration

The table below provides an analysis of the remuneration of executive directors and prescribed officers:

Names	Base salary	Benefits (Retirement and medical aid)	Cash incentive[1]	BSP shares awarded[2]	Other	LTIP[3]	Total remuneration
Executive directors							
Current							
CI Griffith (appointed 1 September 2012)	2,126,784	366,050	641,219	3,327,032	328 ,997[4]		6,790,082
B Nqwababa	4,137,012	634,672	878,907	2,636,721		101,973	8,389,285
Former							
N Nicolau (left 19 July 2012)	4,299,179	738,680			12 ,591,936[4]	221,611	17,851,406
Prescribed officers							
Current							
A Hinkly	4,253,190	625,864	959,616	2,878,846			8,717,516
PJ Louw	3,943,872	626,166	741,141	2,223,423		99,163	7,633,765
B Magara	3,868,032	595,535	784,909	2,354,725		94,345	7,697,546
MJ Morifi	3,914,340	602,273	720,913	2,162,737		95,550	7,495,813
J Ndlovu	3,800,216	590,048	728,395	2,185,183		89,929	7,393,771
V Pillay	3,654,948	531,795	700,551	3,019, 991[5]			7,907,285
Former							
K Kweyama (resigned 31 August 2012)	2,412,844	380,885	924,949				3,718,678
Total	36,410,417	5,691,968	7,080,600	20,788,658	12,920,933	702,571	83,595,147

Notes

Base salary includes cash and travel allowance.

Benefits include Amplats Retirement Fund and medical aid contributions.

[1] *Based on 2012 performance year and paid in 2013.*

[2] *Based on 2012 performance year and awarded in 2013.*

[3] *LTIPs granted in 2010, vesting in 2013 (5.7%), with performance period ended in 2012 calculated at the Company's volume weighted average share price for the last three months of 2012.*

[4] *Cash awards include termination payments for N Nicolau in terms of a mutual separation agreement and a value for personal use of a Company asset by CI Griffith.*

[5] *Includes replacement awards for benefits lost on resignation from previous employer.*

Aggregate holding of long-term incentives for executive directors

The tables below deal with the Company's prior and current long-term incentives as at 31 December 2013:

	Opening balance at 1 January 2013	Granted during the year	Date of grant	Awards exercised	Date of exercise	Conditional forfeiture	Date of conditional forfeiture	Closing balance at 31 December 2013	Earliest date of vesting
Bonus Share Plan									
CI Griffith	–	11,399	26/04/2013					11,399	26/04/2016
B Nqwababa	14,900	7,730	26/04/2013	(2,740)	16/05/2013			19,890	
								4,211	12/05/2014
								4,400	21/07/2014
								3,549	10/05/2015
								7,730	26/04/2016
Long-term Incentive Plan									
CI Griffith	–	29,161	26/04/2013	–		–		29,161	26/04/2016
B Nqwababa	17,605	15,728	26/04/2013	256	6/05/2013	(4,235)	6/05/2013	28,842	
								6,972	12/05/2014
								4,913	10/05/2015
								1,229	10/05/2015
								15,728	26/04/2016
Executive Share Option Scheme									
CI Griffith	1,979	–		–		–		1,979	1/03/2016
CI Griffith	8	–		–		–		8	1/03/2015

Interests of executive directors and prescribed officers in beneficially held and conditional shares as at 31 December 2013

Director	Base salary	Beneficial, bonus shares and LTIPs as a percentage of base salary for current employees	Total	Beneficially held	Bonus shares	Share options	LTIPs – conditional and non-conditional
CI Griffith	6,982,931	230	42,694	147	11,399	1,987	29,161
B Nqwababa	4,302,486	449	48,988	256	19,890	–	28,842
AR Hinkly	5,437,806	217	30,024	–	8,439	–	21,585
PJ Louw	4,101,632	433	45,045	–	17,477	–	27,568
L Mogaki	3,450,127	72	6,320	–	5,457	–	863
MJ Morifi	4,070,919	402	41,584	283	14,157	–	27,144
J Ndlovu	4,022,754	466	61,998	4,377	16,872	14,359	26,390
D Pelser	3,450,127	282	24,676	5,930	6,134	–	12,612
VP Pillay	3,801,148	548	52,918	31	27,473	–	25,414
GL Smith	3,450,127	83	16,862	1,375	4,961	9,619	907
			369,734	11,024	132,259	25,965	200,486

Non-executive directors' fees

Non-executive directors' fees for 2013

Names	Directors' fees	Committee fees	Total remuneration
Current			
M Cutifani[3, 8] (appointed 26 April 2013)	**131,978**	**59,820**	**191,798**
RMW Dunne[1, 2, 3, 4, 5, 6]	**208,710**	**558,330**	**767,040**
K Kweyama[2, 6, 7]	**208,710**	**159,520**	**368,230**
NP Mageza[1, 2] (appointed 1 July 2013)	**111,855**	**82,238**	**194,093**
R Médori[8]	**193,710**	**–**	**193,710**
NT Moholi[2, 4, 6] (appointed 1 July 2013)	**96,855**	**109,720**	**206,575**
V Moosa[1, 2, 3, 4, 5, 6]	**900,304**	**500,378**	**1,400,682**
D Naidoo[1, 2] (appointed 1 July 2013)	**111,855**	**82,238**	**194,093**
A O'Neill[8] (appointed 30 October 2013)	**33,162**	**–**	**33,162**
JM Vice[1, 2]	**208,710**	**156,892**	**365,602**
Former			
BR Beamish[4, 8] (resigned 30 September 2013)	**145,283**	**123,915**	**269,198**
CB Carroll[3, 8] (resigned 26 April 2013)	**366,268**	**42,120**	**408,388**
BA Khumalo[2, 5, 6] (resigned 31 December 2013)	**208,710**	**239,280**	**447,990**
WE Lucas-Bull[2, 4, 5, 6] (resigned 1 January 2014)	**208,710**	**374,246**	**582,956**
SEN Sebotsa[1, 2, 6] (resigned 1 February 2013)	**16,143**	**21,839**	**37,982**
Total	**3,150,963**	**2,510,536**	**5,661,499**

[1] *Audit Committee member.*
[2] *Corporate Governance Committee member.*
[3] *Nomination Committee member.*
[4] *Remuneration Committee member.*
[5] *Safety & Sustainable Development Committee member.*
[6] *Social, Ethics & Transformation Committee member.*
[7] *Directors' fees ceded to Anglo Operations Limited (AOL), a wholly owned subsidiary of Anglo American plc.*
[8] *Directors' fees ceded to Anglo American Services UK Limited, a wholly owned subsidiary of Anglo American plc.*

Non-executive directors' fees for 2012

Names	Directors' fees	Committee fees	Total remuneration
Current			
CB Carroll[8]	1,123,375	–	1,123,375
BE Beamish[4, 5, 8]	190,970	137,093	328,063
RMW Dunne[1, 2, 3, 4, 5, 6]	190,970	531,623	722,593
Bongani Khumalo[2, 5, 6]	190,970	225,354	416,324
WE Lucas-Bull[2, 4, 5, 6]	190,970	396,116	587,086
R Médori[8]	190,970	–	190,970
V Moosa[1, 2, 3, 5, 6]	337,013	371,909	708,922
SEN Sebotsa[1, 2, 6]	190,970	247,822	438,792
K Kweyama[2, 6, 7, 8] (appointed 15 October 2012)	48,428	39,880	88,308
JM Vice[1] (appointed 30 November 2012)	16,143	–	16,143
Former			
GG Gomwe[2, 6, 7, 8] (resigned 15 October 2012)	142,543	106,842	249,385
A Kekana[1, 2] (resigned 25 September 2012)	142,543	134,155	276,698
TA Wixley[1, 2, 3, 4, 6] (resigned 30 March 2012)	45,688	103,675	149,363
Total	3,001,553	2,294,469	5,296,022

[1] *Audit Committee member.*
[2] *Corporate Governance Committee member.*
[3] *Nomination Committee member.*
[4] *Remuneration Committee member.*
[5] *Safety & Sustainable Development Committee member.*
[6] *Social, Ethics & Transformation Committee member.*
[7] *Directors' fees ceded to Anglo Operations Limited (AOL), a wholly owned subsidiary of Anglo American plc.*
[8] *Directors' fees ceded to Anglo American Services UK Limited, a wholly owned subsidiary of Anglo American plc.*

Stakeholder engagement

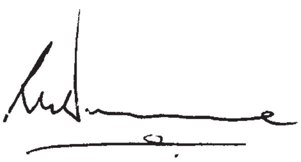
We treasure our continued engagement of our various stakeholders, and we endeavour to maintain our relationships with them all, in the hope that we will continue to receive their valued input.

Summarised below are the concerns raised by our shareholders during the 2013 financial year; and the actions taken by the Committee in relation to them.

Concern raised	The response of and/or action taken by the Committee
The Company should disclose compensation information provided to next-of-kin in cases of work-related fatalities.	This has been addressed in the Sustainable Development Report 2013.
The justification for the level of annual incentive payments and the calculation of BSP awards was queried. In addition, a question was raised as to how the remuneration paid to senior executives could be justified in the face of social and economic conditions.	We have provided enhanced disclosure of the performance areas, measures and weightings this year. While the Company is extremely concerned about the prevailing social and economic conditions, it is also conscious of the need to offer competitive remuneration to executives in order to attract and retain key leadership, management and technical skills, without which the Company will be unable to generate the cash resources to pay workers and create employment.
The level of detail relating to the individual performance-assessment measures of the annual short-term incentive was felt to be inadequate. More detail was requested.	Greater detail is provided in part 2 of this report.
The additional BSP share awards in 2013 were questioned.	This was a specific decision in 2013 where the cash portion of the award was reduced and the share portion increased in the light of prevailing circumstances. The standard policy mix of cash and shares has been applied this year.
The share-usage limits under the BSP and LTIP were felt to be excessive.	The overall JSE and shareholder-approved limits for these plans is 10% of the current issued share capital, but in fact the Company does not issue shares, it purchases them in the market and the number of awards outstanding is currently less than 1%. The directors have no intention of utilising the maximum number of shares.
The appropriateness of the AOSC performance measure under the LTIP was queried.	The AOSC metric is explained in greater detail in Part 1 of the remuneration report. However, with effect from 2014, this performance measure will be replaced with the return on capital employed (ROCE) condition as set out above.

Approval

This remuneration report was approved by the Board of directors of the Company on 31 January 2014.



Richard Dunne
Remuneration Committee chairman

31 January 2014

AUDIT AND RISK COMMITTEE REPORT

Richard Dunne
Audit and Risk Committee chairman

Based on the processes and assurances obtained, we believe that the Company's accounting practices are effective.

This report is provided by the Audit and Risk Committee (the Committee) appointed in respect of the 2013 financial year of Amplats in compliance with section 94(7)(f) of the Companies Act, No 71 of 2008, as amended.

The Committee is a committee of the Board of directors. In addition to having specific statutory responsibilities to the shareholders in terms of the Act, it assists the Board through advice and submissions on financial reporting; oversight of the risk-management process and internal controls; the fulfilment of its external and internal audit functions; information technology (IT) governance; and management of the statutory and regulatory compliance of the Company.

TERMS OF REFERENCE

During the year, the Committee reviewed and revised its terms of reference in order to align its role and responsibilities to achieve full alignment with recommended practice and the role and responsibilities of the other Board committees. The new terms of reference were approved by the Board on 1 February 2013. A detailed work plan was also developed to ensure that the Committee fulfilled its statutory and regulatory obligations.

MEMBERSHIP

The Committee was appointed by the shareholders at the annual general meeting held on 26 April 2013. Shareholders will be requested to approve the appointment of the members of the Committee for the 2014 financial year at the annual general meeting scheduled for 2 April 2014. It comprises solely independent non-executive directors.

During the year under review the members were:

- RMW Dunne (Chairman)
- MV Moosa (Resigned as member – 19 July 2013)
- JM Vice
- NP Mageza (Appointed – 19 July 2013)
- D Naidoo (Appointed – 19 July 2013)

It is noted that Mr Valli Moosa stepped down as a member of the Committee on 19 July 2013, owing to his appointment as chairman of the Board on 26 April 2013 and in accordance with King III, which recommends against the chairman of the board being a member of the Audit and Risk committee.

The chief executive, the finance director, senior executives of the Group, and representatives from the external and internal auditors attend the Committee's meetings by invitation only. The internal and external auditors have unrestricted access to the Committee. Both the internal and the external auditors have an opportunity to meet with the Committee's members without management being present.

MEETINGS

The Committee held four meetings during the year. Details of members' attendance at the meetings are set out on page 49.

PURPOSE

The purpose of the Committee is to:

- assist the Board in discharging its duties in relation to the Group and make recommendations to the Board regarding the safeguarding of assets, the operation of adequate systems, controls and reporting processes and the preparation of accurate reporting and financial statements in compliance with all applicable legal and regulatory requirements and accounting standards;
- perform the functions set out in section 94 of the Act; and
- provide the Social, Ethics & Transformation (SET) Committee with a written report after each Committee meeting on matters relating to internal financial controls, internal audit, and corruption and fraud risks that fall within the Committee's terms of reference for inclusion in the SET Committee's report.

EXECUTION OF FUNCTIONS

The Committee has executed its duties and responsibilities during the financial year in accordance with its terms of reference as they relate to the Group's accounting, financial reporting practices and finance function, external audit, internal audit and internal control, integrated reporting, risk management and IT governance.

In respect of the external audit, during the year under review, the Committee, among other matters:

- nominated Deloitte & Touche and J Welch as the external auditor and designated auditor respectively to the shareholders for appointment as auditor for the financial year ended 31 December 2013, and ensured that the appointment complied with all applicable legal and regulatory requirements for the appointment of an auditor;
- approved the external audit engagement letter, the plan and the budgeted audit fees payable to the external auditor;
- reviewed the audit, evaluated the effectiveness of the auditor and its independence, and evaluated the external auditor's internal quality control procedures;
- obtained the annual written statement from the auditor that its independence was not impaired;

- determined the nature and extent of all non-audit services provided by the external auditor and pre-approved all non-audit services undertaken;
- obtained assurance that no member of the external audit team had been employed by the Company or its subsidiaries during the year;
- obtained assurances from the external auditor that adequate accounting records were being maintained;
- considered whether any reportable irregularities had been identified and reported by the external auditors in terms of the Auditing Profession Act, No 26 of 2005 and determined that there were none; and
- approved the external auditor and the designated independent auditor for each of the Group's South African subsidiary companies.

The Committee confirms that the auditor and the designated auditor are accredited by the Johannesburg Stock Exchange Limited (JSE).

In respect of the financial statements, the Committee, among other matters:

- confirmed the going concern as the basis of preparation of the interim and annual financial statements;
- reviewed compliance with the financial conditions of loan covenants and determined that the capital of the Company was adequate;
- examined and reviewed the interim and annual financial statements, and also all financial information disclosed to the public prior to submission and approval by the Board;
- ensured that the annual financial statements fairly present the financial position of the Company and the Group as at the end of the financial year, and also the results of operations and cash flows for the financial year, and considered the basis on which the Company and the Group was determined to be a going concern;
- considered accounting treatments, significant unusual transactions and accounting judgements;
- considered the appropriateness of the accounting policies adopted and changes thereto;
- reviewed the external auditor's audit report;
- reviewed the representation letter, signed by management, relating to the Group financial statements;
- considered any areas of concerns identified, and reviewed any significant legal and tax matters that could have a material impact on the financial statements; and
- met separately with management, external audit and internal audit.

In respect of internal control and internal audit, including forensic audit, the Committee, among other matters:

- reviewed and approved the annual internal audit charter and audit plan, and evaluated the independence, effectiveness and performance of the Internal Audit Department and compliance with its charter;
- considered the reports of the internal and external auditors on the Group's systems of internal control including financial controls, business-risk management and maintenance of effective internal control systems;
- received assurance that proper and adequate accounting records were maintained and that the systems safeguarded the assets against unauthorised use or disposal thereof;
- reviewed significant issues raised by the internal and forensic audit processes and the adequacy of corrective action in response to significant internal and forensic audit findings;
- assessed the adequacy of the performance of the internal audit function, and assessed the performance of the head of the internal audit function and the adequacy of the available internal audit resources and found them to be satisfactory; and
- based on the above, formed the opinion that there were no material breakdowns in internal control, including in financial controls, business risk management and the maintenance of effective material control systems.

In respect of IT, which will continue to be an outsourced shared service from Anglo Operations Proprietary Limited, the Board has officially delegated the responsibility of IT governance to the Audit and Risk Committee.
The Committee, insofar as relevant to its functions:

- conducted an assessment during the third quarter of 2013 to review the internal controls that management had instituted to ensure effective governance of IT in line with King III requirements. The Committee will continue to perform an oversight role to ensure the enhanced governance of IT on behalf of the Board. (In accordance with the Authority Manual, an IT investment report for IT investments over R500 million and/or the top 10 IT investments would be submitted for consideration and approval by the Board);
- implemented the COBIT (Control Objectives for Information and Related Technology) framework as the official governance compliance framework for IT. A detailed mapping of the current maturity of the IT organisation against a desired end-state maturity of the aforementioned COBIT areas was conducted. This mapping formed the mainstay and logical structure for the review of the Amplats IM Governance arrangements. It also acted as the mechanism to monitor, evaluate and access the ongoing status and overall compliance with statements of intent and of how gaps would be closed;
- reviewed IT risks and governance;
- conducted a workshop to familiarise the members with the Group's holistic IT environment; and
- reviewed the Group's policies on IT risks, and found them to be sound.

In respect of risk management, the Committee:

- reviewed the Group's policies on risk assessment and risk management as they pertain to financial reporting and the going-concern assessment, and found them to be appropriate;
- considered and reviewed the findings and recommendations of the Safety and Sustainable Development (S&SD) Committee; and
- received a written assessment of the effectiveness of the Company's system of internal controls and risk management from the Anglo Business Assurance Services Department of Anglo Operations Proprietary Limited.

In respect of sustainability issues contained in the Sustainable Development Report 2013, the Committee has:

- overseen the process of sustainability reporting and considered the findings and recommendations of the S&SD Committee; and
- met with PricewaterhouseCoopers (PwC), Company senior management and the internal auditors to consider the PwC findings on assurance and also to make appropriate enquiries from management; and
- received the necessary assurances through this process that material disclosures are reliable and do not conflict with the financial information.

In respect of legal and regulatory requirements, to the extent that it may have an impact on the financial statements, the Committee:

- reviewed with management, legal matters that could have a material impact on the Group;
- reviewed with the Company's internal counsel, the adequacy and effectiveness of the Group's procedures to ensure compliance with legal and regulatory responsibilities;
- monitored complaints received via the Group's ethics line, including complaints or concerns regarding accounting matters, internal audit, internal accounting controls, contents of the financial statements, potential violations of the law and questionable accounting or auditing matters; and
- considered reports provided by management, the internal auditor and the external auditor regarding compliance with legal and regulatory requirements.

In respect of the coordination of assurance activities, the Committee:

- reviewed the plans and work outputs of the external and internal auditors and concluded that these were adequate to address all significant financial risks facing the business;
- considered the expertise, resources and experience of the finance function; and
- considered the appropriateness of the experience and expertise of the finance director.

INDEPENDENCE OF EXTERNAL AUDITOR

After taking the following factors into account, the Committee is satisfied that Deloitte & Touche is independent of the Group:

- Deloitte & Touche made the necessary representations to the Committee.
- The auditor does not, except as external auditor or in rendering permitted non-audit services, receive any remuneration or other benefit from the Company.
- The auditor's independence was not impaired by any consultancy, advisory or other work undertaken by the auditor.
- The auditor's independence was not prejudiced as a result of any previous appointment as auditor.
- The criteria specified for independence by the Independent Regulatory Board for Auditors and international regulatory bodies have been met.

Based on the processes followed and assurances received, nothing has come to our attention with regards to the external auditor's independence. We have recommended to the Board that Deloitte & Touche should be reappointed for the 2014 financial year.

FINANCE FUNCTION

We believe that Mr Bongani Nqwababa, the Group finance director, possesses the appropriate expertise and experience to meet his responsibilities in that position as required by the JSE.

We are satisfied with the:

- expertise and adequacy of resources within the finance function; and

- experience of the head: finance and performance management, Corporate Finance and the finance controller.

Based on the processes and assurances obtained, we believe that the Company's accounting practices are effective.

ANNUAL FINANCIAL STATEMENTS AND INTEGRATED REPORT

Following the review by the Committee of the annual financial statements of Amplats for the year ended 31 December 2013, the Committee is of the view that in all material respects the statements comply with the relevant provisions of the Act and the International Financial Reporting Standards, and fairly present the consolidated and separate financial position at that date and the results of operations and cash flows for the year then ended.
The Committee has also satisfied itself of the integrity of the remainder of the integrated annual report. Having achieved its objectives, the Committee has recommended the financial statements and integrated annual report for the year ended 31 December 2013 for approval to the Board. The Board has subsequently approved the financial statements, which will be open for discussion at the forthcoming annual general meeting.

On behalf of the Committee

Richard Dunne
Audit and Risk Committee chairman

31 January 2014

SOCIAL, ETHICS & TRANSFORMATION COMMITTEE REPORT

Nombulelo Moholi
Social, Ethics & Transformation Committee chairman

The Board of Amplats and the Social, Ethics & Transformation Committee (the Committee) have pleasure in submitting the Committee's report for the financial year ended 31 December 2013.

The composition of the Committee is in line with the requirements of section 72(8) of the Companies Act, No 71 of 2008, and its associated regulations.

THE ROLE OF THE COMMITTEE

As required by the Companies Act, the role of the Committee is to:

- Oversee and monitor activities relating to:
  - social and economic development including the principles contained in the United Nations Global Compact, and the recommendations regarding corruption, employment equity and broad-based black economic empowerment set out by the Organisation for Economic Co-operation and Development.
  - good corporate citizenship including the promotion of equality, the prevention of unfair discrimination, and corporate social responsibility.
  - safety, health and the environment.
  - consumer relationships.
  - labour, employment and skills development.
- Recommend to the Board key policies and guidelines for the management of the abovementioned social, ethics and transformation (SET) priorities.
- Consider reports and feedback from any other committees in relation to social, ethics and transformation priorities, and contribute to other committee initiatives where there is an overlap of responsibility.
- Receive a report from the S&SD Committee on safety, health and environmental matters as they pertain to the overall responsibility of the Committee.
- Evaluate management's performance against Board-approved targets and/or policies on matters relating to SET priorities.
- Report to shareholders at the Company's annual general meeting on the matters relating to SET priorities.

COMPOSITION

The Committee is made up of executive members and also non-executive directors, and includes the following members: Nombulelo (Pinky) Moholi who was appointed as chairman of the Committee in place of Wendy Lucas-Bull after the latter resigned from that role with effect from 19 July 2013; Richard Dunne; Dorian Emmett; Khanyisile Kweyama; Lorato Mogaki; and Valli Moosa.

Invitees to the Committee included the chief executive, executive head: corporate affairs, and a representative from the legal department. The Committee met four times during the year.

MAIN INITIATIVES UNDERTAKEN DURING THE YEAR

The Company went through major restructuring in 2013, this was a difficult and traumatic time for many Amplats employees. The Committee's focus in this process was on optimising the Company's efforts to mitigate the negative social impacts resulting from this process. In the first instance, while it became necessary to reduce by 9,000 the number of posts in the Company, no forced retrenchments were necessary. This was thanks to employees taking up offers of voluntary retrenchment and early retirement; and to the redeployment of employees, both to other companies in the Anglo American Group and to those Amplats mines that are in the process of ramping up. In addition, the Company has budgeted R100 million for future job creation initiatives that include housing construction, vamping and rehabilitation work for Amplats, and work in our labour-sending areas.

The Committee is also intent on ensuring that, following the stresses of the restructuring process and the tensions ensuing from the difficult labour relations during the period under review, initiatives are put in place to rebuild the organisation, remotivate employees and ensure the regeneration of the values that are so important to the Company. These efforts all require conscious interventions.

As a Committee, we are still seeking to wholly understand the disruptive events that took place in the workplace and in the communities living close to our operations in 2012. In addition to the work of the Marikana Commission of Inquiry (the Farlam Commission), with which the Company is co-operating fully, we are part of and contributing to a study being coordinated by the Chamber of Mines and conducted by the National Research Foundation to look into these questions. The findings of this study are awaited with great interest.

In the meanwhile, the events of 2012 have naturally focused our minds and prompted us to recommit ourselves to the work the Company has already been doing in playing its part to improve the living conditions of its employees and of the communities adjoining its operations. To this end, we are confident that the ongoing work being done to de-densify Company hostels and ensure single accommodation for all hostel residents will have been completed before the end-of-2014 deadline.

We report elsewhere on Amplats' achievements in respect of its provision of additional housing. However, we acknowledge that many challenges remain; and that better-considered overall strategies need to be developed. This will have to be done in partnership with various levels of government and with our peer companies.

The questions we need to grapple with included employee home ownership, living out allowances and issues pertaining to the migrant labour system.

The Company has continued to spend significant funds on local economic development projects, even during these times of financial stress. We are proud of the work that has been done. However, we also acknowledge that we have to improve the quality of our outputs. There needs to be more emphasis on leveraging better outcomes by carrying out larger regional projects, some of which we can achieve only through collaboration with our peers. We also need to revisit the ways in which we work with the communities we are assisting. This means better engagement with these communities, so as to ensure that we are properly taking into account their preferences and priorities.

This is an approach we are focusing on, particularly in respect of our R3.5 billion Alchemy project. Alchemy was designed to provide direct participation by local communities in the Company; and to promote sustainable socio-economic development in the labour-sending areas and the areas where we mine. Though some of the work we were planning may take longer to complete than was originally envisaged, we cannot proceed without first ensuring that we have gained community consent and support for whatever is done.

The murder of Ms Binky Moseane at our Khomanani Mine in 2012 naturally caused the Company to reflect on steps to enhance the safety of women working underground. In addition to the development of new logistical procedures and the provision of new equipment, the Company initiated an active campaign to conscientise the workforce on the issue of women's rights. In addition, we trust that justice will be done in the near future and that the perpetrator who was arrested for this crime will be brought to book in a court of law.

We would like to acknowledge the work done by non-governmental organisations and of independent environmental, social and governance analysts on Amplats. Although we often do not agree with their assessments of us, we do acknowledge the important role they play in providing perspectives that we need to take seriously in assessing the Company's performance.

Finally, we would like to express our thanks to our fellow directors, and to the senior managers who participate in the work of the committees and who, between them, bring a wealth of knowledge and experience to our work.

COMMITTEE'S REPORT CROSS-REFERENCING TABLE

As some of the Committee's responsibilities and deliberations overlap with the responsibilities of other committees, detailed policy and performance information may be included in other sections of this annual report and also in sections of the Sustainable Development Report 2013.

The following table sets out items as cross-referenced in the integrated and sustainable development reports (both of which are available on www.angloamericanplatinum.com). It highlights this Committee's role in contributing to the responsibilities discussed.

Social, Ethics & Transformation Committee priorities	Other specific reports	Page references: Annual Report (AR) and Sustainable Development Report (SD)
Social and economic development	Report on performance against the principles of the UNGC and the anti-corruption principles of the Organisation for Economic Co-operation and Development:	
	• Human rights	SD64
	• Labour	SD34, AR4
	• Environment	AR138, SD88
	• Anti-corruption	SD64
	Employment equity performance report	SD120, SD160
	Broad-based black economic empowerment report[1]	SD116
Good corporate citizenship	Equity and unfair discrimination policy, strategy and performance report	SD120
	Corruption and business integrity policy, strategy and performance report	SD64
	Community development policy, strategy and performance report	AR139, SD27
Environment, health and safety	Safety policy, strategy and performance report	AR138, SD70
	Health policy, strategy and performance report	AR138, SD78
	Environmental policy, strategy and performance report	AR138, SD88
Consumer relationships	Product stewardship policy and performance report	AR22
Labour and employment	Employment and labour practices policy and performance report	SD120

[1] *References the Mining Charter.*

The Committee is satisfied that the overall principles laid down in the King III and in the Companies Act, No 71 of 2008, as amended, have been adhered to unless specifically stated. This Committee's report has been approved by the Board.

Nombulelo Moholi
Social, Ethics & Transformation Committee chairman

31 January 2014

SAFETY & SUSTAINABLE DEVELOPMENT COMMITTEE REPORT

Dorian Emmett
S&SD Committee chairman

Amplats was a top-ranked mining company on the socially responsible investment index for 2014 and the only mining company to be included in the top six best performers.

THE ROLE OF THE COMMITTEE

The objectives of the S&SD Committee (the Committee), which are guided by the Committee's terms of reference, are to assist the Company in its endeavours to conduct its operations in a responsible manner, and in ways that enable it to achieve a sustainable balance between economic, social and environmental development, with due regard to:

- the safety of its employees and those who work at the operations;
- the health of its employees and those closely associated with the operations;
- the impact of its operations on the environment from a safety, health and environmental (SHE) perspective; and
- Social, Ethics & Transformation Committee and the communities surrounding Company operations.

The Committee provides input into the Audit and Risk Committee and the Social, Ethics & Transformation Committee on a quarterly basis.

The Committee met quarterly during the period under review.

COMPOSITION

In 2013 the Committee comprised non-executive directors and members of the Executive Committee, and was chaired by Dorian Emmett. Its members included the following independent non-executive directors: Richard Dunne, Bongani Khumalo, Wendy Lucas-Bull and Valli Moosa. Brian Beamish and Bongani Khumalo resigned as members of the Committee with effect from 30 September 2013 and 31 December 2013 respectively. Wendy Lucas-Bull resigned post year end on 1 January 2014 as a member.

At the Amplats Board meeting in October, the Nomination Committee recommended, and it was agreed, that going forward the Committee would comprise non-executive directors, the chief executive and the executive head: SHE, and would continue to be chaired by Dorian Emmett. Members of the Executive Committee will attend by invitation.

ACTIVITIES DURING THE YEAR

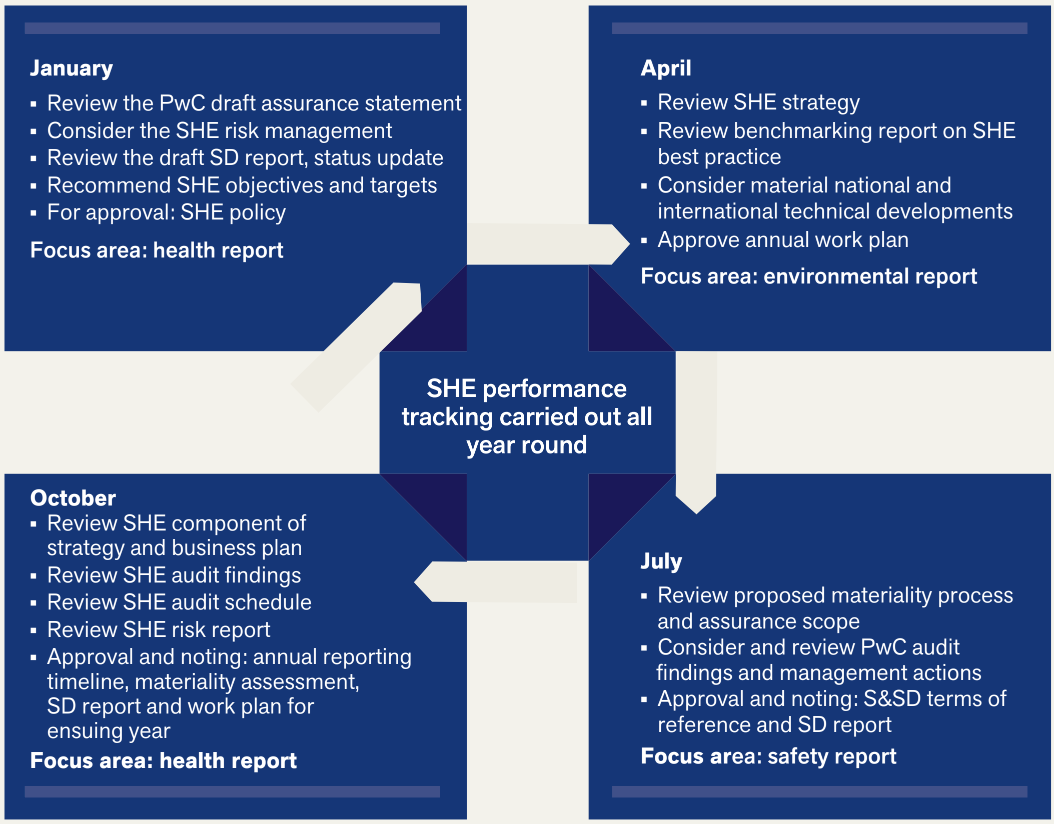
- PricewaterhouseCoopers Inc (PwC) was engaged by the directors of Amplats to perform an independent assurance engagement in respect of selected identified sustainable development information reported in the Amplats Sustainable Development Report for the year ended 31 December 2013. PwC concluded that, based on the results of its procedures:
  - the identified sustainable development information for reasonable assurance for the year ended 31 December 2013 was stated, in all material respects, in accordance with the reporting criteria; and
  - nothing had come to its attention that caused them to believe that the identified sustainable development information for limited assurance for the year ended 31 December 2013 was not stated, in all material respects, in accordance with the reporting criteria.
- For the global reporting initiatives (GRI) review PwC will assure against G4 reporting guidelines for the 2013 report.
- The year also saw a very constructive engagement, arranged by the Committee, between non-executive directors and the chief inspector of mines of the Department of Mineral Resources (DMR). It is believed that this enhanced the Company's and the DMR's mutual understanding of each other's concerns

Key highlights

The key highlights of the Committee's activities were as follows:

- During the year the Committee's terms of reference were reviewed and revised to align its role and responsibilities with changes in legislation, King III and the roles and responsibilities of the other Board committees. New terms of reference were approved by the Board on 1 February 2013, with further minor

SHE performance tracking



amendments approved by the Board in May 2013. A detailed work plan was also developed to ensure that the Committee fulfilled its statutory and regulatory obligations in their entirety.

- In the area of SHE management and performance, the Company continued to show progress. It was pleasing to note the significant overall improvement in the Company's safety performance over the past five years. The Company is conscious of the need to continue to strive to achieve its goal of 'Zero Harm'.
- In the context of managing occupational and non-occupational health risks, the following remained as the five key areas of intervention: occupational health, health promotion, disease management, emergency medical care and public health. A collaborative approach is used to deal with HIV/AIDS and tuberculosis.
- All equipment still emitting noise levels of 110 dB(A) or more was attended to during the year. The envisaged aim was to ensure that, by December 2013, all equipment everywhere in our operations would have

achieved the noise-emission milestone of less than 110 dB(A). This is the culmination of focused noise-control efforts carried out at Amplats over a number of years.

- The Committee plays an oversight role in identifying material SHE risks, and in ensuring that the risk management processes that are used to identify and mitigate safety and sustainable risks are appropriate. It also performs an internal assurance role. The processes involved are aligned with those of Anglo American plc, whose business assurance units are responsible for auditing the integrated risk management process.
- The Committee is responsible for formulating standards, developing policies and setting the strategic direction on SHE and sustainability issues.
- In the course of 2013, the SHE strategy was reviewed and the revised strategy was approved. The strategic thrusts in the important SHE areas included management systems, behaviour/people, engineering/technological solutions and wellness in the workplace.

INITIATIVES

The implementation of the 'Zero Harm in Action' initiative

The 'Zero Harm in Action' initiative was initially rolled out at Tumela Mine and implemented at Thembelani Mine in 2012. The three components were people, systems and technology. Under people the six categories were: risk management, stakeholders, personal enrolment, health, visible felt leadership and best-practice visits.

Our carbon footprint

Amplats has determined its carbon footprint by measuring its greenhouse gas emissions in accordance with the ISO 14064-1 standard. A major step taken to reduce this footprint is the development of hydrogen fuel cells as a source of clean, reliable and cost-effective energy that could be utilised globally.

Awards received during the year

- The sustainable development tool developed by Mogalakwena Mine to ensure that environmental and community costs are considered for all new Amplats projects won the Mail & Guardian's Business Award in 2012.
- In December 2013 the JSE announced that Amplats was a top-ranked mining company on the socially responsible investment index for 2014 and the only mining company to be included in the top six best performers. This ranking is testament to the Company's openness and transparency in dealing with the environmental, social and governance aspects of the business.
- The Company has been recognised through the Carbon Disclosure Project and, for the second year running, has been placed second globally in the JSE's Top 100 Disclosure Projects Leadership Index, in the combined disclosure and performance rankings.

Site visits

The Board of Amplats and the S&SD Committee visited the following operations during 2013:

- Site visit to Twickenham Mine in July
  This included an underground visit where the focus was on winches, supports and the locomotive management system; a surface visit that featured the water-treatment facility and the tailings dam; and a visit to the De Hoop Dam.
- Site visit to RBMR in November
  The main aspects of the visit were the nickel tank house and the Seraleng housing project in Rustenburg.

Global Safety Day on 4 November

The second annual Global Safety Day at Amplats was a pertinent reminder of the need to keep aiming for Zero Harm in Action, every day and at every operation. The theme for 2013 was 'Plan to be safe; plan to deliver; plan together', the key message being that safety is enhanced through effective planning.

Dorian Emmett
Safety & Sustainable Development Committee chairman

31 January 2014

MINING AND OPERATIONAL EXCELLENCE

In realising our strategy to achieve mining and operational excellence we will:

- Achieve **productivity** gains through improved mining and processing efficiencies, greater mining flexibility and enhanced operator skills.
- Better **utilisation** of our shafts, concentrators and process facilities.
- Improve overall **effectiveness** of mining and processing equipment, optimise consumption of mining and processing materials and effectively implement functional centre structures.
- Embed new and improved mining processing **technologies and innovation**, together with more effective information technologies.

Main
Mmabatho Monnahela, marking up the drilling face at Dishaba Mine.

AVERAGE US$ BASKET PRICE PER PLATINUM OUNCE SOLD

(2012: 2,406)

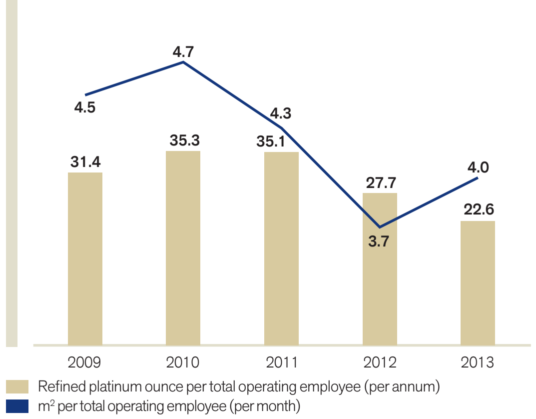
2,326

COST OF SALES

(2012: R41.9bn)

R46.2bn

Total platinum ounce per operating employee



ORE RESERVES AND MINERAL RESOURCES (MT)

	2013	2012
Ore Reserves		
South Africa	**2,115**	1,609
Zimbabwe	**51**	53.7
Total	**2,166**	1,663
Mineral Resources (inclusive of Ore Reserves)		
South Africa	**7,267**	6,957
Zimbabwe	**239**	246
Total	**7,506**	7,203

CREATING A SUSTAINABLE, COMPETITIVE AND PROFITABLE BUSINESSS

Amplats was faced with continued inflationary pressure on costs and overall weak commodity markets, both of which had a negative impact on the Group's financial performance for 2013.

Bongani Nqwababa
Finance director

Sales volumes of 2.3 Moz were aligned to the reduced production level.

The year saw the implementation of the restructuring of the business of Amplats in order to create a sustainable, competitive and profitable business for the long-term benefit of all our stakeholders.

Amplats' headline earnings for the year ended 31 December 2013 were R1.5 billion. This compares with the loss of R1.5 billion incurred in 2012.

The Group incurred a loss attributable to ordinary shareholders of R1.4 billion. This figure is in the main as a result of a number of once-off items. These include the write-down of the carrying value of assets from mines that were placed on care and maintenance as part of the integration of the Rustenburg mining area from five mines into three; restructuring costs amounting to R1.5 billion; and a higher effective tax rate resulting from an additional provision for tax in respect of prior years. The impact of these items was offset by an overall improvement in operating and financial performance from the Group. Attributable loss for the year was R5.25 per share, while headline earnings for this period were R5.56 per share.

For a more comprehensive and detailed account of the Group's financial position and performance, this review should be read in conjunction with the annual financial statements for 2013.

FINANCIAL PERFORMANCE

The key financial indicators underpinning our operating performance during the past year were:

R million	2013	2012	% change	2011
Net sales revenue	**52,404**	42,838	22.3	51,117
Cost of sales	**46,208**	41,948	10.2	42,562
Gross profit on metal sales	**6,196**	890	596.2	8,555
Gross profit margin (%)	**11.8**	2.1	9.7	16.7
Operating profit/(loss)	**1,968**	(6,334)	131.1	7,965
Headline earnings/(loss)	**1,451**	(1,468)	198.8	3,566
Cash generated from operations	**7,279**	2,692	170.4	13,258
Capital expenditure	**6,346**	7,201	11.9	7,504

Revenue

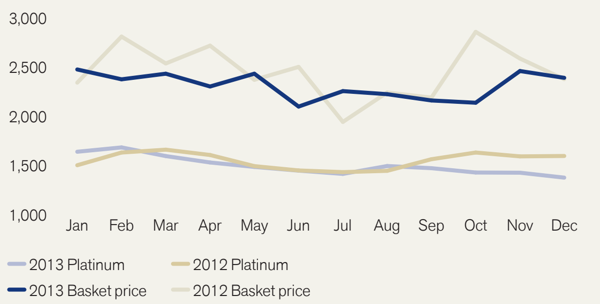
The Group's net sales revenue of R52.4 billion for the year was 22% higher than the net sales revenue of R42.8 billion in 2012.

Refined platinum sales for the year ended 31 December 2013 increased to 2.32 Moz, up 7% from the 2.17 Moz sold in 2012. In line with the Group's strategy, sales volumes of 2.3 Moz are aligned to the reduced production level from the Group's restructured mining portfolio.

R million	2013	2012	% change	2011
Gross sales revenue by metal	**52,822**	43,148	22.4	51,484
Platinum	**33,218**	27,056	22.8	32,171
Palladium	**9,898**	7,133	38.8	7,520
Rhodium	**2,961**	3,046	(2.8)	4,882
Nickel	**2,978**	2,672	11.5	3,180
Other	**3,767**	3,241	16.2	3,731
Commissions paid	**(418)**	(310)	(34.8)	(367)
Net sales revenue	**52,404**	42,838	22.3	51,117

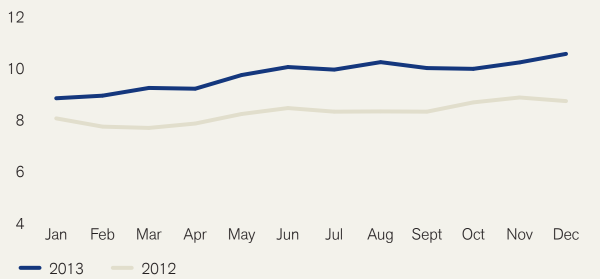
The average US dollar basket price per platinum ounce sold declined further in 2013 – to $2,326, which is lower than the US$2,406 and US$2,698 achieved in 2012 and 2011 respectively. The average US dollar sales price achieved on platinum declined by 3% to US$1,485 per ounce, as the platinum price continues to exhibit price responses that are disconnected from the fundamental supply and demand balances, with overall depressed global sentiment towards commodities weighing on the price for the metal. The average US dollar sales price achieved on palladium was 13% up on the prior year's, from US$640 to US$722 per ounce, while the decline in rhodium prices continued with a further reduction of 17% seen in 2013, from US$1,264 to US$1,053. The average US dollar sales price achieved on nickel declined by 15% to US$14,503 per tonne, as high stock levels, over-capacity and market sentiment contributed to the decrease in price. The basket price achieved was maximised by increasing the contribution of 'minor metal' sales to total revenue.

Average monthly platinum and basket prices
US$/oz

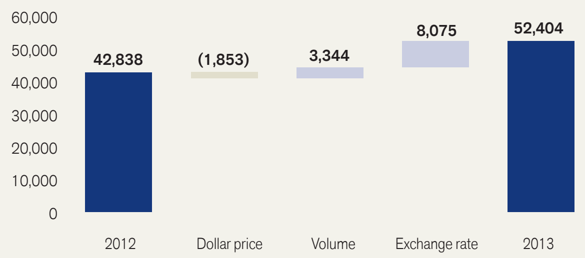


The decline in metal prices was more than offset by a sharp weakening of the average rand/US dollar exchange rate to R9.71/US$1.00, from the R8.22 achieved during 2012. After taking into account the effect of the weakening of the rand against the US dollar, the average rand basket price per platinum ounce was stronger (showing a 14% increase) at R22,586.

Average monthly exchange rate
R/US$



Net revenue
R million



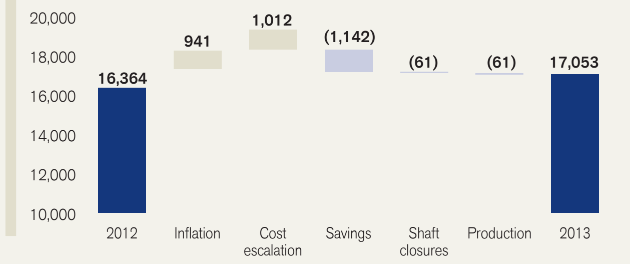
Cost of sales

Cost of sales increased by 10% year on year, from R41.9 billion to R46.2 billion. On-mine operating expenses increased by R2.6 billion or 9.4% between 2012 and 2013. The Group incurred R10.6 billion on the purchase of metals, the increase of 18.1% being the result of a year on year increase in production and rand metal prices. The cost of processing (smelting, treatment and refining) of R5.5 billion decreased by 4.2% from the R5.8 billion incurred in 2012, following various cost-saving initiatives and a reduction in depreciation. Cost of sales benefited from the R3.4 billion movement of inventory during the year. Like the rest of the industry, Amplats experienced mining inflation of around 8.9%, owing to increases in the price of electricity, diesel and labour. The cash cost of the Group is composed principally of labour (41%); stores (27%); electricity, water and other utilities (12%); contractors (6%) and other costs (14%).

R million	2013	2012	% change	2011
On-mine	**30,201**	27,607	(9.4)	25,237
Purchase of metals	**10,582**	8,959	(18.1)	9,193
Processing	**5,546**	5,789	4.2	5,117
Smelting	**2,968**	3,096	4.1	2,801
Treatment and refining	**2,578**	2,693	4.3	2,316
Movement in inventories	**(3,365)**	(3,144)	7.0	203
Other costs	**3,244**	2,737	(18.5)	2,812
Cost of sales	**46,208**	41,948	(10.2)	42,562

The cash operating cost per equivalent refined platinum ounce increased by 4%, from R16,364 to R17,053. The figure reflects continued inflationary pressures offset by an increase in production and the benefit realised through various cost-saving initiatives.

Cash operating cost/refined equivalent platinum ounce
Rands



Operating profit/(loss)

Gross profit on metal sales increased by R5.3 billion to R6.2 billion from the R890 million earned in 2012. With net sales revenue growing by 22.3% year on year and the cost of sales increasing by 10.2%, this resulted in our gross profit margin improving to 11.8% in 2013. After taking into account the scrapping of projects and other assets worth R2.8 billion and restructuring costs of R1.5 billion resulting from the portfolio review, the Group generated an operating profit of R2.0 billion – returning to profitability from the loss of R6.3 billion incurred in 2012.

In summary, the largest contributors to the operating profit for the year were:

- A 7% increase in platinum sales volumes and increases in the volumes of 'minor metals' sold, which positively impacted on revenue by R3.3 billion.
- The average rand/US dollar exchange rate of R9.71/US$1.00, which was weaker than the R8.22 achieved during 2012 and resulted in a positive contribution of some R6.8 billion.

These factors were offset by:

- A weighted average decline of 3% in US dollar basket price, totalling R1.4 billion.
- A R2.8 billion increase in the cost of sales owing to cost escalations above inflation, although these were partially offset by the positive contribution of various business improvement initiatives.

The Group's return on capital employed (ROCE) has improved to 2.7% in 2013, from the negative return of 11.7% in 2012.

As indicated above, the Group's earnings are very sensitive to movements in the prices of the commodities we sell and to the rand/dollar exchange rate. As an indication of this, a 10% change in the exchange rate or basket price achieved for 2013 would have resulted in earnings being some R3.0 billion different from the actual earnings achieved.

Headline earnings/(loss)

Headline earnings increased to R1.5 billion from the loss of R1.5 billion incurred in 2012. The Group recorded headline earnings per share attributable to ordinary shareholders of R5.56, compared to the loss of R5.62 in 2012. The weighted average number of ordinary shares in issue during 2013 was 261.0 million, in line with the figure for 2012. The most significant items excluded from headline earnings (before tax) are the scrapping of projects and other assets worth R2.8 billion; and the impairment of properties to the value of R833 million as part of the refinancing of Atlatsa Resources Corporation (Atlatsa) transactions. The details relating to these two items are provided under the section of this report dedicated to 'Significant accounting matters' (see page 82).

Business improvement and supply chain

The Group's existing asset-optimisation and supply chain programmes have been enhanced through the inclusion of enterprisewide cost-saving and revenue-enhancing initiatives. This approach has progressed from a hypothesis developed during the Platinum Review of 2012 and is now being implemented. A programme management office has been established to ensure that the benefits to be delivered from our various business improvement initiatives – those related to asset optimisation, the Platinum Review and our supply chain – are managed collectively as a coherent programme. The new office will ensure that the programme is characterised by a sense of ownership and discipline and is led with rigour, resulting in the sustainable extraction of value for the Group.

In line with the proposed changes to the footprint of its mining and processing operations, Amplats remains on target to deliver R3.8 billion of annual benefits by 2015. It will achieve this through cost reductions and efficiency improvements, including the savings to be achieved through a re-design of the overhead structure.

Amplats continues to focus on initiatives that deliver value while remaining focused on a sustainable balance sheet. Our business improvement programme continues to deliver operational excellence and improvements in efficiency and productivity, and this has partially offset the impact of the cost pressures experienced during the year. Our cost structures have been analysed in great depth and initiatives have been put in place to address all cost drivers. Substantial value from these initiatives has already been delivered this year:

- In addition to the reduction in our workforce resulting from the portfolio review during the year, we have done away with 994 posts in support services (a reduction of ~30%). This has been made possible by implementing a revised operating model and organisational structure to support the business.
- Maintenance cost-savings at our underground mining operations, proactive asset management and improved maintenance plans have already made a meaningful difference to our costs.
- As part of an ongoing initiative across the Group, electricity consumption is being reduced further through active management and the implementation of various efficiency projects.
- Reducing the stockholding of certain stores items.

Capital expenditure

In an environment of capital austerity, careful consideration is given to determining how projects are prioritised in line with the Company's strategy to increase scrutiny over capital allocation. As a result, capital expenditure declined from R7.2 billion to R6.3 billion in 2013.

Amplats considers the value and risk inherent in all its projects, so as to ensure that:

- the project pipeline aligns with our long-term strategy and with anticipated market demand;
- projects with lower risk profiles and higher returns are given preference;
- other considerations, such as the availability of water and infrastructure, are taken into account;
- capital structure and affordability are considered; and
- the projects we select enhance the Group's overall competitiveness compared with other producers and commodities.

Stay-in-business capital expenditure increased by R566 million to R3.6 billion, while project capital expenditure decreased by R1.7 billion, from R3.38 billion to R1.7 billion, after our review of the Group's capital funding requirements. In line with the Group's strategy, expenditure on expansion projects was spent mostly on the Twickenham Mine project; housing at Unki Mine; the slag-cleaning furnace; the Phase 4 and Phase 5 expansions at Bathopele Mine; and the UG2 Reef expansion at the Modikwa Mine.

The Group capitalised costs of R692 million (2012: R399 million), which was spent on waste stripping at Mogalakwena Mine as part of the life-of-mine plan. Waste tonnes mined increased from 47.7 Mt to 56.3 Mt. In 2013, the cost of mining 25.3 Mt was capitalised (against a capitalisation of 18.1 Mt in 2012).

Interest capitalised during the period decreased from R416 million in 2012 to R390 million in 2013, as a direct consequence of the smaller number of projects in execution. This decrease was partially offset by higher interest paid on total borrowings during the year.

Projects such as the development of Twickenham Mine and the expansion of production capacity at Mogalakwena Mine are in line with our longer-term strategy of increasing our shallow, mechanised and lower-cost production, and will continue to be progressed. For instance, the 5 shaft study at Tumela Mine, aimed at sustaining production levels at the mine, is moving ahead.

Strategically, the Group intends to transition its portfolio of operations towards opencast and shallow mines. Because they are lower-risk, lower-cost and higher-margin operations that lend themselves to more mechanised mining, these mines will support a reduction in Amplats' cost base.

In order to execute the change in production portfolio and invest in maintaining the current installed asset base, capital expenditure for 2014 will be R7.0 billion – or R8.0 billion excluding pre-production costs, capitalised waste stripping and interest.

R million	2013	2012	% change	2011
Capital expenditure, comprising:	**5,264**	6,386	(17.6)	6,578
Expansion	**1,688**	3,376	(50.0)	3,296
Stay-in-business	**3,576**	3,010	18.8	3,282
Capitalised waste stripping	**692**	399	73.4	563
Capitalised interest	**390**	416	(6.3)	363
Total amounts capitalised	**6,346**	7,201	(11.9)	7,504

Working capital

The Group's working capital had increased by R3.1 billion to R16.0 billion as at 31 December 2013, with working capital days increasing from 82 to 108 days as a result. The main contributors to the increase in working capital are the growth in precious metal stock-holding to manage business risks; and an increase in the average stock valuation owing to increases in production costs. The increase in trade receivables stems from the recognition of revenue in respect of the sale of nickel copper matte (NCM) to a third party. The payment for this transaction will flow once the NCM has been refined by the third party and certain precious metals contained within the matte are returned to Amplats.

R million	2013	2012
Inventory	**19,668**	15,937
Trade accounts receivable	**1,483**	917
Trade accounts payable	**(5,162)**	(4,012)
Total	**15,989**	12,842

Cash flows and net debt

The Group generated R7.3 billion in cash from its operations which was R4.6 billion more than the R2.7 billion generated in 2012. These cash flows were used to pay taxation of R679 million; fund our capital expenditure of R6.3 billion (including capitalised interest); contribute towards the funding of our joint-venture and associate operations (R788 million); and settle interest of R522 million to our debt providers during 2013.

Amplats' net debt position at 31 December 2013 was as follows:

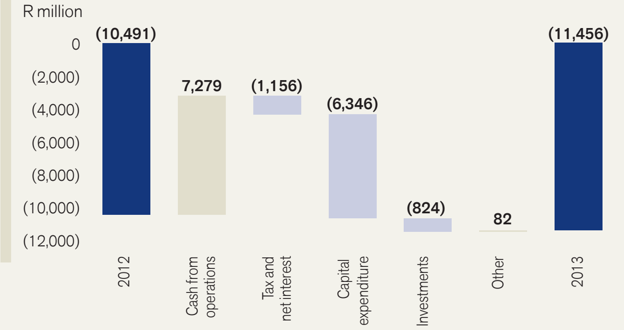
R million	2013	2012
Non-current interest-bearing borrowings	**9,486**	8,104
Current interest-bearing borrowings	**3,132**	4,561
Total	**12,618**	12,665
Cash and cash equivalents	**(1,162)**	(2,174)
Net debt	**11,456**	10,491
Total equity	**50,008**	50,100

As at 31 December 2013, R12.6 billion of the total R22.4 billion in long-term committed debt facilities, together with uncommitted debt facilities of R9.6 billion, had been drawn down. The Group had undrawn committed and uncommitted debt facilities at 31 December 2013 of R19.3 billion (2011: R13.8 billion), R12.4 billion of which is long-term in nature. The debt profile has a longer-term bias, which matches our capital investment programme. For detail on the maturity profile of the Group's debt facilities, refer to note 28 to the Annual Financial Statements 2013 found on pages 224 to 275.

Amplats has two debt covenants: total net borrowings to tangible consolidated net worth; and a threshold below which tangible consolidated net worth should not decrease. Amplats was not in breach of either of its covenants during the year and has significant headroom to meet these covenants in the foreseeable future.

The Group's net debt position at 31 December 2013 amounted to R11.5 billion, after taking into account cash on hand of R1.2 billion, an increase of R1.0 billion from the position at the end of 2012, despite the substantial increase in cash flows from operations as the Group continues to invest in its future. After taking into account an amount of R2.3 billion payable in March 2014 in respect of the settlement of tax relating to prior years, net debt would be ~R14.0 billion on a pro forma basis, and before taking into account cash inflows from ongoing operating activities. It remains, therefore, within the covenant headroom.

Net debt



SHAREHOLDER RETURNS

Share price

Amplats' shareholders comprise only ordinary shareholders. They consist of companies, individuals, pension and provident funds, insurance companies, banks, nominee and finance companies, trust funds and investment companies, and other corporate bodies.

The shareholding of Anglo South Africa Capital Proprietary Limited remained unchanged at 77.96% including shares issued in respect of community economic empowerment transaction.

Amplats' share price came under pressure during the year, declining by 12% from the closing price of R446 at 31 December 2012 to R394 at 31 December 2013. Amplats has underperformed relative to some of its peers in the platinum mining sector, even though it remains in range with its best performing peers over a five-year period.

Five-year Amplats share price

Dividends

The policy to maintain a dividend cover on headline earnings of between 2.0 and 3.0 times, paid out of cash generated from operations, remains unchanged. However, the quantum of the dividend would ultimately be subject to prevailing and expected future economic conditions and funding commitments at the time of consideration by the Board. Owing to the net debt position of the Group and considering future funding requirements and uncertainty in global economic markets, the Board decided not to declare a dividend in 2013. Amplats will continue to monitor its capital requirements and its ability to manage debt levels adequately, and will consider future dividend payments as the situation allows.

SIGNIFICANT ACCOUNTING MATTERS

Scrapping of projects and other assets

Following the announcement of the outcome of its portfolio review on 15 January 2013, and extensive engagement with the South African Government, unions and other stakeholders in the subsequent months, Amplats began to implement the restructuring of its operations. This process led to the consolidation and optimisation of five Rustenburg mining operations into three. The consolidation of Rustenburg was completed in the third quarter of 2013 through the integration of the Khuseleka 2 Shaft and Khomanani Mine into surrounding mines. Union North Mine and Union South Mine were also consolidated as part of the portfolio review. It is believed that the anticipated economic benefits related to certain of the assets and projects at the affected operations are no longer probable, and consequently these assets and projects have been scrapped.

The following projects and other assets, to the value of R2.8 billion (before tax), were scrapped during 2013:

- Khomanani Mine: R1.7 billion
- Khuseleka 2 Shaft: R0.2 billion
- Khuseleka 2 Shaft (including capitalised costs in respect of the ore replacement project): R0.6 billion
- Union North decline shafts: R0.1 billion
- Other assets: R0.2 billion

Refinancing of Atlatsa

Certain steps of the Atlatsa refinancing transaction were partially completed as at 31 December 2013. The completed steps in the refinancing transaction include the sale by Atlatsa of its 51% attributable interest in the Paschaskraal, De Kamp and Boikgantsho farms to Amplats for an aggregate purchase consideration of R1.7 billion. The proceeds on the sale of properties were utilised by Atlatsa to repay a portion of the debt funding provided by Amplats. As the purchase price paid exceeded the fair value of the properties acquired, a loss of R833 million was recognised on the transaction (this amount is excluded from headline earnings).

POST-BALANCE SHEET EVENT

The steps in the Atlatsa refinancing that were not completed at the end of 2013 include the conversion and sale of the B1 preference shares – held by Amplats in a special-purpose vehicle and convertible into Atlatsa shares; and the acquisition of the 125 million Atlatsa common shares with the further R750 million reduction in debt funding provided by Amplats. The financial implications of these steps will be accounted for during the 2014 financial year. It is expected that a net gain of R243 million will be recorded in profit and loss as a result of the completion of these transactions.

OUTLOOK – KEY FACTORS AFFECTING FUTURE FINANCIAL RESULTS

Metal prices

Amplats believes that the global platinum market is likely to be balanced in the short term, as a consequence of supply disruptions, production curtailments and capital rationing in the current economic environment, which will provide some support to prices. The palladium market is expected to remain in deficit in 2014, the result of supply constraints and gasoline-vehicle production growth in developing markets. The rhodium market is expected to remain balanced at the current depressed price levels in 2014, although autocatalyst and new industrial demand is expected to increase.

Exchange rate

During the second half of 2013 the South African rand weakened significantly against the US dollar, and post 31 December 2013 has weakened further and has been trading at around R11 to the US dollar. Our revenue and an important proportion of our operating and capital expenditure are affected by the rand/US dollar exchange rate, and our operating profit thus remains highly sensitive to its fluctuations. A 10% change in the exchange rate would result in a R4.2 billion change in our operating profit.

Inflation and cost escalation

The Group experienced internal inflation of around 8.9% during 2013. Many cost-saving initiatives were implemented last year, which should result in the full annualised value being realised in 2014. Cost inflation will remain a challenge this year. While some costs have been mitigated by the cost reductions resulting from the restructuring of the Company, inflationary pressures from wages and electricity remain. On 11 December 2013 we settled on a two-year wage agreement with the NUM and UASA at an average base wage increase of 8.1% effective from July 2013. The trade union AMCU began a legal, albeit 'no work, no pay' wage-related industrial strike on 23 January 2014. A strong cost-management culture instilled in the business is required to contain cost escalations to between R18,000 and R19,000 per ounce in 2014.

Thanks and acknowledgement

I would like to thank Amplats' finance team for its valuable contribution and support to the business, its continued diligence and its resilience in a year when the Company went through noteworthy change. The unwavering dedication of all will ensure that we continue to deliver the strategy of the Group as we journey towards a sustainable and profitable platinum business capable of benefiting us and all our stakeholders.

Bongani Nqwababa
Finance director

Johannesburg
31 January 2014

FIVE-YEAR FINANCIAL REVIEW

for the year ended 31 December 2013

R millions	2013	2012	2011	2010	2009
STATEMENT OF COMPREHENSIVE INCOME					
Gross sales revenue	**52,822**	43,148	51,484	46,352	36,947
Commissions paid	**(418)**	(310)	(367)	(327)	(260)
Net sales revenue	**52,404**	42,838	51,117	46,025	36,687
Cost of sales	**(46,208)**	(41,948)	(42,562)	(37,991)	(34,715)
Cash operating costs	**(41,555)**	(37,482)	(34,976)	(32,447)	(29,573)
On-mine costs	**(26,666)**	(24,167)	(21,950)	(19,919)	(19,543)
Purchased metals	**(10,582)**	(8,959)	(9,193)	(9,215)	(6,689)
Smelting costs	**(2,385)**	(2,310)	(2,045)	(1,846)	(1,881)
Treatment and refining costs	**(1,922)**	(2,046)	(1,788)	(1,467)	(1,460)
Depreciation of operating assets	**(4,774)**	(4,747)	(4,527)	(4,321)	(4,126)
Deferred waste stripping	**–**	(126)	(44)	(33)	(51)
Increase in metal inventories	**3,365**	3,144	(203)	995	1,095
Other costs	**(3,244)**	(2,737)	(2,812)	(2,185)	(2,060)
Gross profit on metal sales	**6,196**	890	8,555	8,034	1,972
Other net expenditure	**(964)**	(198)	(99)	(405)	(659)
Loss on scrapping of property, plant and equipment	**(2,814)**	(6,606)	(83)	–	–
Market development and promotional expenditure	**(450)**	(420)	(408)	(376)	(392)
Operating profit/(loss)	**1,968**	(6,334)	7,965	7,253	921
IFRS 2 Charge – community economic empowerment transaction	**–**	–	(1,073)	–	–
Loss on acquisition of properties from Atlatsa Resources Corporation (Atlatsa)	**(833)**	–	–	–	–
Net gain on Atlatsa refinancing transaction	**454**	–	–	–	–
(Loss)/gain on revaluation of investment in Wesizwe Platinum Limited	**(40)**	(358)	33	–	–
Impairment of associates		(105)	–	–	–
Profit on disposal of 37% interest in Western Bushveld Joint Venture	**–**	–	–	788	–
Gain on listing of BRPM	**–**	–	–	4,466	–
Profit on disposal of investment in Booysendal Joint Venture	**–**	–	–	–	1,982
Profit on disposal of 51% interest in Bokoni Platinum Mine	**–**	–	–	–	536
Net investment (expense)/income	**(574)**	(161)	215	232	(265)
Loss from associates (net of taxation)	**(298)**	(659)	(479)	(319)	(125)
Profit/(loss) before taxation	**677**	(7,617)	6,661	12,420	3,049
Taxation	**(2,191)**	897	(2,974)	(2,304)	79
(Loss)/profit for the year	**(1,514)**	(6,720)	3,687	10,116	3,128
Basic (loss)/earnings attributable to ordinary shareholders	**(1,370)**	(6,677)	3,591	9,959	3,007
Headline earnings/(loss) attributable to ordinary shareholders	**1,451**	(1,468)	3,566	4,931	705
EBITDA	**6,515**	(2,136)	12,097	11,271	5,010
Dividends	**–**	532	3,116	–	6
STATEMENT OF FINANCIAL POSITION					
Assets					
Property, plant and equipment	**43,298**	43,946	44,499	37,438	35,283
Capital work-in-progress	**9,810**	9,149	12,940	17,065	18,074
Investment in associates	**6,816**	6,653	6,870	7,339	3,301
Investments held by environmental trusts	**732**	642	662	569	78
Other financial assets	**3,422**	4,204	3,931	2,904	941
Other non-current assets	**54**	58	69	93	101
Current assets	**24,895**	21,295	18,309	18,393	18,043
Total assets	**89,027**	85,947	87,280	83,801	75,821
Equity and liabilities					
Shareholders' equity	**50,008**	50,100	56,743	55,018	32,633
Non-current interest-bearing borrowings	**9,486**	8,104	939	6,622	22,773
Obligations due under finance leases	**–**	–	–	1	2
Other financial liabilities	**–**	–	69	148	175
Environmental obligations	**1,859**	1,709	1,412	1,388	1,196
Employees' service benefit obligations	**3**	24	4	–	6
Deferred taxation	**10,620**	10,831	13,006	11,615	10,678
Current liabilities	**17,051**	15,179	15,107	9,009	8,358
Total equity and liabilities	**89,027**	85,947	87,280	83,801	75,821

R millions	2013	2012	2011	2010	2009
STATEMENT OF CASH FLOWS					
Net cash from operating activities	**6,078**	1,889	12,312	10,231	4,697
Net cash used in investing activities	**(7,013)**	(7,891)	(8,157)	(7,041)	(10,264)
Purchase of property, plant and equipment (including interest capitalised)	**(6,346)**	(7,201)	(7,504)	(7,989)	(11,301)
Other	**(667)**	(690)	(653)	948	1,037
Net cash (used in)/from financing activities	**(77)**	5,880	(4,393)	(4,188)	6,135
(Repayment of)/proceeds from interest-bearing borrowings	**(50)**	6,706	(686)	(16,147)	6,971
Ordinary and preference dividends paid	**–**	(532)	(3,116)	–	(6)
Proceeds of rights offer (net of costs)	**–**	–	–	12,404	–
Other	**(27)**	(294)	(591)	(445)	(830)
Net (decrease)/increase in cash and cash equivalents	**(1,012)**	(122)	(238)	(998)	568
Cash and cash equivalents at beginning of year	**2,174**	2,296	2,534	3,532	2,870
Transfer from assets held-for-sale	**–**	–	–	–	94
Cash and cash equivalents at end of year	**1,162**	2,174	2,296	2,534	3,532
RATIO ANALYSIS					
Gross profit margin (%)	**11.8**	2.1	16.7	17.5	5.4
Operating profit as a % of average operating assets	**3.0**	(10.2)	14.0	14.0	2.0
Return on average shareholders' equity (%)	**(3.0)**	(12.6)	6.6	23.1	10.1
Return on average capital employed (%) (ROCE)	**2.7**	(11.7)	12.3	12.5	1.7
Current ratio	**1.5:1**	1.4:1	1.2:1	2:1	2.2:1
Debt:equity ratio	**1:4.0**	1:4.0	1:9.5	1:8.3	1:1.4
Interest cover – EBITDA	**7.1**	(3.2)	22.8	11.7	2.5
Debt coverage ratio	**0.6**	0.2	2.2	1.7	0.2
Net debt to capital employed (%)	**18.6**	17.3	6.1	7.0	37.1
Interest-bearing debt to shareholders' equity (%)	**25.2**	25.3	10.5	12.1	69.8
Net asset value as a % of market capitalisation	**47.1**	41.6	39.6	30.1	17.3
Effective tax rate (%)	**323.6**	(11.8)	44.6	18.6	(5.0)
SHARE PERFORMANCE					
Number of ordinary shares in issue (millions)	**261.0◆**	261.0◆	261.1°	261.6°	236.8°
Weighted average number of ordinary shares in issue (millions)	**261.0◆**	261.0◆	261.4°	254.8°	243.7°
Headline earnings/(loss) per ordinary share (cents)	**556**	(562)	1,365	1,935	289
Dividends per share (cents)	**–**	–	700	683	–
Interim	**–**	–	500	–	–
Final	**–**	–	200	683	–
Dividends per preference share (cents)	**–**	–	–	–	700
Market capitalisation (R millions)	**106,230**	120,367	143,470	182,828	188,803
Net asset value per ordinary share (R)	**191.6**	191.9	217.3	210.3	137.8
Number of ordinary shares traded (millions)	**101.1**	73.2	101.5	93.0	99.7
Highest price traded (cents)	**50,889**	59,850	76,200	83,099	81,000
Lowest price traded (cents)	**27,318**	35,874	51,050	60,402	37,800
Closing price (cents)	**39,391**	44,633	53,200	69,413	79,250
Number of deals	**526,611**	388,644	579,871	540,939	440,157
Value traded (R millions)	**38,233**	34,382	62,281	67,087	57,822

◆ Net of 712,701 (2012: 1,069,015) shares held by the Kotula Trust (the Group Employee Share Participation Scheme), the 1,625,327 (2012: 1,343,949) shares held in respect of the Group's share schemes and the 6,290,365 shares issued as part of the community economic empowerment transaction.

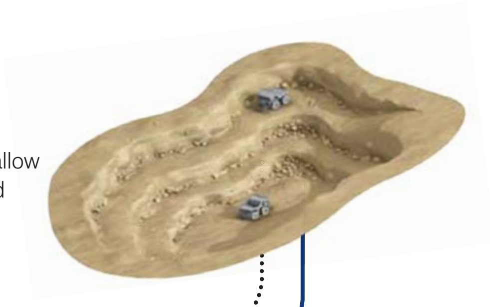
° Net of treasury shares held by the Kotula Trust and shares held in respect of the Bonus Share Plan.

OPERATIONAL FLOW CHART

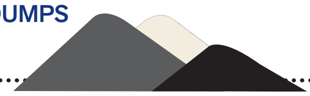
MINING

UNDERGROUND OPERATIONS
Drilling, blasting and hauling of ore from below the surface

OPEN-PIT
The open-pit enables shallow orebodies to be accessed



ROCK DUMPS



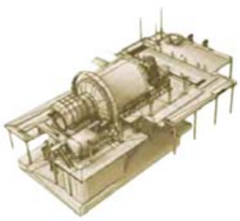
CONCENTRATING AND SMELTING

LEGEND

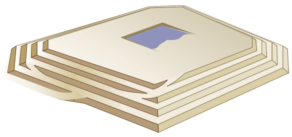
End-to-end process

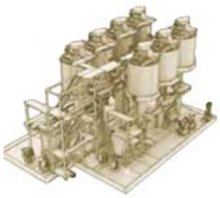
Product outputs

By-products



CRUSHING AND MILLING
Ore is reduced in size with the aid of crushing and milling. Water is added to produce a pumpable slurry.

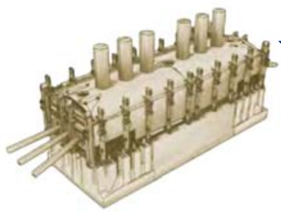




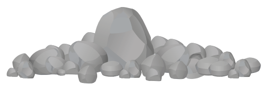
FLOTATION
The separation of the valuable content from the ore takes place in flotation cells where reagents are added to an aerated slurry to produce high-grade PGM-bearing concentrate.

Tailings storage facility (TSF)
Tailings stored on TSF, which is rehabilitated on closure.

CHROME OXIDE



SMELTING
Use of electric furnaces to smelt concentrate to produce a sulfur-rich matte with gangue impurities removed as slag .



Slag
Slag is stockpiled.

SLAG CLEANING
Converter slag is reduced in an electric furnace to recover PGMs and base metals for recycling back to the converter.

CONVERTING
Oxygen-enriched air is blown through a top-submerged lance converter to oxidise sulfur and iron contained in furnace matte to SO_2 gas and slag respectively. The resulting converter matte is slow-cooled to concentrate PGMs into a metallic fraction.

PEOPLE
49,688 Employees

ENERGY
24,942 Terajoules

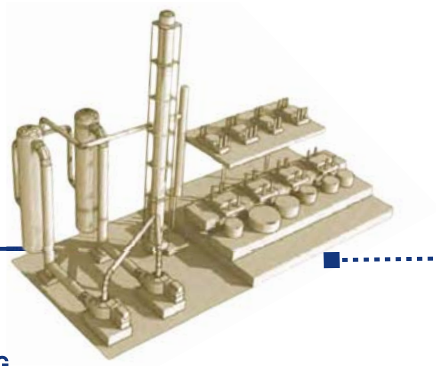
WATER
28,311 Megalitres

LAND
9,337 hectares used for operations

ROCK MINED
106,312 Mt

REFINING

PMR



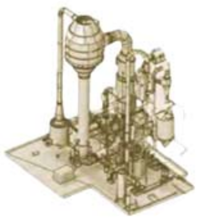
PGM REFINING

Final concentrate is dissolved using hydrochloric acid and chlorine gas. PGMs are sequentially separated and purified to yield platinum, palladium, iridium, rhodium, ruthenium and gold. Osmium is precipitated as a salt.

OUTPUTS

PLATINUM
PALLADIUM
RHODIUM
GOLD
IRIDIUM
RUTHENIUM

BASE METALS



CRYSTALLISATION

Excess sulphur in solution is neutralised with sodium hydroxide and crystallised to form a sodium sulphate product.

SODIUM SULPHATE

ELECTRO-WINNING

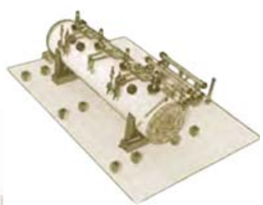
Nickel and copper metal cathodes are produced by passing electrical current through the separate purified streams.

NICKEL
COPPER

PURIFICATION

The separate nickel and copper streams are purified. During this process cobalt sulphate is recovered.

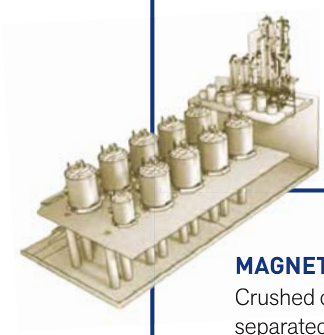
COBALT
COBALT SULPHATE



LEACHING

Base metal-rich solids are leached in high-pressure autoclaves and contacted with MCP leach solution to yield separate nickel and copper streams.

SULPHURIC ACID



MAGNETIC CONCENTRATION PLANT (MCP)

Crushed converter matte is milled and the PGM fraction is separated magnetically. This is pressure leached to yield a solid final concentrate that is sent to PMR. Base metal-rich non-magnetic solids and leach solution are processed further in the base metal refinery.

ACID PLANT

The SO_2 gas is converted to SO_3 by passing it over catalytic beds and the subsequent addition of water produces 98% sulphuric acid which is sold to fertiliser manufacturers.

Sulphur dioxide
Carbon emissions

RESTRUCTURING FOR THE FUTURE

Amplats' operations comprise our managed mines and projects as well as our joint ventures (JVs) and associate mines in South Africa and Zimbabwe.

Ore is processed by managed, JV and associate concentrators located on or near the mine properties, and the concentrates are further processed and refined at our own smelters and refineries. (See the process flow chart on page 86 and 87).

In 2013, we delivered an equivalent refined platinum production of 2.3 Moz. This represented a 5% increase on 2012 and was in line with our strategy of aligning production with market demand and of taking unprofitable mines out of production.

For a detailed review of operations, see our Annual Report 2013, from pages 88 to 90.

GEOLOGY

Amplats' PGMs Mineral Resources occur almost exclusively within southern Africa, hosted by two distinct but unique ultramafic layered intrusions: the Bushveld Complex in South Africa and the Great Dyke in Zimbabwe. Total PGM Resources present within these two geological features contain approximately 85% of the world's known platinum and 55% of the world's known palladium in situ.

The Bushveld Complex

The Bushveld Complex is geologically unique. It was formed more than two billion years ago by multiple injections of molten magma into the earth's crust many kilometres below the earth's surface. And its uniqueness comes from the facts of its extent, its uniform layering and its minerals content. Its saucer-shaped intrusion is over 350 km wide, 250 km long and up to 12 km thick. Over many millions of years the rim of the intrusion has been exposed by erosion, revealing three separate segments known as the Western, Eastern and Northern limbs. The exposed segments exhibit layering of different rock types and this layering occurs across the entire of the complex. Within the layers economic mineralisation is found within specific horizons that host chromite, titanium, vanadium, nickel, copper and, more importantly for Amplats, the platinum group metals or PGMs.

The Merensky Reef and the UG2 Reef

The Merensky and UG2 Reefs that contain the Bushveld Complex's payable PGMs are narrow tabular orebodies that extent laterally over hundreds of square kilometres, resulting in extensive mineral resources. Their continuity, proven over many decades of exploration and mining, allows for the accurate and long-range extrapolation of geological data. The Merensky Reef has been the principal sources of PGMs since it was first mined in 1925. However, with the depletion of shallow Merensky Resources, the UG2 Reef, which is found between 16 to 400 m vertically below the Merensky Reef, depending on the location, has grown steadily in importance to the point where it now accounts for more than half of all the platinum-bearing ore processed in South Africa.

The Platreef

On the Northern Limb of the Bushveld, the Merensky and UG2 reefs are not developed on Amplats' properties. However, the Platreef, which is substantially thicker than either the Merensky or the UG2, is well developed. The Platreef was mined briefly in the 1920. But since large-scale mining resumed in 1993, the Platreef is gradually becoming a significant contributor of PGMs for Amplats.

The term Platreef describes zones of mineralisation occurring in a variety of rocks from normal pyroxenites to calcsilicates that have arisen through the contamination of Bushveld magma by sediments from the underlying Transvaal Supergroup. In general, the economic thickness of the Platreef is such that it can support open-pit mining operations to depths far exceeding 400 m at current prices and mining costs.

Base metal mineralisation

The Merensky Reef and Platreef yield meaningful quantities of nickel and copper as by-products of PGMs, whereas the UG2 Reef is relatively devoid of these metals. Chromitite contained in the UG2 has the potential to be produced profitably and in some areas is, in fact, being exploited as a by-product of PGMs. Nonetheless, Amplats does not include the chromitite when measuring the reef's contained monetary values for Ore Reserve purposes. However, nickel and copper are taken into account, and their value had been accounted for in the relevant economic evaluations.

The Great Dyke

The Great Dyke in Zimbabwe occurs as a major intrusion, more than 500 km in length, that trends in a north-easterly direction. It comprises mafic and ultramafic rocks that cut across the dominantly Archaean rocks of the Zimbabwe Craton, consisting mostly of granite and greenstone belt rocks. PGMs and associated base-metal mineralisation is developed within a mafic/ultramafic horizon covering more than 720 km^2 of the Great Dyke.

Amplats' major interest lies in the Shurugwi Complex and, more specifically, the Unki Prospect where the Main Sulphide Zone (MSZ) occurs. Although the mineralised zone is characterised by the absence of identifiable markers, this risk has been successfully negated through the application of handheld X-ray fluorescence technology as well as regular underground sampling of the mineralised horizon.

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01 Exploration drilling at Der Brochen.

For further information on geology and on our Mineral Resources and Ore Reserves, see our Annual Report 2013, from pages 164 to 209.

SAFETY, PEOPLE DEVELOPMENT, THE ENVIRONMENT AND SOCIAL DELIVERY

Amplats continued to work in 2013 towards, and achieved, many of its sustainability targets. For a comprehensive account of the Company's performance on the most material sustainability matters during 2013, see the *Sustainable Development Report 2013*.

People

Employment: In 2013 Amplats employed 49,816 people (2012: 55,118) of whom 47,032 (94%) were permanent employees and 2,784 (6%) contractors. Our staff turnover for the year was 11.6% including voluntary severance packages (VSPs) and 4.9% if VSPs are excluded. In total, there were only 256 new hires in South Africa and 195 in Zimbabwe in 2013.

Absenteeism rates have been high for a number of years and management has put in place a series of initiatives including improved attendance-keeping, discipline and corrective action.

Skills shortages within the mining industry continue to be a challenge. Amplats has a very good pipeline of skills, particularly at an entry level, from our graduate programmes as well as fast-tracking programmes. However, the ever-increasing skills gap is filled by young and inexperienced graduates. The demand for skills at managerial level particularly for historically disadvantaged (HDSA) candidates and women continues to be a concern. This requires an integrated approach to recruitment, talent management and retention.

All employees are provided with the opportunity to obtain skills and competencies to advance along a predetermined career path, based on opportunity and suitability.

Employee relations and communications: Following the highly disruptive nature of employee relations in 2013, a great effort was made to engage with employees directly and to re-establish mutual trust.

To facilitate consultation and to foster sound employee relations, information will be shared between parties to the Employee Relations Recognition Agreement. The parties agreed to establish operational unit and central participative forums to ensure there is effective trade union participation in developing sound relationships between management, trade unions and employees.

Training and development: Training and development of employees are important elements of Amplats' human resources development model. In 2013, human resources development expenditure was 4.7% of total payroll

(2012: 5.4%). Each employee received an average of 79 hours of training (2012: 84 hours).

- A total of 354 learners participated in various engineering training schemes during the year, 25% of whom were women and 86% HDSA candidates. A total of 196 learners qualified during the year – 13% were women and 91% HDSA candidates.
- Fast-tracking programmes address business-critical skills shortages in engineering and mining and, at the same time, help us to meet our Mining Charter targets. A rigorous recruitment process is undertaken for places in our five engineering development programmes and our four mining development programmes.
- Our leadership development provides customised leadership development to various tiers of management. The aims of the programmes are to instil Amplats' values, provide the knowledge required to apply these values. Two particular focus areas in the development of our managers and supervisors deserve mention, namely: our efforts to enhance performance at the managerial and supervisory levels through internal and external development programmes; and various development programmes to supervisory level performance.
- Our young professionals programme is intended to support our pipeline of professionals and future leaders, and to meet our employment equity targets. This is achieved by providing bursaries and graduate in-training programmes in specific fields (mechanical engineering, electrical engineering, rock engineering, geology, chemistry metallurgy, mine surveying, ventilation and finance). The scheme also enables the Company to attract new recruits.
- In 2013 we provided bursaries for 282 people (315 in 2012). The number of bursars supported reflects the Company 's human resource requirements. Of the 282 bursars, 82% were HDSAs (2012: 83%) and 30% were women (2012: 30%).

Transformation: Amplats' transformation programme aims to create a workforce that reflects the diversity of South Africa's population. In pursuit of this goal, the Company has been striving to create, at all its operations, the type of workplace that makes transformation possible and, indeed, that encourages it. These endeavours are undertaken in the best interests of the Company and to comply with the requirements set out in the revised South African Mining Charter and the Employment Equity Act. At the end of 2013, HDSAs represented 60% of those in management positions (Paterson D1 and higher) (2012: 58.3%), while women in mining represented 10.6% of our workforce (2012: 12.7%).

Safety and health

The safety and health of our employees and members of our communities are a priority for Amplats. The Company seeks to eliminate fatalities at work and to reduce incidence of injury, to prevent noise-induced hearing loss, and to reduce the burden of tuberculosis and HIV/AIDS. Amplats collaborates with government and other stakeholders in improving the living conditions of employees and their communities.

Regrettably, we have to report the death at work of six of our colleagues in 2013: Mr Zumanyaka Dingani, Mr Matlapeng Lekoba, Mr Tsembele Mashele, Mr Eddie Moremi, Mr Mashabela Phuku and Mr Absalum Thabang Raphapule. We extend our sympathies to their families, colleagues and friends.

Despite of these six tragic fatalities, Amplats' safety performance in 2013 was its best ever, with the six fatalities recorded being the lowest number of fatalities and the lowest injury-frequency rates in the company's history. Of interest is the fact that the Group halved the number of fatalities at its operations from 25 in 2007 to 12 in 2011; and again to six in 2013. While we cannot and will not excuse occupational death or injury in any context, we are nonetheless gratified to have achieved these notable improvements in safety indicators in a year marked by the tough review process and following on 2012's labour relations challenges.

In terms of health-related impact, 68 new cases of noise-induced hearing loss (NIHL) were recorded, thus not meeting the target of no new cases of NIHL. Almost all (99%) of noisy equipment has been silenced to below 110 dBA. Counselling and confidential testing for HIV/AIDS continued to be provided to employees, contractors and to many dependants. A total of 4,231 employees either began or continued on anti-retroviral therapy provided by the Company.

Social delivery

We live and work in a complex operating environment, with many negative legacy issues related both to our industry and to our country. Our current context is one of significant community discontent with its roots in these legacies. They include migrant labour, widespread poverty and joblessness, poor local service delivery and unsatisfactory living conditions, deficiencies in education and skills development which, in turn, limit career opportunities. There is also intensified industrial relations unrest and violence in our sector.

Increasingly, communities and local and national governments, have expectations of increased socio-economic delivery, substantially outside of the realm and reach of mining companies such as: job creation and security; housing and accommodation; healthcare; infrastructure development; and rising wages.

Stakeholder engagement: We need to develop and sustain credible and effective stakeholder engagement to

01 Thapelo Sebota and Collen Ragae using the safety innovation pipe and cable car, while working at heights at the Sipumelele Shaft.

02 Students being trained in Permaculture at Groenfontein Farm in Mogalakwena.

03 De Hoop Dam with a water level of 42%.

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arrive at an understanding of stakeholders' expectations, and engage with them on what is or is not achievable. We need to bridge the trust gaps where they exist, particularly in the wake of our recent portfolio review and because of the relationship and reputational damage to the Company and the industry caused by sector-wide violence and conflict.

Mining Charter: We continue towards meeting the objectives of the Mining Charter. See page 120 and 121 of the *Sustainable Development Report 2013* for a detailed checklist.

Community development: SEAT 3 assessments were completed and the reports will be finalised in 2014. Amplats set a target of 1% of pre-tax profit to be spent on community development; this was achieved as R204 million was spent on community development, well above 1% of pre-tax profit.

BEE procurement: In 2013 we spent a total R8.4 billion with BEE suppliers, which makes up 59% of discretionary procurement. The breakdown is as follows: 46% of services; 40% of capital goods; 46% of consumables.

Accommodation and living conditions

Since the 1980s mining companies have placed focus on improving the quality of that housing of their miners. These efforts became a pillar of the South African Mining Charter, and with the revision of the charter in 2010, the provision of family housing units or single accommodation in hostels became the target.

Transforming hostels: Amplats has gone a substantial way towards meeting this target. In most former hostels that figure is already 100% against the 2013 target of 75%, and ahead of the 100% target for end 2014, which the Company will indeed meet, initially through the provision of mobile accommodation units. At Amplats, hostels accommodated just under 9,000 employees at the end of 2013. The more substantial challenge relates to the more than 26,000 employees in receipt of living-out allowance, many of whom live in informal settlements or back-yard accommodation in the villages around the mines.

Home ownership: While home ownership may seem out of reach to many employees, Amplats believes that it is a viable option worthy of being pursued. To date, 1,300 units have been built. Besides houses, the model has involved the provision of water supplies, sewerage, electrical reticulation, roads and storm water systems. About 1,000 of the units form part of the Seraleng project in Rustenburg in North West province, while the balance of 300 is located in Northam in Limpopo province. Amplats is currently undertaking a thorough review of its accommodation strategy. Various targets, including the number of houses to be built by the company, are being revised.

Living-out allowance: To further enhance people's housing choices; during the 1990s companies acceded to union demands for an equivalent benefit in the form of a living-out allowance. The unintended consequence of the living-out allowance was that many recipients chose to live in informal housing in residential areas adjacent to the platinum mines and either remit the money to their families in the labour-sending areas or use it in other ways. It is generally acknowledged by all that the quality of life in these settlements is poor. This was one factor contributing to the labour instability of 2012, including the Marikana tragedy, which resulted in further attention on the issues. Currently, a living-out allowance amounts to around R1,840 per month, but it is known that most employees in receipt of this allowance spend a fraction of this on accommodation, with the balance used to supplement earnings

Amplats' Employer-assisted Housing Scheme: Amplats' Employer-assisted Housing Scheme was developed by the Company to promote and facilitate home ownership among all employees, the scheme assists qualifying employees to acquire home loans for a residential property in locations within close proximity to the mines and integrated into existing communities. The Company purchases well-located residential land and installs bulk infrastructure at its own cost. Employees are allocated these stands to build their own houses, through the acquisition of credit in the form of mortgage loans with commercial banks. Employees then qualify to apply for a home ownership allowance on a monthly basis from the Company, which helps employees pay off their mortgage loans. The scheme encourages employees to become home owners, enhances well-being and improves family co-existence; promotes harmony by integrating employees into broader communities; provides access to education and health facilities; creates wealth for employees and their families; improves the retention of skills; promotes loyalty; benefits host communities through improved sustainability; and improves economic activity during the construction period through skills development, job creation and supplier development.

Resettlement: The Motlhotlo Resettlement took place in 2008 near the town of Mokopane, where residents were relocated to the new Armoede and Rooibokfontein villages; the members of 85 households were reluctant to move. The number of remaining households at Motlhotlo has grown to 153 since 2008, all of which were considered eligible for resettlement. In the end, 103 households selected to move to an agricultural farm purchased by Amplats; 50 households chose to relocate to Armoede and Rooibokfontein (subsequently rising to 68), the original host sites. The farms purchased by Amplats will be donated to the Community Property Associations (CPA) once these have been fully established. We are working with the municipality on an application to have the land rezoned from 'agricultural' to 'township', and this is expected to be completed by end-March 2014. Once the farm has been rezoned, the development of houses will begin. It is expected that the entire resettlement will be completed by end-June 2014. The CPA is responsible for the livelihood restoration aspects of the resettlement for those relocating to the farm. A business plan has been developed to assist the CPA, and Amplats will provide support and assistance where necessary.

Environment

Our objective is to minimise and optimise the use of natural resources and at the same time seek to negotiate fairly and to secure access so as to sustain our business now and in the future.

All our operations maintained or retained ISO 14001 certification in 2013. No level 4 or level 5 environmental incidents were reported, and only one level 3 incident was reported at Mogalakwena Mine when a spillage occurred at the Blinkwater tailings dam on 25 June 2013. The spillage affected the Mohlosane River for approximately 2.5 km within the mine boundary and 2.5 km outside the mine boundary. In line with Amplats' environmental incident procedure, we informed and engaged with the authorities and local communities regarding the incident. Immediate action was taken to stop the spillage, reduce the incident's impact and start the cleaning up process. In 2013 sulphur dioxide (SO_2) emissions were below permitted levels. However, Amandelbult's Integrated Water Use Licence is still undergoing review, and approval by the Department of Water Affairs is awaited.

In 2013 we focused on reducing and optimising electricity and diesel usage. In 2013, energy consumption reduced to 24.94 PJ, as a result of reduced production and energy savings achieved in compressors, ventilation on fans, refrigeration, heat pumps, underground lighting, and asset optimisation smelters.

The target to reduce CO_2 emissions by 10% per unit of production by 2015 was achieved. The target of reducing water consumption to 33,412 million m^3 was achieved (this result excluded consumption at Khuseleka and Khomanani), limiting the increase in water intensity to 18.7 m^3 per ounce of PGMs and gold was on the back of lower production. Amplats implemented aligned water balance and water parameters reporting to help maintain the company's commitment to reducing water use.

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01 Lucas Mathe and Lefa Sedumedi installing and inspecting canopy jacks to secure a brow.

02 Sam Malasela and Wiseman Matlapeng at the Klipgat Sandfilter Plant in Rustenburg.

03 Rehabiliation of Pit 4 at the Khusaleka Open Cast area in Rustenburg,

03

Adding economic value

Value added by Amplats' operations in 2013 was R25,618 million (2012: R15,367 million) and the value distributed was R25,377 million (2012: R14,928 million). The greatest component of the value distributed by Amplats was to its employees in the form of salaries, wages and other benefits – around 56% in 2013 (2012: 77%).

OVERVIEW OF OWNED AND MANAGED MINES

Amplats-managed mines consist of 10 operating mines and one project stretching from the Western Limb to the Eastern Limb of the Bushveld Complex in South Africa and the Unki Platinum Mine, located 21km south-east of the town of Shurugwi on Zimbabwe's Great Dyke. With the exception of Mogalakwena Mine, which is an open-pit venture, all the mines are underground operations.

As part of the Platinum Review undertaken in 2013, the managed Rustenburg operations were reshaped into three mines from the previous five, with Khomanani Mine and Khuseleka 2 Shaft being placed on long-term care and maintenance from August 2013. The mine boundaries of these two mines have been amended to allow their available Mineral Resources to be extracted from the neighbouring Siphumelele and Thembelani mines. Reclamation of equipment at the two closed mines is under way and is expected to be completed by the end of 2014. The items reclaimed will be refurbished and utilised at continuing mines and projects. Union North Mine and Union South Mine were consolidated into Union Mine, and the uneconomical Union North Mine decline was also closed during August 2013.

Safety

The LTIFR for our mining operations continued to improve, at 1.15 per 200,000 hours worked, down by 13% from the

1.33 reported the previous year. Tumela and Thembelani mines showed significant year-on-year improvements in their rates over 2012. The current year-on-year improvement trend becomes more of a challenge to uphold as these advances are made. Once we have improved systems, implemented safe working practices and ensured that working place conditions provide for safe mining, the behaviour of employees remains the last obstacle that requires significant input and focus in reaching our target of Zero Harm.

Despite the many achievements, six employees lost their lives at our managed mining operations during 2013.

Noteworthy achievements include:

- Thembelani Mine has operated for two years without a fatality, with some 2.5 million fatality-free shifts achieved. Thembelani Mine has achieved six million fall-of-ground fatality-free shifts.
- Siphumelele Mine achieved 3.3 million fall-of-ground fatality-free shifts.
- Dishaba Mine has operated for two years without a fatality, and worked some 3 million fatality-free shifts.
- Unki Mine has operated for two years without a fatality, and achieved some 1 million fatality-free shifts.
- Tumela Mine attained 3 million fatality-free shifts.
- Mogalakwena Mine has operated for 18 months without fatality at 31 December 2013.

Operational performance

Production at our managed mining operations was affected by a series of work stoppages during the course of the year. Intermittent unprotected work stoppages occurred at various operations during the first half of 2013, and there were also self-imposed safety stoppages and Section 54 instruction stoppages at various times throughout the year. In May a national strike by bus drivers strike resulted in many of our employees not being able to attend work. On 27 September 2013, employees embarked on a protected strike against proposed Company retrenchments that lasted 11 working days. Together, the bus-drivers' strike and the legal strike by employees affected the Rustenburg, Amandelbult and Union mines. The protected strike accounted for 44,000 ounces of production lost; the intermittent unprocedural work stoppages and the bus-drivers' strike resulted in a loss of 22,589 ounces; and S54-related safety stoppages accounted for 46,261 ounces lost.

The equivalent refined platinum ounces produced by our managed mines increased by 2% to 1,436,000 ounces despite the work stoppages and the placing of mines on care and maintenance.

Unki Mine in Zimbabwe continued to increase its yearly production and boosted output to 63,200 equivalent refined platinum ounces, an increase of 2% on its production in 2012. Mogalakwena Mine produced 335,800 equivalent refined platinum ounces, a record for the mine, and exceeded its achieved production for 2012 by 12%. Mogalakwena Mine's production includes 15,694 platinum ounces from the toll concentrating agreement with the Messina Baobab Plant. The mine produced 320,100 own platinum ounces, its best performance ever.

At 3.47 g/t, the overall 4E built-up head grade was 1% better than in 2012. The 4E grade in ore from underground sources was 4.01 g/t, up by 1%, while the 4E grade from surface sources increased by 13% to 1.20 g/t.

The 'immediately available ore reserves' remained healthy, at 21.8 months and the figure is in line with 2012.

Productivity measured in m^2 per employee per month increased by 8% to 5.88, on the back of more square metres mined and the reduction in numbers of employees and contractors.

Cash on-mine costs (mining and concentrating) increased to R23.8 billion in 2013; the 7.6% was well-contained to below mining inflation. Above-inflation labour and electricity increases drove costs up, while the weakening of the rand against the US dollar played a significant role in costs at the Mogalakwena and Unki Platinum mines. Unki Mine's costs are based on the US dollar, while Mogalakwena Mine was affected mainly by dollar-driven prices of consumables such as diesel, explosives and tyres.

The cash on-mine cost per tonne milled rose by 7.5% to R813 per tonne, while the cash operating expenses (i.e. costs after allowing for off-mine concentrating, smelting and refining activities) per equivalent refined platinum ounce increased by 5% to R17,483.

Capital expenditure

Capital expenditure for managed mines and their respective concentrator operations during 2013 was R4.1 billion, up by 7% from the R3.8 billion spent in 2012. Expenditure was as follows: R846 million on projects (2012: R1.5 billion); R692 million (2012: R399 million) on waste stripping at Mogalakwena Mine; and R2.5 billion on stay-in-business capital (2012: R1.9 billion).

The stay-in-business capital expenditure included initial costs for a new TZ Rope Shovel and its support equipment at Mogalakwena Mine. This Chinese-manufactured rope shovel is set to move 26 Mtpa and is being introduced to replace some of the older hydraulic-type shovels. The TZ shovel was successfully commissioned in December 2013 and is currently exceeding all its ramp-up targets.

Various capital projects are currently in execution at our mines. Details of these and of the impact of our executed portfolio review are covered under the individual mine reviews in our Annual Report.

01 KlipSand filter.

02 Safety discussion underground at Tumela Mine during the Safety Day Visit.

03 Load and haul operation at Mogalakwena North Pit.

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Outlook

In 2014 the equivalent refined platinum ounces produced by our managed mines are expected to be similar to 2013.

OVERVIEW OF PROJECTS

We have two greenfield projects currently underway, the Twickenham Mine which is far advanced and the early-stage Der Brochen Mine.

Safety

Twickenham Mine's safety performance remained constant in the year under review. There was a slight increase in the lost-time injury-frequency rate, from 0.53 in 2012 to 0.56 in 2013. The project achieved 2.5 million fatality-free shifts in August 2013, and has been fatality-free for six years.

Twickenham

Project progress

The Twickenham project is central to unlocking value for the Company in the Eastern Limb as it offers long-term potential for shallow mining activities on both the UG2 Reef and the Merensky Reef horizons.

The current macroeconomic environment has resulted in Amplats reviewing its capital expenditure over the period 2013 to 2015. As a result, Twickenham Mine has deferred its ramp-up schedule and has entered into a period during which it is required to stay in business as an operating mine without the support of significant capital funding.

The revised operating strategy has been modelled on a single-mine development schedule and production profile, which includes both the Hackney and the Twickenham shafts. The mining scope prioritises haulage development on 1, 2 and 3 levels in order to establish raise-line development to support sustainable production over the three-year period. The development of the decline shaft systems has been placed on hold. Infrastructure to support the mining scope has been confined to critical 'fit-for-purpose' requirements to support the mining scope. Twickenham's ore is transported by road to Modikwa Mine, where toll treatment is taking place under a service level agreement, based on a monthly processing rate of 20,000 tonnes. The mining steady-state of 3 Mtpa has been deferred to 2024.

The additional study work required to improve the mine's business case commenced in 2013. This included earlier potential processing opportunities, and conversion to ultra-low profile mining.

Capital expenditure

Total capital expenditure decreased to R480 million in 2013 (R1,138 million in 2012). Project capital expenditure amounted to R463 million (R1,136 million in 2012), while stay-in-business capital expenditure was R17 million (R2 million in 2012).

Der Brochen

Project progress

Der Brochen is located in the extreme south of the Eastern Limb. Exploration work on the project commenced in 2001. The property borders on the Mototolo JV, which exploits a combination of the Glencore and the Rustenburg Platinum Mines' mineral rights.

An amendment to the mining works programme, together with the project's SLP, was submitted to the DMR and a new-order mining right conversion was executed in October 2010. The environmental impact assessment for the first step in the mining works – an open-pit on the farm Helena – is currently under way.

Study work as to how best to exploit the deeper resource is continuing, with consideration being given to a number of options that range from stand-alone phased decline-shaft access to possible joint venture options.

JVS AND ASSOCIATES

Amplats' JV and associate mines portfolio consists of seven mines, namely:

- on the Western Limb, the Bafokeng-Rasimone Platinum Mine (BRPM), and the Kroondal, Marikana and Pandora mines; and
- the Bokoni, Modikwa and Mototolo mines on the Eastern Limb.

The JV portfolio was established more than a decade ago to promote industry transformation and to optimise Mineral Resource extraction. These JV and associate mines are primarily underground mines and are not operationally managed by Amplats.

Ore mined is processed into concentrate at each mine. Amplats claims its portion and the JV partners' portion of concentrate is acquired by Amplats under purchase of concentrate agreements. The exception is the Pandora JV, where the ore is sold to Western Platinum Limited (a subsidiary of Lonmin plc).

The Marikana Mine was placed on care and maintenance in June 2012.

Safety

The overall LTIFR per 200,000 hours workedworked was reduced by 18% from 1.03 in 2012 to 0.84 in 2013. There were reductions in the LTIFR at all joint venture and associate mines. Regrettably, seven employees lost their lives at our JV and associate mines in 2013: three at Bokoni Platinum Mine, two at the BRPM and one each at the Kroondal Platinum and Pandora Platinum mines. (There were five fatalities in 2012.)

Notable safety milestones achieved by our JVs in 2013 include:

- Modikwa was fatality-free for 2013 and showed a reduction of 3% in LTIFR.
- Mototolo has operated for two years without a fatality and continued its safety improvements with a 51% reduction in LTIFR to 0.2 per 200,000 shifts worked (Kroondal achieved 1 million fatality-free shifts in September and realised a 23% LTIFR improvement to 1.03.
- BRPM achieved 2 million fatality-free shifts in April, a milestone in the operation's history, and a LTIFR improvement of 9% from 0.68 (2012) to 0.61 (2013).
- Bokoni achieved 2 million fatality-free shifts in August and improved its LTIFR by 40% to 0.88.

Operational performance

Significant effort over the last three years, in association with our JV partners, has been directed towards supporting JV operations in achieving operational excellence. A dedicated resource base has been established within Amplats to assist the JV operations in this regard. Addressing project execution, creating mining flexibility and improving both the cost base and safety performance have remained constant focus areas during this period.

The results of 2013 clearly show the success that has been achieved, despite the tough operating environment, and is a credit to their management teams.

Equivalent refined platinum ounces from operating JVs and associates, inclusive of both mined and purchased production, increased by 11% from 2012 to 753,071 ounces. Kroondal Mine achieved noteworthy productivity improvements (a 14% increase in platinum ounces) following the implementation of a revised hanging wall support regime, while Bokoni Mine showed significant improvement (a 68% increase in platinum ounces) from improved underground mining efficiencies, and the start of open-pit mining in 2013. Together, the JV and associate mines contributed 32% of Amplats' total equivalent refined platinum ounces.

Joint ventures achieved an attributable productivity of 10.54 m^2 per employee (including concentrator employees), which was 8% above the performance in 2012. The 4E built-up head grade and concentrator recovery of the JVs were 3.70 g/t (3.75 g/t in 2012) and 81.3% (82.5% in 2012) respectively.

Amplats' attributable joint venture cash on-mine costs (mining and concentrating) increased by 1% from the previous year to R3.5 billion. Cash on-mine cost attributable to Amplats decreased by 4% to R759 per tonne milled as a result of cost containment efforts and increased production volumes.

Capital expenditure

Amplats' attributable capital expenditure for the JV mines during 2013 was R533 million (R581 million in 2012), of which R242 million was spent on expansion and replacement projects and R291 million on stay-in-business projects. Expansion and replacement projects include primarily the Phase 2 expansion at Modikwa Mine and the K6 Shaft Project at Kroondal Mine.

In 2013, Amplats and Atlatsa Resources partially implemented the restructuring, recapitalisation and refinancing of Atlatsa and Bokoni Platinum Holdings Proprietary Limited. It was anticipated that the final component of the transaction would be completed in the first quarter of 2014 and this has, in fact, been achieved.

Outlook

2014 equivalent refined production from the JV and associate mines is expected to remain in line with production in 2013.

PROCESS OVERVIEW

Process operations have maintained their momentum of implementing the processing strategy from the previous years, which is driven in part by the mining strategy.

Safety

The process division achieved a fatal-free year for 2013 while further improving, by 13%, on its LTIFR of the prior year. The division continues to focus on key risks and safe behaviour of people on its journey toward Zero Harm.

Operating efficiencies in the treatment of UG2 and Platreef ore types remained an area of continued focus in 2013, and gained further significance as ore delivery was constrained owing to the impact of the industrial action that took place during the year. A drive to improve the reliability of key process equipment, especially furnaces, has further contributed to the continued improvement in operating performance.

Operational performance

Despite industrial action experienced at the Rustenburg, Amandelbult and Union sections during the last quarter, refined production (excluding tolling) at 2,376,331 platinum ounces, represented a marginal increase of 2% on 2012. Ore milled by own operations increased by 2% year-on-year to 36.1 Mt, while the concentrator at Unki Mine in Zimbabwe exceeded nameplate capacity. At the non-managed operations, the year on year increase of 5% in tonnes milled – up to 3.4 Mt – was mostly the consequence of the increase in throughput from the plant at Kroondal Mine.

Overall built-up head grade for managed operations increased to 3.21 g/t 4E or by 2% year-on-year. The improvement in the grade received on the UG2, Platreef and tailings ore streams was primarily responsible for this improvement.

During 2013 process operations underwent a divisional cost review that focused on applying best-in-class practices across all the operations. Potential savings opportunities were identified through the entire value chain and included a 29% reduction in the costs of outsourced services, coupled with a 47% reduction in the costs of equipment rental. Labour structures were also reviewed across all operations. Among other planned optimisation initiatives in this area was a reduction of about 79% in labour hire.

The above interventions translated into an overall year-on-year decrease in absolute smelting and refining costs of 4%, despite the above inflation increases absorbed during the year.

Capital expenditure

Smelting and refining capacity exceedsf the planned production profile for 2014, and Amplats will continue with initiatives to exploit this unused installed capacity. The practice of treating recycled material will thus continue in 2014.

As far as concentrator capacity is concerned, the de-bottlenecking project at Mogalakwena North Mine will be deferred while excess installed capacity remains available. The ramp-up of the RBMR is scheduled to reach steady-state performance during 2014, while the PMR continues to de-bottleneck capacity-constrained areas. These initiatives achieve the deferment of major capital spend coupled with the improved utilisation of installed assets.

PROJECT EXCELLENCE

In realising our strategy we create and maximise value for our stakeholders through:

- Utilising best practice exploration techniques that ensure optimal utilisation of our Mineral Resources.
- Continuous improvement of well-established geological modelling and resource estimation processes that mitigate risk in support of the Company's business plan.
- Deliver strategy-aligned mine designs and schedules to support the business plan.
- Implementing world class quality assurance throughout all processes.

ORE RESERVES (INCLUSIVE ZIMBABWE) (4E)

177.2 Moz to 212.9 Moz

largely Mogalakwena

MINERAL RESOURCES INCLUSIVE OF ORE RESERVES (INCLUSIVE ZIMBABWE)

878.8 Moz to 917.7 Moz

largely Atlatsa financial transaction and Mogalakwena

SIGNIFCANT INCREASE ORE RESERVES AND MINERAL RESOURCES

RESERVES

The combined South African and Zimbabwean Ore Reserves increased from 177.2 (4E) Moz to 212.9 (4E) Moz in the year under review. This was primarily due to the conversion of additional Mineral Resources to Ore Reserves in the Mogalakwena area.

An increase of the Platreef Mineral Resources, inclusive of Ore Reserves, from 264.9 (4E) Moz to 283.1 (4E) Moz.

Page 162
Elias Sito (Surveyor) busy at work while Bongani Sibiya (Geologist) and Marousha Parshotam (Senior engineer) discuss location and geology of the new shaft at Tumela Mine 5 Shaft.

Due to new exploration information obtained during 2012 and 2013, the Mogalakwena Mineral Resource classification confidence increased materially. An improved structural interpretation was also completed. As a consequence, some of the previously reported Inferred Mineral Resources have now been upgraded to a higher resource classification confidence.

A revised economic pit shell was developed, based on the updated 2013 Mogalakwena resource model. The revision of the economic pit shell and change in ultimate pit profile from Cut 14 (2012) to Cut 16 (2013) has enabled the pit to be deepened by up to 180 metres.

The combination of basket metal prices and exchange rate used to optimise the Mogalakwena open-pit are based on a long-term forecast aligned with the 2013 fourth quarter market consensus estimates. Mining costs are based on 2013 actual costs escalated in real terms to account for mining inflation and increasing depth. Higher and lower metal prices (±5%) have minimal impact on the size of the Mogalakwena Ore Reserve. The final operational pit shell will be subject to further geotechnical study work optimisation during 2014.

The combination of an increase in resource classification confidence, structure and design changes, additional mineral rights as well as production and stockpile movements have resulted in the Mogalakwena Platreef Ore Reserves increasing by 52.5 4E Moz (89.1 4E Moz in 2012 to 141.6 4E Moz in 2013).

As a result of the strategic announcement in 2013 (execution of the Platinum Review and the resulting restructuring of the Company), significant amounts of Merensky and UG2 Ore Reserves were reallocated back from Ore Reserves to Mineral Resources based on economic assumptions. The major impact is on the Rustenburg mines, specifically at Khuseleka and Khomanani.

RESOURCES

The combined South African and Zimbabwean Mineral Resource, inclusive of Ore Reserves, increased from 878.8 (4E) Moz to 917.7 (4E) Moz in the year under review. This was primarily due to the execution of the Atlatsa refinancing transaction and due to new information in the Mogalakwena area.

As part of a transaction in which Amplats refinanced Atlatsa, Amplats acquired Atlatsa's attributable interest in the eastern section of the Ga-Phasha project (contiguous to Amplats' Twickenham Mine) and the Boikgantsho project (contiguous to Amplats' Mogalakwena Mine).

Due to new information at Mogalakwena, the Mineral Resource reporting depth increased by 50 metres. This, together with an improved structural interpretation and the Atlatsa transaction, resulted in an increase of the Platreef Mineral Resources, inclusive of Ore Reserves, from 264.9 (4E) Moz to 283.1 (4E) Moz.

COMPETENCE AND RESPONSIBILITY

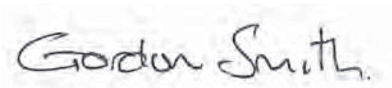
In accordance with the Listings Requirements of the JSE Limited, Amplats prepared its Mineral Resource and Ore Reserve statements for all its operations with reference to the 2007 guidelines and definitions of the South African Mineral Resource Committee (SAMREC). Competent persons have been appointed to work on and assume responsibility for the Mineral Resource and Ore Reserve statements for all operations and projects, as required.

A register of all competent persons has been lodged with the company secretary. The executive head: technical confirms that the information relating to Mineral Resources and Ore Reserves in this report is published in the form and context in which it was intended.

RISK

The Geosciences and Integrated Planning departments subscribe to risk management processes to systematically reduce risks relevant to the Mineral Resources and Ore Reserves. Presently no area of risk is considered significant post the current controls. It is recognised that Mineral Resource and Ore Reserve estimations are based on projections which may vary as new information becomes available or specifically if assumptions, modifying factors and market conditions change materially. Since parameters associated with these considerations vary with time, the conversion of resources to reserves may change over time. For example, mining costs (capital and operating), exchange rates and metal prices can have significant impacts on the conversion of Resources to Reserves and the reallocation of Reserves back to Resources in cases where there is a reversal in the economics of a project or area. The assumptions, modifying factors and market conditions therefore represent areas of potential risk. In addition, security of mineral right tenure or corporate activity could have a material impact on the future mineral asset inventory.

For a detailed account our Ore Reserves and Mineral Resources see our Annual Report, pages 162 to 207.



Gordon Smith (Pr Eng, PhD, MBA, MSc (Engineering), BSc (Mining Engineering))
Engineering Council of SA (930124)
Executive head: Technical
Anglo American Platinum Limited

Johannesburg
31 January 2014

CHANGES IN THE ORE RESERVES AND MINERAL RESOURCES 2013

ORE RESERVE AND MINERAL RESOURCE ESTIMATION SUMMARY

Category	2013 Million tonnes (Mt)	2013 4E million troy ounces (4E Moz)	2012 Million tonnes (Mt)	2012 4E million troy ounces (4E Moz)
Ore Reserves – South Africa	**2,115.3**	**206.9**	1,609.6	170.8
Ore Reserves – Zimbabwe (Unki Platinum Mine (Unki))	**50.7**	**6.0**	53.7	6.5
Ore Reserves[1] – South Africa and Zimbabwe	**2,166.0**	**212.9**	1,663.3	177.2
Mineral Resources exclusive of Ore Reserves – South Africa	**5,145.0**	**652.8**	5,275.4	644.1
Mineral Resources exclusive of Ore Reserves – Zimbabwe (Unki)	**183.1**	**25.6**	186.2	26.0
Mineral Resources exclusive of Ore Reserves[2] – South Africa and Zimbabwe	**5,328.2**	**678.4**	5,461.6	670.2
Mineral Resources inclusive of Ore Reserves – South Africa	**7,266.5**	**884.6**	6,957.1	844.8
Mineral Resources inclusive of Ore Reserves – Zimbabwe (Unki)	**238.6**	**33.1**	246.1	34.0
Mineral Resources inclusive of Ore Reserves[2] – South Africa and Zimbabwe	**7,505.2**	**917.7**	7,203.1	878.8
Ore Reserves – South Africa tailings	**23.7**	**0.8**	15.9	0.5
Mineral Resources – South Africa tailings	**161.5**	**5.0**	102.7	3.6

Note: The above Mineral Resources exclude the Boikgantsho and Sheba's Ridge projects in South Africa and the Pedra Branca project in Brazil. These projects reflect a 3E grade which is the sum of platinum, palladium and gold grades, whereas the other mines and projects reflect a 4E grade. For these projects, see the tabulation below:

Category	2013 Million tonnes (Mt)	2013 3E million troy ounces (3E Moz)	2012 Million tonnes (Mt)	2012 3E million troy ounces (3E Moz)
Mineral Resources inclusive of Ore Reserves – South Africa (Sheba's Ridge project)	**211.9**	**6.4**	211.9	6.4
Mineral Resources inclusive of Ore Reserves – South Africa (Boikgantsho project)	**48.8**	**1.9**	38.8	1.6
Mineral Resources inclusive of Ore Reserves – Brazil (Pedra Branca project)	**6.6**	**0.5**	6.6	0.5
Mineral Resources inclusive of Ore Reserves[2] – South Africa and Americas	**267.3**	**8.8**	257.3	8.5

[1] *The Ore Reserves reflect the total of Proved and Probable Ore Reserves.*
[2] *The Mineral Resources reflect the total of Measured, Indicated and Inferred Mineral Resources. The Mineral Resources are quoted after geological losses.*

ORE RESERVES AND MINERAL RESOURCES DEFINITIONS

The Ore Reserves and Mineral Resources of the Group are classified, verified and reported on in accordance with statutory, stock exchange and industry/professional guidelines. The classifications are based on the South African Code for the reporting of exploration results, Mineral Resources and Mineral Reserves (SAMREC, 2007) and on the code of the Joint Ore Reserves Committee (JORC) of the Australian Institute of Mining and Metallurgy.

Reporting is by professionals with appropriate experience in the estimation, economic evaluation, exploitation and reporting of Ore Reserves and Mineral Resources relevant to the various styles of mineralisation under consideration. The Group's experience with the various orebodies it is engaged in evaluating and mining spans decades, resulting in a thorough understanding of the factors relevant to assessing their economic potential.

Where Ore Reserves and Mineral Resources have been quoted for the same property, Resources are reported both inclusive and exclusive of the material converted to Reserves, i.e. one table reports Resources that exclude those Resources converted to Reserves while the other includes the converted Resources.

Attention is drawn to the fact that Resources are reported over a minimum practical mining width (SAMREC, clause 21), because the widths of the Merensky and the UG2 reefs are generally less than 70 centimetres. In the case of the UG2 Reef, however, there are many areas where additional hanging wall dilution is also included owing to geotechnical considerations; this additional low-grade material usually has a width of less than 30 centimetres, but this may increase locally to as much as one metre. The UG2 Reef, particularly in the Eastern Limb, may also contain pyroxenite lenses of internal waste and these are included as dilutants in the Resource declaration. The Mineral Resources are estimated over a practical minimum mining width suitable for the deposit known as the 'Resource Cut'. The minimum mining width over which Mineral Resources are declared is 95 centimetres (at Bathopele and Twickenham mines) and higher at other mines. The Resource Cut width takes cognisance of the mining method and geotechnical aspects in the hanging wall or footwall of the reef. The conversion of the Resource Cut to an appropriate Reserve width would include additional dilution incurred as the result of geotechnical and mining considerations.

All Mineral Resources are reported after appropriate known and unknown geological losses have been excluded.

Mineral Resources

'A Mineral Resource is a concentration or occurrence of material of economic interest in or on the earth's crust, in such form and quantity that there are reasonable and realistic prospects for eventual economic extraction. The location, quantity, grade, continuity and other geological characteristics of a Mineral Resource are known or estimated from specific geological evidence, sampling and knowledge interpreted from an appropriately constrained and portrayed geological model. Mineral Resources are subdivided in order of increasing confidence in respect of geoscientific evidence into 'Inferred', 'Indicated' and 'Measured' categories, and must be so reported.' (SAMREC, clause 21)

It should be noted that the continuity of the Bushveld Complex orebodies, coupled with the expectation of a robust demand for platinum group elements (PGEs) and associated metals well into the future, allows the PGE industry to classify large volumes of the three mineralised layers as 'Resources' under the different categories defined in the SAMREC code and described below. Amplats takes cognisance of cut-off grades (derived from information on pay limits in the mining operations) and of 'reasonable and realistic prospects for eventual economic extraction' over a period of 30 to 50 years.

The Resources classification process is underpinned by a sign-off procedure by a team of competent persons. The team considers a spatial scorecard of geological, historical-mining, quality control and geostatistical aspects that are appropriately weighted for each particular orebody when assigning the classification.

Measured Mineral Resources: 'A Measured Mineral Resource is that part of a Mineral Resource for which tonnage, densities, shape, physical characteristics, grade and mineral content can be estimated with a high level of confidence. It is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill-holes. The locations are spaced closely enough to confirm geological and grade continuity.' (SAMREC, 2007)

Indicated Mineral Resources: 'An Indicated Mineral Resource is that part of a Mineral Resource for which volume and/or tonnage, densities, shape, physical characteristics, grade and mineral content can be estimated with a reasonable level of confidence. It is based on exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill-holes. The locations are too widely or inappropriately spaced to confirm geological and/or grade continuity, but are spaced closely enough for continuity to be assumed.' (SAMREC, 2007)

Inferred Mineral Resources: 'An Inferred Mineral Resource is that part of a Mineral Resource for which volume and/or tonnage, grade and mineral content can be estimated with a low level of confidence. It is inferred and assumed from geological evidence and sampling, but not verified geologically and/or through an analysis of grade continuity. Inferred Mineral Resources are based on information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill-holes that may be limited in scope or of uncertain quality and reliability.' (SAMREC, 2007)

Ore Reserves

'An Ore Reserve is the economically mineable material derived from a Measured and/or an Indicated Mineral Resource. It includes diluting materials and allows for losses that are expected to occur when the material is mined. Appropriate assessments to a minimum of a 'project in execution' or of a life-of-mine plan for a current operation or a project, must have been carried out, including consideration of, and modification by, realistically assumed mining, metallurgical, economic, marketing, legal, environmental, social and governmental factors (the modifying factors).' (SAMREC, 2007) These assessments demonstrate, at the time of reporting, that extraction is justifiable. Ore Reserves are subdivided, in order of increasing confidence, into Probable Ore Reserves and Proved Ore Reserves.

Proved Ore Reserves: 'A Proved Ore Reserve is the economically mineable material derived from a Measured Mineral Resource. It is estimated with a high level of confidence. It includes diluting and contaminating materials, and allows for losses that are expected to occur when the material is mined. Appropriate assessments to a minimum of a pre-feasibility study for a project, or of a life-of-mine plan for a current operation, must have been carried out, including consideration of, and modification by, realistically assumed mining, metallurgical, economic, marketing, legal, environmental, social and governmental factors.' (SAMREC, 2007) These assessments demonstrate, at the time of reporting, that extraction is justified.

Probable Ore Reserves: 'A Probable Ore Reserve is the economically mineable material derived from a Measured and/or Indicated Mineral Resource. It is estimated with a lower level of confidence than a Proved Ore Reserve. It includes diluting materials and contaminating materials, and allows for losses that are expected to occur when the material is mined. Appropriate assessments to a minimum of a project in execution for a project, or of a life-of-mine plan for a current operation, must have been carried out, including consideration of, and modification by, realistically assumed mining, metallurgical, economic, marketing, legal, environmental, social and governmental factors.' (SAMREC, 2007) These assessments demonstrate, at the time of reporting, that extraction is reasonably justified.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69

ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2013

DIRECTORS' RESPONSIBILITIES AND APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS

for the year ended 31 December 2013

The directors are required to maintain adequate accounting records and are responsible for the content and integrity of the financial statements and related financial information included in this report. It is their responsibility to ensure that the financial statements fairly present the state of affairs of the Group as at the end of the financial year and the results of its operations and cash flows for the period then ended, in conformity with International Financial Reporting Standards. The external auditors are engaged to express an independent opinion on the financial statements.

The financial statements are prepared in accordance with International Financial Reporting Standards and are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgements and estimates.

The directors acknowledge that they are ultimately responsible for the system of internal financial control established by the Group and place considerable importance on maintaining a strong control environment.

To enable the directors to meet these responsibilities, the Board sets standards for internal control aimed at reducing the risk of error or loss in a cost-effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the Group and all employees are required to maintain the highest ethical standards in ensuring the Group's business is conducted in a manner that, in all reasonable circumstances, is above reproach.

The focus of risk management in the Group is on identifying, assessing, managing and monitoring all known forms of risk across the Group. While operating risk cannot be fully eliminated, the Group endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

The directors are of the opinion, based on the information and explanations given by management, that the system of internal control is adequate for ensuring:

- the reliability and integrity of financial and operating information;
- the compliance of established systems with policies, plans, procedures, laws and regulations;
- the safeguarding of the Group's assets against unauthorised use or disposition;
- the economic, effective and efficient utilisation of resources; and
- the achievement of established objectives and goals for operations or programmes.

Nothing has come to the attention of directors to indicate that any material breakdown in the function of these controls, procedures or systems occurred during the year under review.

The internal auditors concur with these statements by the directors. While the external audit is not designed to provide internal control assurance, the external auditors did not identify any material internal control weaknesses during the course of their audit.

The directors believe, as a result of the comprehensive structures and controls in place and the ongoing monitoring of the activities of executive and operational management, the Board maintains effective control over the Group's affairs.

The annual financial statements, which appear on pages 216 to 275, were approved by the Board of directors on 31 January 2014 and are signed on its behalf by:

Valli Moosa
Chairman

Chris Griffith
Chief executive officer

Johannesburg
31 January 2014

COMPANY SECRETARY'S CERTIFICATE

for the year ended 31 December 2013

In terms of section 88(2)(e) of the South African Companies Act, 2008, I declare that, to the best of my knowledge, the Company has lodged with the Registrar of Companies all such returns and notices as are required of a public company in terms of the Companies Act and that all such returns and notices are true, correct and up to date in respect of the financial year reported upon.

Elizna Viljoen
Company secretary
Anglo American Platinum Limited

Johannesburg
31 January 2014

SUMMARISED CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

for the year ended 31 December 2013

These summarised consolidated annual financial statements comprise a summary of the audited consolidated annual financial statements of the Group for the year ended 31 December 2013 that were approved by the board on 31 January 2014. The preparation of the audited consolidated annual financial statements was supervised by the finance director, Mr B Nqwababa.

The summarised consolidated annual financial statements are not the Group's statutory accounts and do not contain all the disclosures required by International Financial Reporting Standards (IFRS). Reading the summarised consolidated annual financial statements, therefore, is not a substitute for reading the audited consolidated annual financial statements of the Group, as they do not contain sufficient information to allow for a complete understanding of the results and state of affairs of the Group. The audited consolidated annual financial statements are available online at www.angloamericanplatinum.com.

BASIS OF PREPARATION

The summarised financial information is extracted from the audited consolidated annual financial statements for the year ended 31 December 2013.

The consolidated annual financial statements from where this has been extracted is in compliance with IFRS of the International Accounting Standards Board, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council, the requirements of the Companies Act of South Africa and the JSE Limited's Listings Requirements. They have been prepared on the historical cost basis, except for certain financial instruments which are stated at fair value and are presented in South African rand.

The accounting policies are consistent with those applied in the financial statements for the year ended 31 December 2012, except for the adoption of various amendments to accounting standards in the year under review. These changes did not have a material impact on the financial results of the Group.

Full details on changes in accounting policies are disclosed in the Group's audited consolidated annual financial statements for the year ended 31 December 2013, which is available online.

INDEPENDENT AUDIT BY THE AUDITORS

These summarised consolidated financial statements for the year ended 31 December 2013 have been extracted from the complete set of annual financial statements on which the auditors, Deloitte & Touche, have expressed an unqualified audit opinion. Deloitte & Touche have also issued an unqualified audit report on these summarised financial statements, stating that these financial statements are consistent in all material respects with the complete annual financial statements. The auditor's reports are available for inspection at the registered office of the Company.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the year ended 31 December 2013

	Notes	2013 Rm	2012 Rm
Gross sales revenue	1	**52,822**	43,148
Commissions paid		**(418)**	(310)
Net sales revenue	2	**52,404**	42,838
Cost of sales	3	**(46,208)**	(41,948)
Gross profit on metal sales	3	**6,196**	890
Other net expenditure	7	**(964)**	(198)
Loss on scrapping of property, plant and equipment	9	**(2,814)**	(6,606)
Market development and promotional expenditure		**(450)**	(420)
Operating profit/(loss)		**1,968**	(6,334)
Loss on acquisition of properties from Atlatsa Resources Corporation (Atlatsa)	44	**(833)**	–
Net gain on Atlatsa refinancing transaction	44	**454**	–
Loss on revaluation of investment in Wesizwe Platinum Limited (Wesizwe)		**(40)**	(358)
Impairment of associates	17	**–**	(105)
Interest expensed	8	**(675)**	(435)
Interest received	8	**57**	220
Remeasurements of loans and receivables	8	**44**	54
Losses from associates (net of taxation)	17	**(298)**	(659)
Profit/(loss) before taxation	9	**677**	(7,617)
Taxation	10	**(2,191)**	897
Loss for the year		**(1,514)**	(6,720)
Other comprehensive income, net of income tax			
Items that will be reclassified subsequently to profit or loss		**950**	325
Deferred foreign exchange translation gains on Unki Platinum Mine		**833**	95
Share of other comprehensive income of associates		**8**	–
Reclassification of unrealised losses on available-for-sale investments to loss for the year		**40**	178
Net gains on available-for-sale investments		**69**	52
Total comprehensive loss for the year		**(564)**	(6,395)
Loss attributable to:			
Owners of the Company		**(1,370)**	(6,677)
Non-controlling interests		**(144)**	(43)
		(1,514)	(6,720)
Total comprehensive loss attributable to:			
Owners of the Company		**(420)**	(6,352)
Non-controlling interests		**(144)**	(43)
		(564)	(6,395)
Headline earnings/(loss)	12	**1,451**	(1,468)
Number of ordinary shares in issue (millions)*		**267.3**	267.3
Weighted average number of ordinary shares in issue (millions)		**261.0**	261.0
Loss per ordinary share (cents)	11		
– Basic		**(525)**	(2,558)
– Diluted		**(522)**	(2,547)

** Includes the shares issued as part of the community economic empowerment transaction, but excludes the shares held by the Group ESOP and the shares held in terms of the Group's various share schemes.*

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 31 December 2013

	Notes	2013 Rm	2012 Rm
ASSETS			
Non-current assets		**64,132**	64,652
Property, plant and equipment	14	**43,298**	43,946
Capital work-in-progress	15	**9,810**	9,149
Investment in associates	17	**6,816**	6,653
Investments held by environmental trusts	19	**732**	642
Other financial assets	20	**3,422**	4,204
Other non-current assets	21	**54**	58
Current assets		**24,895**	21,295
Inventories	22	**19,668**	15,937
Trade and other receivables	23	**3,624**	2,708
Other assets	24	**441**	472
Other current financial assets	25	**–**	4
Cash and cash equivalents	26	**1,162**	2,174
Total assets		**89,027**	85,947
EQUITY AND LIABILITIES			
Share capital and reserves			
Share capital	27	**27**	27
Share premium		**21,439**	20,956
Foreign currency translation reserve		**1,007**	174
Available-for-sale reserve		**47**	(62)
Retained earnings		**27,362**	28,725
Non-controlling interests		**126**	280
Shareholders' equity		**50,008**	50,100
Non-current liabilities		**21,968**	20,668
Non-current interest-bearing borrowings	28	**9,486**	8,104
Environmental obligations	29	**1,859**	1,709
Employees' service benefit obligations	30	**3**	24
Deferred taxation	31	**10,620**	10,831
Current liabilities		**17,051**	15,179
Current interest-bearing borrowings	28	**3,132**	4,561
Trade and other payables	32	**7,858**	6,425
Other liabilities	33	**2,157**	1,983
Other current financial liabilities	34	**43**	131
Share-based payments provision	30	**40**	54
Taxation	37	**3,821**	2,025
Total equity and liabilities		**89,027**	85,947

Financial information

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31 December 2013

	Notes	2013 Rm	2012 Rm
Cash flows from operating activities			
Cash receipts from customers		**51,838**	43,109
Cash paid to suppliers and employees		**(44,559)**	(40,417)
Cash generated from operations	36	**7,279**	2,692
Interest paid (net of interest capitalised)		**(522)**	(201)
Taxation paid	37	**(679)**	(602)
Net cash from operating activities		**6,078**	1,889
Cash flows used in investing activities			
Purchase of property, plant and equipment (includes interest capitalised)	38	**(6,346)**	(7,201)
Proceeds from sale of plant and equipment		**69**	102
Proceeds on sale of mineral rights and other investments		**43**	14
Distribution from associates	17	**–**	94
Loans to associates	17	**(367)**	(535)
Advances made to Plateau Resources Proprietary Limited (Plateau)		**(421)**	(305)
Settlement of obligation to subscribe for 'S' preference shares in Newshelf 1061 Proprietary Limited		**–**	(86)
(Decrease)/increase in investments held by environmental trusts		**(36)**	78
Interest received		**42**	36
Growth in environmental trusts	19	**3**	3
Other advances		**–**	(91)
Net cash used in investing activities		**(7,013)**	(7,891)
Cash flows (used in)/from financing activities			
Share issue expenses on the community economic empowerment transaction		**–**	(5)
Proceeds on partial disposal of interest in Masa Chrome Company Proprietary Limited (Masa)		**247**	–
Purchase of treasury shares for the Bonus Share Plan (BSP)		**(239)**	(231)
(Repayment of)/proceeds from interest-bearing borrowings		**(50)**	6,706
Cash dividends paid		**–**	(532)
Cash distributions to minorities		**(35)**	(58)
Net cash (used in)/from financing activities		**(77)**	5,880
Net decrease in cash and cash equivalents		**(1,012)**	(122)
Cash and cash equivalents at beginning of year		**2,174**	2,296
Cash and cash equivalents at end of year	26	**1,162**	2,174
Movement in net debt			
Net debt at beginning of year		**(10,491)**	(3,662)
Net cash from operating activities		**6,078**	1,889
Net cash used in investing activities		**(7,013)**	(7,891)
Other		**(30)**	(827)
Net debt at end of year		**(11,456)**	(10,491)
Made up as follows:			
Cash and cash equivalents	26	**1,162**	2,174
Non-current interest-bearing borrowings	28	**(9,486)**	(8,104)
Current interest-bearing borrowings	28	**(3,132)**	(4,561)
		(11,456)	(10,491)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
for the year ended 31 December 2013

	Share capital Rm	Share premium Rm	Foreign currency translation reserve Rm	Available-for-sale reserve Rm	Retained earnings Rm	Non-controlling interests Rm	Total Rm
Balance at 31 December 2011	27	21,014	79	(292)	35,534	381	56,743
Total comprehensive loss for the year			95	230	(6,677)	(43)	(6,395)
Deferred taxation charged directly to equity					5		5
Cash distributions to minorities						(58)	(58)
Cash dividends paid					(532)		(532)
Share issue expenses on community economic empowerment transaction		(5)					(5)
Shares acquired in terms of the BSP – treated as treasury shares	(–)*	(231)					(231)
Shares vested in terms of the BSP	– *	178			(178)		–
Equity-settled share-based compensation					589		589
Shares purchased for employees					(16)		(16)
Balance at 31 December 2012	27	20,956	174	(62)	28,725	280	50,100
Total comprehensive loss for the year			**833**	**109**	**(1,362)**	**(144)**	**(564)**
Deferred taxation charged directly to equity					**(6)**		**(6)**
Cash distributions to minorities						**(35)**	**(35)**
Gain on disposal of partial interest in a subsidiary					**222**	**25**	**247**
Shares acquired in terms of the BSP – treated as treasury shares	**(–)***	**(239)**					**(239)**
Shares vested in terms of the BSP	**– ***	**271**			**(271)**		**–**
Shares vested in terms of the Group Employee Share Option Scheme (Kotula)	**– ***	**451**			**(451)**		**–**
Equity-settled share-based compensation					**510**		**510**
Shares purchased for employees					**(5)**		**(5)**
Balance at 31 December 2013	**27**	**21,439**	**1,007**	**47**	**27,362**	**126**	**50,008**

** Less than R500,000.*

RECONCILIATION BETWEEN LOSS AND HEADLINE EARNINGS/(LOSS)

for the year ended 31 December 2013

	2013 Rm	2012 Rm
Loss attributable to shareholders	**(1,370)**	(6,677)
Adjustments		
Net (profit)/loss on disposal of property, plant and equipment	**(4)**	6
Tax effect thereon	**1**	(2)
Loss on scrapping of property, plant and equipment	**2,814**	6,606
Tax effect thereon	**(788)**	(1,850)
Loss on acquisition of properties from Atlatsa	**833**	–
Tax effect thereon	**–**	–
Loss on revaluation of investment in Wesizwe	**40**	358
Tax effect thereon	**–**	–
Impairment of associates	**–**	105
Profit on sale of other mineral rights and investments	**(75)**	(14)
Headline earnings/(loss)	**1,451**	(1,468)

ANALYSIS OF SHAREHOLDERS
for the year ended 31 December 2013

An analysis of the share register at year end showed the following:

Ordinary shares

	2013 Number of shareholders	2013 Percentage of issued capital	2012 Number of shareholders	2012 Percentage of issued capital
Size of shareholding				
1 – 1,000	**12,631**	**0.71**	13,750	0.78
1,001 – 10,000	**1,159**	**1.28**	1,256	1.40
10,001 – 100,000	**297**	**3.72**	309	3.73
100,001 – 1,000,000	**74**	**7.97**	67	7.00
1,000,001 – and over	**8**	**86.32**	8	87.09
	14,169	**100.00**	15,390	100.00
Category of shareholder				
Companies	**248**	**78.49**	262	78.18
Individuals	**11,157**	**1.13**	11,804	1.17
Pension and provident funds	**201**	**7.89**	258	7.65
Insurance companies	**25**	**0.45**	44	0.40
Bank, nominee and finance companies	**342**	**5.24**	318	5.32
Trust funds and investment companies	**1,909**	**6.51**	2,326	6.94
Other corporate bodies	**287**	**0.29**	378	0.34
	14,169	**100.00**	15,390	100.00
Shareholder spread				
Public shareholders	**14,164**	**22.04**	15,385	22.02†
Non-public shareholders				
– Directors and associates	**4**	**–***	4	–*
– Persons interested, directly or indirectly, in 10% or more	**1**	**77.96**	1	77.98†
	14,169	**100.00**	15,390	100.00

Major shareholder

According to the Company's share register at year end, the following shareholders held shares equal to or in excess of 5% of the issued ordinary share capital of the Company:

	2013 Number of shares	2013 Percentage	2012 Number of shares	2012 Percentage
Anglo South Africa Capital Proprietary Limited	**208,417,151**	**77.96**	208,417,151	77.98†

Geographical analysis of shareholders

Resident shareholders held 252,025,185 shares (94.27%) (2012: 94.02%) and non-resident shareholders held 15,318,673 shares (5.73%) (2012: 5.98%) of the Company's issued ordinary share capital of 267,343,858 shares at 31 December 2012 (2012: 267,268,922).

The treasury shares held by the Kotula Trust (the Group ESOP) of 712,701 (2012: 1,069,015) and the 1,625,327 (2012: 1,343,949) shares held in terms of the Bonus Share Plan and other schemes, have been excluded from the shareholder analysis. The shareholder details above include the shares issued by the Company in respect of the community economic empowerment transaction.

** Less than 0.01%.*

† Numbers amended to include shares issued in respect of community economic empowerment transaction.

GLOSSARY

3E: Three elements: platinum, palladium and gold.

4E: Four elements: the grade at Amplats' mines is measured as the combined content of the four most valuable precious metals: platinum, palladium, rhodium and gold.

ACP: Amplats Converting Process, used at the Waterval Smelter complex in Rustenburg.

After-tax operating profit as a percentage of average operating assets: Net profit excluding net investment income and income from associates as a percentage of average operating assets.

AIDS: Acquired Immune Deficiency Syndrome, a disease of the immune system caused by HIV infection.

AMCU: Association of Mineworkers and Construction Union.

Amplats: Anglo American Platinum Limited or the Company.

Au: Gold.

Autocatalyst: A cylinder made from ceramic or metal and formed into a honeycomb. It is coated with a solution of chemicals and platinum group metals, and is mounted inside a stainless steel canister and installed in the exhaust line of vehicles between the engine and the silencer. Autocatalysts convert over 90% of hydrocarbons, carbon monoxide and oxides of nitrogen from gasoline engines into less harmful carbon dioxide, nitrogen and water vapour. They also reduce the pollutants in diesel exhaust by converting 90% of hydrocarbons and carbon monoxide and 30% to 40% of particulate into carbon dioxide and water vapour.

Average operating assets: Average of the aggregate of total assets, minus capital work-in-progress, cash and cash equivalents, liabilities in the Platinum Producers' Environmental Trust, and investments at the beginning and end of the financial year.

Base metal: A common metal that is not considered precious, such as copper, nickel, tin or zinc.

BBBEE: Broad-based black economic empowerment. This represents a broadening of earlier BEE (see below) policy and attempts to spread the benefits of economic empowerment to the widest possible spectrum of black South Africans.

BEE: Black economic empowerment. BEE is a policy of the South African Government, aimed at increasing the access that black South Africans have to productive assets. It seeks to 'promote new opportunities for and increase the levels of participation of black people in the ownership, management and control of economic activities'.

BRPM: Bafokeng-Rasimone Platinum Mine.

BSP: Bonus Share Plan.

Built-up head grade: The total 4E grams produced from the concentrating process from concentrate, metallics (where applicable) and tailings, divided by the total tonnes milled. See definition of 4E above.

Capital expenditure: Total capital expenditure on mining and non-mining property, plant, equipment and capital work-in-progress.

CO: Carbon monoxide.

CO_2: Carbon dioxide.

Concentrating: The process of separating milled ore into a waste stream (tailings) and a valuable mineral stream (concentrate) by flotation. The valuable minerals in the concentrate contain almost all the minerals found in base and precious metals. They are treated further by smelting and refining to obtain pure metals: Au, Cu, PGMs and Ni (see entries above and below for these metals).

Current ratio: Current assets as a ratio of current liabilities.

Debt:equity ratio: Interest-bearing borrowings, including the short-term portion payable as a ratio of shareholders' equity.

Decline: A generic term used to describe a shaft at an inclination below the horizontal and usually at the same angle as the dip of the reef.

Development: Any tunnelling operation that has as its object either exploration or exploitation.

Discretionary spend: Spending for the long-term profitability of a company.

DMR: Department of Mineral Resources.

DWA: Department of Water Affairs.

EBITDA: Earnings before interest, tax, depreciation and amortisation.

Effective tax rate: Total income statement taxation as a percentage of profit before taxation.

Equivalent refined platinum: Mine production and purchases of metal in concentrate converted to equivalent refined platinum production using Amplats' standard smelting and refining recoveries.

ETF: Exchange-traded fund.

Exco: Amplats' Executive Committee.

Face advance: The average distance a stope face advances per month; a measure of resource utilisation.

FIFR: Fatal injury frequency rate: The number of fatal injuries per 200,000 hours worked.

Flotation: In the flotation process, milled ore is mixed with water to form pulp, which is passed through a series of agitating tanks. Various chemicals are added to the pulp in a sequence that renders the valuable minerals hydrophobic (water-repellent) and the non-valuable minerals hydrophilic (possessing a strong affinity for water). Air is dispersed through the tanks and rises to the surface. The hydrophobic particles attach themselves to the rising air bubbles and are removed from the main volume of pulp as a soapy froth. In this manner, various combinations of flotation cells in series are utilised to produce a concentrated stream of valuable mineral particles, called the 'concentrate', and a waste pulp stream, called 'tailings'.

FOG: Fall-of-ground.

Furnace matte: The product of the smelting process.

g/t: Grams per tonne, the unit of measurement of grade. One gram per tonne is one part per million.

GHG: Greenhouse gas.

GHG emissions, CO_2 equivalent: Quantity of CO_2 from electricity purchased and internally generated.

Grade: The mass of desired metal(s) in a given mass of ore. Ores bearing PGMs are normally low-grade. Grades are usually expressed as grams per tonne, equivalent to parts per million.

Greenfield project: A project situated on a previously undeveloped mineral resource.

GRI: The Global Reporting Initiative. The GRI was established in 1997, with the mission of designing globally applicable guidelines for the preparation of sustainable development reports at enterprise level.

Gross profit margin: Gross profit on metal sales expressed as a percentage of gross sales revenue.

HDSA: Historically disadvantaged South African. Refers to 'any person, category of persons or community, disadvantaged by unfair discrimination before the Constitution of the Republic of South Africa, 1993 (Act No 200 of 1993), came into operation'. The Company definition of HDSAs includes employees who are classified as African, Asian, Coloured or women.

Head grade: The grade of the ore leaving a mine and entering a processing plant.

HIV/AIDS: Human Immuno-deficiency Virus/Acquired Immune Deficiency Syndrome.

IAS: International Accounting Standard.

IFRIC: International Financial Reporting Interpretations Committee. Now operating as the IFRS (see below) Interpretations Committee.

IFRS: International Financial Reporting Standard(s).

IFRS 2: Specifies the financial reporting standard related to share-based financial transactions.

Immediately available ore reserves: Ground available for mining without any further development.

In situ: The original, natural state of the orebody before mining or processing of the ore takes place.

Incident: Refers to any unplanned or unwanted event that results in an impact on the environment. In 2011 Amplats converted from a three-level classification system of incidents to a five-level system. In the new system, incidents are classified according to the actual severity of their impact. A level 1 incident has a minor impact on the environment, while a level 5 incident has a major impact. Level 1 and 2 incidents are reported, investigated and dealt with on site. Level 3 to 5 incidents, which are confirmed as capable of resulting in a medium, high or major impact on the environment, are reported to senior management and the relevant authorities and result in a full investigation.

ISO: International Organisation for Standardization; ISO Standard.

Joint venture: A contractual agreement between two or more parties for the purpose of executing a business undertaking. The parties agree to share in the profits and losses of the enterprise.

JORC: The Australian Institute of Mining and Metallurgy's Joint Ore Reserves Committee.

JSE: JSE Limited, the Johannesburg Stock Exchange.

JV: Joint venture. See definition of joint venture above.

King Report/King III: The King Committee on Corporate Governance in South Africa was formed in 1992 (under the auspices of the Institute of Directors in southern Africa and with Mervyn King as chair) to promote the highest standards of corporate governance in South Africa. Corporate governance in the country has been institutionalised by the publication of the King Report on Corporate Governance in 1994, by the release of an updated version (King II) in 2002 and, more recently, by the release of King III in September 2009. The King Report features a Code of Corporate Practices and Conduct, which the JSE stipulates all listed companies must follow. The Global Reporting Initiative (see above) is referenced in this code.

Kotula: Kotula Trust Employee Share Ownership Plan (ESOP)

LCD: Liquid crystal display.

LHD: Load-haul dump.

LoM: Life-of-mine.

LOMP: Life-of-mine plan.

Lost-time injury (LTI): Any occupational injury that renders a person unable to perform his/her regular duties for one full shift or more following the day on which the injury was sustained, whether a scheduled work day or not.

LTIFR: Lost-time injury-frequency rate. The number of lost-time injuries (see above) per 200,000 hours worked.

LTIP: Long-term Incentive Plan.

Market capitalisation: Number of ordinary shares in issue multiplied by the closing share price as quoted on the JSE Limited.

MCP: Magnetic concentration plant.

Merensky Reef: A layer in the Bushveld sequence.

Milling: The process of reducing broken ore to a size at which it can be concentrated.

Mineral Resource: See page 102 and 103.

Mining area: The area for which a mining authorisation/right has been granted.

Mℓ: Million litres.

MLCC: Multilayer ceramic capacitor.

Moz: Million ounces.

MSZ: The Main Sulphide Zone, a layer in the Shurugwi Complex that is part of the Great Dyke geological formation in Zimbabwe.

Mt: Million tonnes.

Net asset value: Total assets less all liabilities, including deferred taxation, which equates to shareholders' equity.

Net asset value as a percentage of market capitalisation: Shareholders' equity expressed as a percentage of market capitalisation.

Net liquid assets: Cash and cash equivalents, and accounts receivable, less current liabilities.

Ni: Nickel.

NIHL: Noise-induced hearing loss.

NOx emissions: Emissions of nitrogen oxides from diesel engines.

NUM: National Union of Mineworkers.

OHSAS 18000: An international system specification for the management of occupational health and safety. It comprises two parts, 18001 and 18002, and embraces a number of other publications.

Opsco: Amplats' Operations Committee.

Ore: Rock from which metal or minerals can be extracted at a financial profit.

Oz: Troy ounce. A unit equal to 480 grams or one-twelfth of a pound.

Pd: Palladium.

PET: Polyethylene terephthalate.

PGI: Platinum Guild International. The organisation promotes and markets platinum jewellery in many countries.

PGMs: Platinum group metals. This refers to six elemental metals of the platinum group nearly always found in association with one another and sometimes called PGEs (platinum group elements). The metals are platinum, palladium, rhodium, ruthenium, iridium and osmium.

Platinum Review: Review carried out in 2013 to assess what needed to be done to restore the Company to profitability.

Platreef: The northern Bushveld's PGM-bearing reef.

Pt: Platinum.

Pt oz: Equivalent refined platinum ounce(s). Equivalent ounces are mined ounces expressed as refined ounces.

Rand revenue per platinum ounce sold: Net sales revenue divided by platinum ounces sold.

Refined ounces: Refined metal available for sale.

Refining: Process whereby impurities or unwanted elements are removed from a metal in a refinery. Amplats' two refineries undertake different levels of refining.

Regional Pothole Reef: Merensky Reef facies that have formed over a large area (several square kilometres) at a lower stratigraphic position than normal. It is a feature occurring at Union Mine and in the Amandelbult mining area.

Resource Cut: The mineral resources of the Merensky Reef and the UG2 Reef are quoted over a practical minimum mining cut suitable for the deposit.

Return on average shareholders' equity: Net profit expressed as a percentage of average shareholders' equity.

Rh: Rhodium.

S&SD Committee: Amplats' Safety & Sustainable Development Committee.

SAMREC: The South African code for the reporting of exploration results, Mineral Resources and Mineral Reserves.

SEAT: Anglo American Socio-Economic Assessment Toolkit.

SET Committee: Amplats' Social, Ethics & Transformation Committee.

SHE: Safety, Health and Environment.

SLP: Social and Labour Plan.

Smelting: The process of heating and melting ore to separate valuable metals.

SO_2: Sulphur dioxide.

Stoping: Operations directly associated with the extraction of reef.

Stripping ratio: The number of units of unpayable material that must be mined to expose one unit of ore.

Sweepings: The final process in stoping operations, in which the footwall is thoroughly cleaned to remove the last portion of broken ore and fines (powdered material).

Tailings: That portion of the ore from which most of the valuable material has been removed by concentrating. Although low in value, it remains available for future extraction pending developments in technology.

TB: Tuberculosis.

Tonne: Unless otherwise defined, this refers to a metric tonne equal to 1,000 kg.

Total assets: The sum of non-current and current assets.

tpm: Tonnes per month.

Transition zone: The area on plan that defines the changeover from Merensky Reef – at its normal stratigraphic elevation – down to Regional Pothole Reef at a lower stratigraphic elevation. The area has an irregular and constantly varying width. Owing to its undulating nature, it is mostly unmineable.

UASA: United Association of South Africa.

UG2 Reef: A chromite layer in the Bushveld sequence.

USD: United States dollar.

WBJV: Western Bushveld Joint Venture.

ZAR: South African rand.

NOTICE OF ANNUAL GENERAL MEETING

ANGLO AMERICAN PLATINUM LIMITED

(Incorporated in the Republic of South Africa)
(Registration number 1946/022452/06)
Share code: AMS ISIN: ZAE000013181
('Amplats' or 'the Company')

All terms defined in the Annual Report 2013, to which this notice of annual general meeting is attached, shall bear the same meanings when used in this notice of annual general meeting.

Notice is hereby given to Amplats shareholders recorded in the Company's securities register on Friday, 21 February 2014, that the annual general meeting of the shareholders of Amplats will be held in the Auditorium, 18th Floor, 55 Marshall Street, Johannesburg on Wednesday, 2 April 2014 at 14:00 (South African time), to conduct such business as may lawfully be dealt with at the annual general meeting and to consider and, if deemed fit, pass, with or without modification, the ordinary and special resolutions set out hereunder in the manner required by the Companies Act, No 71 of 2008, as amended from time to time, as read with the JSE Listings Requirements, as amended from time to time.

Kindly note that in terms of section 63(1) of the Act, meeting participants (including proxies) will be required to provide reasonably satisfactory identification before being entitled to participate in or vote at the annual general meeting. Forms of identification that will be accepted include original and valid identity documents, driver's licences and passports.

RECORD DATES, PROXIES AND VOTING

In terms of section 59(1)(a) and (b) of the Act, the Board of the Company has set the record date for the purpose of determining which shareholders are entitled to:

- receive notice of the annual general meeting (being the date on which a shareholder must be registered in the Company's shareholders' register in order to receive notice of the annual general meeting as Friday, 21 February 2014; and
- participate in and vote at the annual general meeting (being the date on which a shareholder must be registered in the Company's shareholders' register in order to participate in and vote at the annual general meeting) as Friday, 28 March 2014. The last date to trade to participate in the annual general meeting is Thursday, 20 March 2014.

Certificated shareholders or own name dematerialised shareholders may attend and vote at the annual general meeting, or appoint a proxy to attend, speak and, in respect of the applicable resolution(s), vote in their stead by completing the attached form of proxy and returning it to the transfer secretaries at the address given in the form of proxy by no later than 14:00 (South African time) on Monday, 31 March 2014. A proxy need not also be a shareholder of the Company. The completion of a form of proxy will not preclude a shareholder from attending the annual general meeting.

Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with 'own-name' registration, should contact their Central Securities Depository Participant (CSDP) or broker in the manner and within the time stipulated in the agreement entered into between them and their CSDP or broker:

- to furnish them with their voting instructions; or
- in the event that they wish to attend the annual general meeting, to obtain the necessary letter of representation to do so.

Voting will be by way of a poll, and every shareholder, present in person or represented by proxy and entitled to vote, shall be entitled to one vote for every share held in the issued share capital of the Company by such shareholder.

ELECTRONIC PARTICIPATION

Please note that Amplats will provide for participation by way of electronic communication in the annual general meeting, as set out in section 63 of the Act. In this regard, please refer to the note on page 282 at the end of this notice.

When reading the resolutions below, please refer to the explanatory notes relating to the resolutions on pages 283 and 284.

PRESENTATION OF ANNUAL FINANCIAL STATEMENTS AND REPORTS

The audited Group and Company annual financial statements, including the Independent Auditor's report, the Audit and Risk Committee report and the Directors' report for the year ended 31 December 2013, have been distributed as required and will be presented to shareholders at the annual general meeting.

The complete set of audited Group and Company annual financial statements, together with Independent Auditor's report and the directors' report is set out on pages 211 to 275 of this Annual Report 2013. The Audit and Risk Committee report can be found on pages 66 to 69.

ORDINARY RESOLUTIONS

Please note that for the purposes of sections 62(3)(c) and 65(7) of the Act, unless otherwise specified, in order for each of the ordinary resolutions appearing hereunder to be passed, each resolution must be supported by more than 50% of the voting rights exercised on each ordinary resolution.

Ordinary resolution number 1: Re-election of directors retiring by rotation

1.1. Resolved that Mr RMW Dunne, who was first appointed to the Board on 1 July 2006 and who retires in terms of the Company's Memorandum of Incorporation (MOI), and who is eligible and available for re-election, is re-elected as a director of the Company with immediate effect.

1.2. Resolved that Ms KT Kweyama, who was first appointed to the Board on 15 October 2012 and who retires in terms of the Company's MOI, and who is eligible and available for re-election, is re-elected as a director of the Company with immediate effect.

1.3. Resolved that Mr R Médori, who was first appointed to the Board on 31 March 2007 and who retires in terms of the Company's MOI, and who is eligible and available for re-election, is re-elected as a director of the Company with immediate effect.

1.4. Resolved that Mr B Nqwababa, who was first appointed to the Board on 1 January 2009 and who retires in terms of the Company's MOI, and who is eligible and available for re-election, is re-elected as a director of the Company with immediate effect.

Brief curricula vitae in respect of each director offering him/herself for re-election are contained on pages 40 and 41 of the Annual Report 2013.

Ordinary resolution number 2: Election of directors appointed during the year

2.1 Resolved that Mr M Cutifani, who was appointed to the Board on 26 April 2013 and who retires in terms of section 68(3) of the Act, is elected as a director of the Company with immediate effect.

2.2 Resolved that Mr NP Mageza, who was appointed to the Board on 19 July 2013 and who retires in terms of section 68(3) of the Act, is elected as a director of the Company with immediate effect.

2.3 Resolved that Ms NT Moholi, who was appointed to the Board on 19 July 2013 and who retires in terms of section 68(3) of the Act, is elected as a director of the Company with immediate effect.

2.4 Resolved that Ms D Naidoo, who was appointed to the Board on 19 July 2013 and who retires in terms of section 68(3) of the Act, is elected as a director of the Company with immediate effect.

2.5 Resolved that Mr AM O'Neill, who was appointed to the Board on 30 October 2013 and who retires in terms of section 68(3) of the Act, is elected as a director of the Company with immediate effect.

Brief curricula vitae in respect of each director offering him/herself for re-election are contained on pages 40 and 41 of the Annual Report 2013.

Ordinary resolution number 3: Election of Audit and Risk Committee members

3.1 Resolved that, in terms of section 94(2) of the Act, but subject to his re-election as a director of the Company in terms of Ordinary resolution number 1, Mr RMW Dunne, an independent non-executive director of the Company, be and is hereby elected as a member and the chairman of the Audit and Risk Committee.

3.2 Resolved that, in terms of section 94(2) of the Act, but subject to his election as a director of the Company in terms of Ordinary resolution number 1, Mr NP Mageza, an independent non-executive director of the Company, be and is hereby elected as a member of the Audit and Risk Committee.

3.3 Resolved that, in terms of section 94(2) of the Act, but subject to her election as a director of the Company in terms of Ordinary resolution number 1, Ms D Naidoo, an independent non-executive director of the Company, be and is hereby elected as a member of the Audit and Risk Committee.

3.4 Resolved that, in terms of section 94(2) of the Act, Mr JM Vice, an independent non-executive director of the Company, be and is hereby elected as a member of the Audit and Risk Committee.

Ordinary resolution number 4: Re-appointment of external auditor

Resolved that on the recommendation of the current Audit and Risk Committee of the Company, Deloitte & Touche be and is hereby re-appointed as the independent registered auditors of the Company for the ensuing year until the conclusion of the next annual general meeting of the Company.

Ordinary resolution number 5: General authority granted to directors to allot and issue authorised but unissued ordinary shares

Resolved that 5% (five per cent) of the authorised, but unissued share capital of the Company, be and is hereby placed under the control of the directors as a general authority, who shall be authorised and empowered to allot and issue such shares to such person or persons on such terms and conditions as they, in their discretion, may deem fit. Such allotment will be in accordance with and subject to the provisions of the MOI, the Act and the Listings Requirements.

Ordinary resolution number 6: Directors' authority to implement special and ordinary resolutions

Resolved that each and every director of the Company be and is hereby authorised to do all such things and sign all such documents as may be necessary for or incidental to the implementation of the ordinary and special resolutions passed at the annual general meeting.

ADVISORY VOTE

Please note that there is no minimum percentage of voting rights required for an advisory vote to be adopted.

Endorsement of the remuneration policy

As a non-binding advisory vote, the Company's remuneration policy (excluding the remuneration of non-executive directors and members of committees of the Board for their services as directors and members of such committees) as set out on pages 52 to 57 of the Annual Report 2013, be and is hereby endorsed.

SPECIAL RESOLUTIONS

Please note that for the purposes of sections 62(3)(c) and 65(9) of the Act, the minimum percentage of voting rights that is required for the following special resolutions to be passed is 75% of the voting rights exercised on each special resolution.

Special resolution number 1: Non-executive directors' remuneration

Resolved that in terms of section 66(9) of the Act, the following remuneration shall be payable to the non-executive directors for their services as directors for the ensuing year until the next annual general meeting as follows:

Non-executive directors' fees	Current	Proposed
Chairman of the Board	**1,139,500**	1,207,870
Non-executive director on the Board	**193,710**	211,144
Audit Committee chairman	**153,830**	167,675
Audit Committee member	**102,550**	111,780
Remuneration Committee chairman	**142,440**	155,260
Remuneration Committee member	**85,460**	93,151
Nomination Committee chairman	**131,040**	142,834
Nomination Committee member	**79,760**	86,938
Corporate Governance Committee chairman	**131,040**	142,834
Corporate Governance Committee member	**79,760**	86,938
Safety & Sustainable Development Committee chairman	**131,040**	142,834
Safety & Sustainable Development Committee member	**79,760**	86,938
Social, Ethics & Transformation Committee chairman	**131,040**	142,834
Social, Ethics & Transformation Committee member	**79,760**	86,938
Special Board meeting	**15,000**	–
Special/unscheduled Board and Committee meetings and ad hoc strategic planning sessions	**–**	16,000

Special resolution number 2: Financial assistance to related or interrelated parties

Resolved that the Board of directors of the Company may, to the extent required by sections 44 and/or 45 of the Act and subject to compliance with the requirements of the MOI, the Act and the Listings Requirements from time to time, authorise the Company to provide direct or indirect financial assistance by way of loan, guarantee, the provision of security or otherwise, to:

(a) any of its present or future subsidiaries and/or any other company or entity that is or becomes related or interrelated to the Company, for any purpose or in connection with any matter, including but not limited to, the subscription of any option or any securities issued or to be issued by the Company or a related or interrelated company, or for the purchase of any securities in the Company or any related or interrelated company; and

(b) any of the present or future directors or prescribed officers (or any person related to any of them or to any company or entity related or interrelated to any of them), or to any other person who is or may be a participant in any of the current or future employee share plans or other employee incentive schemes operating in the Group, or any share-scheme trust or other entity facilitating any such scheme, for the purpose of, or in connection with, the subscription for any option, or any securities, issued or to be issued by the Company or a related or interrelated company or entity or for the purchase of any securities of the Company or a related or interrelated company, where such financial assistance is provided in terms of any such scheme that does not constitute an employee share scheme that satisfies the requirements of section 97 of the Companies Act,

provided that this authority shall expire at the earlier of the second anniversary of the date of the adoption of this Special resolution number 2 or the date of the annual general meeting of the Company to be held in 2015.

Special resolution number 3: Reduction of authorised securities and amendment to the memorandum of incorporation

Resolved that the authorised securities of the Company comprising of 1,512,780 unlisted 'A' ordinary shares with a par value of R0.10 each as recorded in paragraph 7.1 of the MOI, be reduced to 1,008,520 unlisted 'A' ordinary shares with a par value of R0.10 each by the reduction of 504,260 'A1' ordinary shares to zero. Clause 7.1.2 of the memorandum of incorporation is accordingly deleted.

Special resolution number 4: General authority to repurchase shares

Resolved that, pursuant to the Company's MOI, the Company or any subsidiary of the Company is hereby authorised by way of a general approval, from time to time, to repurchase ordinary shares in the share capital of the Company in accordance with the Act and the Listings Requirements, provided that:

(a) general repurchase in any one financial year shall not exceed in the aggregate 5% (five per cent) of the ordinary shares in issue as at the beginning of the financial year;

(b) this authority shall lapse on the earlier of the date of the next annual general meeting of the Company or the date 15 (fifteen) months after the date on which this resolution is passed;

(c) the Board has resolved to authorise the repurchase and that the Group passed the solvency and liquidity and that since the test was done there have been no material changes to the financial position of the Group;

(d) the repurchase must be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and the counterparty (reported trades are prohibited);

(e) at any point in time, the Company only appoints one agent to effect any repurchase(s) on its behalf;

(f) general repurchases may not be made at a price greater than 10% (ten per cent) above the weighted average of the market value of the ordinary shares for the 5 (five) business days immediately preceding the date on which the transaction is effected;

(g) the number of shares repurchased and held by subsidiaries of the Company shall not exceed 5% (five per cent) in the aggregate of the number of issued shares in the Company at the relevant times;
(h) any such general repurchases are subject to exchange control regulations and approval at that point in time;
(i) the Company and its subsidiaries may not repurchase shares during a prohibited period as defined in the Listings Requirements, unless they have in place a repurchase programme in which the dates and quantities of shares to be traded during the relevant period are fixed (not subject to any variation) and full details of the programme have been disclosed in an announcement over the Stock Exchange News Service (SENS) prior to the commencement of the prohibited period; and
(j) an announcement containing full details of such repurchases will be published as soon as the Company and/or its subsidiaries have acquired shares constituting, on a cumulative basis, 3% (three per cent) of the number of shares in issue at the beginning of the financial year, and for each 3% (three per cent) in aggregate of the initial number acquired thereafter.

The directors undertake that the Company will not commence a general repurchase of shares as contemplated above unless all the following can be met:

- The Company and the Group will be able to repay its debts in the ordinary course of business for a period of 12 (twelve) months following the date of the general repurchase.
- The Company's and the Group's assets will be in excess of the liabilities of the Company and the Group for a period of 12 (twelve) months after the date of the general repurchase. For this purpose, the assets and liabilities will be recognised and measured in accordance with the accounting policies used in the latest audited consolidated annual financial statements which comply with the Act.
- The share capital and reserves of the Company and the Group will be adequate for ordinary business purposes for a period of 12 (twelve) months after the date of the general repurchase.
- The working capital of the Company and the Group will be adequate for ordinary business purposes for a period of 12 (twelve) months following the date of the repurchase.
- Upon entering the market to proceed with the general repurchase, the Company's sponsor has confirmed the adequacy of the Company's and the Group's working capital for the purposes of undertaking a general repurchase of shares, in writing, to the JSE.

Statement of Board's intention

The directors of the Company have no specific intention to effect the provisions of Special resolution number 3, but will, however, continually review the Company's position, having regard to prevailing circumstances and market conditions, in considering whether to effect the provisions of Special resolution number 3.

The Listings Requirements require, in terms of paragraph 11.26, the following disclosures, which appear in this Annual Report 2013:

- Directors and management – refer to pages 40 to 45.
- Major shareholders – refer to page 261.
- Material changes – refer to page 215.
- Directors' interest in securities – refer to pages 213.
- Share capital of the Company – refer to pages 213 and 242.
- Responsibility statement – refer to pages 215.
- Litigation – refer to page 214.

ELECTRONIC PARTICIPATION AND VOTING AT THE ANNUAL GENERAL MEETING

Shareholders wishing to participate electronically in the annual general meeting are required to deliver written notice to the Company at 55 Marshall Street, Johannesburg, 2001 (marked for the attention of the company secretary) that they wish to participate via electronic communication at the annual general meeting, by no later than 14:00 on Monday, 31 March 2014 (Electronic Notice).

(a) In order for the Electronic Notice to be valid it must contain the following:

    i. If the Amplats shareholder is an individual, a certified copy of his/her identity document and/or driver's licence and/or passport.
    ii. If the shareholder is not an individual, a certified copy of a resolution or letter of representation by the relevant entity and a certified copy of the identity documents and/or passports of the persons who passed the relevant resolution or signed the relevant letter of representation. The letter of representation or resolution must set out who, from the relevant entity, is authorised to represent the entity at the annual general meeting via electronic communication.
    iii. A valid email address and/or facsimile number (contact address/number).
    iv. If the shareholder wishes to vote via electronic communication, set out that the shareholder wishes to vote via electronic communication by no later than 24 (twenty-four) hours before the annual general meeting. The Company shall use its reasonable endeavours to notify a shareholder at its contact address/number who has delivered a valid Electronic Notice of the relevant details through which the shareholder can participate via electronic communication.

(b) Should a shareholder wish to participate in the annual general meeting by way of electronic communication as aforesaid, the shareholder, or his/her/its proxy/ies, will be required to dial in on the date and at the commencement time of the annual general meeting. The dial-in facility will be linked to the venue at which the annual general meeting will take place. The dial-in facility will enable all persons to participate electronically in the annual general meeting in this manner (and as contemplated in section 63(2) of the Act) and to communicate concurrently with each other without an intermediary, and to participate reasonably effectively in the annual general meeting. The costs borne by the shareholder or his/her/its proxy/ies in relation to the dial-in facility will be for his/her/its own account.
(c) Shares held by a share trust or scheme will not have their votes at the annual general meeting taken into account for purposes of resolutions proposed in terms of the Listings Requirements. Also note that unlisted securities, if applicable, and shares held as treasury shares may also not vote.

By order of the Board

Elizna Viljoen
Company secretary

Johannesburg
31 January 2014

ANNUAL GENERAL MEETING EXPLANATORY NOTES

Presentation of the annual financial statements

In terms of section 61(8)(a) of the Companies Act, No 71 of 2008, as amended from time to time (the Act), a Directors' report, audited Group and Company annual financial statements for the immediately preceding financial year and an Audit and Risk Committee report are to be presented to shareholders at the annual general meeting.

Ordinary resolution numbers 1.1 to 1.4 (inclusive) and 2.1 to 2.4 (inclusive): Re-election and election of directors

In accordance with the Company's MOI, one-third of the directors are required to retire at each annual general meeting and may offer themselves for re-election. Messrs RMW Dunne, B Nqwababa, R Médori and Ms KT Kweyama retire by rotation at the annual general meeting in accordance with article 23 of the Company's MOI and have offered themselves for re-election. Brief curricula vitae in respect of the directors offering themselves for re-election are contained on pages 40 and 41 of the Annual Report 2013.

The Company's MOI furthermore states that any person appointed to fill a vacancy or as an addition to the Board shall retain office only until the following annual general meeting of the Company and shall then retire and be eligible for election. Messrs M Cutifani, MP Mageza and AM O'Neill, and Ms D Naidoo and Ms NT Moholi retire from the Board in accordance with article 21.7 of the Company's MOI.

The Board is satisfied with the performance of each of the directors standing for re-election and election, in that they continue to make an effective and valuable contribution to the Company and to the Board.

The Board recommends to shareholders that they should vote in favour of the re-election and election of the retiring directors referred to in ordinary resolution numbers 1.1 to 1.4 (inclusive) and ordinary resolution numbers 2.1 to 2.4 (inclusive).

Ordinary resolutions numbers 3.1 to 3.4 (inclusive): Election of Audit and Risk Committee members

In terms of section 94(2) of the Act, audit committee members must be elected by shareholders at each annual general meeting. King III likewise requires shareholders of a public company to elect the members of an audit committee at each annual general meeting.

In terms of regulation 42 of the Companies Regulations, 2011, relating to the Act, at least one-third of the members of the Company's Audit and Risk Committee at any particular time must have academic qualifications, or experience, in economics, law, corporate governance, finance, accounting, commerce, industry, public affairs or human resource management.

Each of the proposed members is duly qualified, as is evident from the curricula vitae contained on pages 40 and 41 of the Annual Report 2013.

Ordinary resolution number 4: Re-appointment of external auditor

In terms of section 90(1) of the Act, each year at its annual general meeting the Company must appoint an auditor who meets the requirements of section 90(2) of the Act.

Deloitte & Touche has expressed its willingness to continue in office and this resolution proposes the re-appointment of Deloitte & Touche as the Company's auditors until the Company's next annual general meeting.

In addition, Mr J Welch is re-appointed as the individual registered auditor for the ensuing year as contemplated in section 90(3) of the Act.

The Audit and Risk Committee has satisfied itself that the proposed auditor, Deloitte & Touche and Mr Welch, are independent of the Company in accordance with sections 90 and 94 of the Act and the applicable rules of the International Federation of Accountants.

The Audit and Risk Committee has recommended the re-appointment of Deloitte & Touche as the independent registered auditor of Amplats for the 2014 financial year.

Ordinary resolution number 5: General authority granted to the directors to allot and issue authorised but unissued ordinary shares

In terms of the Company's MOI, read with the JSE Listings Requirements, the shareholders of the Company may authorise the directors to, inter alia, issue any unissued shares and/or grant options over them, as the directors in their discretion think fit.

The existing authority granted by shareholders at the previous annual general meeting held on 26 April 2013 will expire at the annual general meeting unless renewed. The authority granted under this resolution is subject to the Act, the Listings Requirements and the MOI of the Company.

The directors have decided to seek annual renewal of this authority limited to 5% (five per cent) , being 7,195,688 ordinary shares of the Company in accordance with generally accepted best practices. The directors are of the opinion that the granting of this general authority is in the best interests of the Company. They have no current plans to make use of this authority, but wish to ensure that by having the facility in place, they will have the flexibility to allow the Company to take advantage of business opportunities that may arise in the future.

Ordinary resolution number 6: Directors' authority to implement special and ordinary resolutions

The reason for Ordinary resolution number 6 is to authorise any director of the Company to do all things necessary to implement the ordinary and special resolutions passed at the annual general meeting and to sign all such documentation required to give effect and to record the ordinary and special resolutions.

Advisory vote: Endorsement of the remuneration policy

King III requires companies to table their remuneration policy to shareholders for a non-binding advisory vote at the annual general meeting. This vote enables shareholders to endorse the remuneration policy adopted for executive directors. The remuneration report is contained in pages 52 to 65 of the Annual Report 2013.

The advisory vote is of a non-binding nature only and therefore failure to pass this resolution will not have any legal consequences relating to existing arrangements. However, the Board will take cognisance of the outcome of the vote when considering the Company's remuneration policy and the remuneration of executive directors.

Special resolution number 1: Non-executive directors' remuneration

Special resolution number 1 is proposed to enable the Company to comply with the provisions of sections 65(11)(h), 66(8) and 66(9) of the Act, which stipulate that remuneration to directors for their services as directors may be paid only in accordance with a special resolution approved by shareholders.

Special resolution number 1 thus requires shareholders to approve the fees payable to the Company's non-executive directors for the ensuing year until the next annual general meeting.

Full particulars of all remuneration paid to non-executive directors for their services as directors are contained on pages 61 and 62 of the Annual Report 2013.

Special resolution number 2: Financial assistance to related or interrelated parties

The Company, in the ordinary course of its business, will need to provide financial assistance to certain of its subsidiaries, associates and joint ventures in accordance with section 45 of the Act, and furthermore it may be necessary for the Company to provide financial assistance in the circumstances contemplated in section 44 of the Act.

Notwithstanding the title of section 45 of the Act being "Loans or other financial assistance to directors", on a proper interpretation thereof, the body of the section also applies to financial assistance provided by a company to any related or interrelated company or corporation, a member of a related or interrelated corporation, and a person related to any such company, corporation or member.

Furthermore, section 44 of the Act may also apply to the financial assistance so provided by a company to any related or interrelated company or corporation, a member of a related or interrelated corporation, or a person related to any such company, corporation or member, in the event that the financial assistance is provided for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the company or a related or interrelated company, or for the purchase of any securities of the company or a related or interrelated company.

Both sections 44 and 45 of the Act provide, inter alia, that the particular financial assistance may only be provided:

- pursuant to a special resolution of shareholders, adopted within the previous 2 (two) years, which approved such assistance either for the specific recipient, or generally for a category of potential recipients, with the specific recipient falling within that category; and
- if the Board is satisfied that:
  - immediately after providing the financial assistance, the company would satisfy the solvency and liquidity test (as contemplated in the Act); and
  - the terms under which the financial assistance is proposed to be given are fair and reasonable to the company.

Special resolution number 3: Reduction of authorised securities and amendment to the memorandum of incorporation

Amplats established the Anglo Platinum Kotula Trust (the Kotula Trust) for a period of eight years to facilitate the broad-based employee share participation scheme for the benefit of beneficiaries (the Scheme). A new class of shares namely 'A' ordinary shares was created to facilitate the implementation of the Scheme. The said shares are unlisted and a total of 1,512,780 shares were allotted and issued to the Kotula Trust in equal numbers as 'A1' ordinary shares, 'A2' ordinary shares and 'A3' ordinary shares.

Amplats is entitled, subject to the requirements of the Companies Act No 71 of 2008 and the JSE Listings Requirements, to repurchase, at par value, and cancel the 'A' ordinary shares on the fifth, sixth and seventh anniversaries of the subscription date.

In terms of special resolution number 3, it is recorded that the Company repurchased 504,260 'A1' ordinary dhares from the Kotula Trust at par value of 10 cents per share on 29 July 2013 and that such shares were cancelled in accordance with the terms and conditions of the Kotula Trust Deed.

Special resolution number 4: General authority to repurchase shares

Special resolution number 4 seeks to allow the Group, by way of a general authority, to acquire its own issued shares (reducing the total number of ordinary shares of the Company in issue in the case of an acquisition by the Company of its own shares). Any decision by the directors to use the general authority to acquire shares of the Company will be taken with regard to the prevailing market conditions, the share price and the cash needs of the Company, together with various other factors and in compliance with the Act, the Listings Requirements and the MOI.

The directors are of the opinion that the renewal of this general authority is in the best interests of the Company as it allows the Group to repurchase the securities issued by the Company through the order book of the JSE Limited should the market conditions and price justify such action.

FORM OF PROXY

ANGLO AMERICAN PLATINUM LIMITED

(Incorporated in the Republic of South Africa) Share code: AMS ISIN: ZAE000013181
(Registration number 1946/022452/06) ('Amplats' or 'the Company')

For use by certificated shareholders or own-name dematerialised shareholders at the annual general meeting of the Company to be held in the Auditorium, 18th Floor, 55 Marshall Street, Johannesburg at 14:00 on Wednesday, 2 April 2014.

If dematerialised shareholders, other than own-name dematerialised shareholders, have not been contacted by their Central Securities Depository Participant (CSDP) or broker with regard to how they wish to cast their vote, they should contact their CSDP or broker and instruct their CSDP or broker as to how they wish to cast their vote at the annual general meeting in order for their CSDP or broker to vote in accordance with such instructions. If dematerialised shareholders, other than own-name dematerialised shareholders, have not been contacted by their CSDP or broker it would be advisable for them to contact their CSDP or broker, as the case may be, and furnish them with their instructions. Dematerialised shareholders who are not own-name dematerialised shareholders and who wish to attend the annual general meeting must obtain their necessary letter of representation from their CSDP or broker, as the case may be and submit same to the transfer secretaries, Computershare Investor Services Proprietary Limited, 70 Marshall Street, Johannesburg 2001 (PO Box 61051, Marshalltown 2107) to be received by no later than 14:00 on Monday, 31 March 2014. This must be done in terms of the agreement entered into between the dematerialised shareholder and their CSDP or broker. If the CSDP or broker, as the case may be, does not obtain instructions from such dematerialised shareholders, it will be obliged to act in terms of the mandate furnished to it, or if the mandate is silent in this regard, to abstain from voting. Such dematerialised shareholders, other than own-name dematerialised shareholders, must not complete this form of proxy and should read note 10 overleaf.

Full name: I/We

(BLOCK LETTERS)

of (address)

Telephone: (Work) (area code:) Telephone: (Home) (area code:)

Fax: (area code:) Cell number:

being the holder(s) of Amplats shares hereby appoint:

1. or failing him/her,

2. or failing him/her,

3. the chairman of the annual general meeting,

as my/our proxy to vote for me/us on my/our behalf at the annual general meeting of Amplats shareholders to be held at 14:00 on Wednesday, 2 April 2014 or any adjournment thereof as follows:

Resolution	For	Against	Abstain
Ordinary resolution number 1: Re-election of directors			
1.1 To re-elect Mr RMW Dunne as a director of the Company			
1.2 To re-elect Ms KT Kweyama as a director of the Company			
1.3 To re-elect Mr R Médori as a director of the Company			
1.4 To re-elect Mr B Nqwababa as a director of the Company			
Ordinary resolution number 2: Election of directors			
2.1 Election of Mr M Cutifani as a director of the Company			
2.2 Election of Mr NP Mageza as a director of the Company			
2.3 Election of Ms NT Moholi as a director of the Company			
2.4 Election of Ms D Naidoo as a director of the Company			
2.5 Election of Mr AM O'Neill as a director of the Company			
Ordinary resolution number 3: Election of Audit and Risk Committee members			
3.1 Election of Mr RMW Dunne as a member and chairman of the committee			
3.2 Election of Mr NP Mageza as a member of the Committee			
3.3 Election of Ms D Naidoo as a member of the Committee			
3.4 Election of Mr JM Vice as a member of the Committee			
Ordinary resolution number 4: Re-appointment of external auditor			
Ordinary resolution number 5: General authority granted to directors to allot and issue authorised but unissued ordinary shares			
Ordinary resolution number 6: Directors' authority to implement ordinary and special resolutions			
Non-binding advisory vote: Endorsement of the remuneration policy			
Special resolution number 1: Non-executive directors' remuneration			
Special resolution number 2: Financial assistance to related or interrelated parties			
Special resolution number 3: Reduction of authorised securities and amendment to the memorandum of incorporation			
Special resolution number 4: General authority to repurchase shares			

Signed at this day of 2014

Signature

Assisted by me (if applicable)

Please read the notes on the reverse side hereof.

A shareholder entitled to attend and vote at the annual general meeting may appoint one or more persons as his/her/its proxy to attend, speak or vote in his/her/its stead at the annual general meeting. A proxy need not be a shareholder of the Company.

Voting will be by way of a poll, and every shareholder, present in person or represented by proxy and entitled to vote, shall be entitled to one vote for every share held in the issued share capital of the Company by such shareholder.

NOTES

1. A shareholder may insert the name of a proxy or the names of two alternative proxies of his/her/its choice in the spaces provided with or without deleting 'the chairman of the annual general meeting', but any such deletion must be initialled by the Amplats shareholder. The person whose name appears first on the form of proxy and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. Please insert with an 'X' or insert the number of shares in the relevant spaces according to how you wish your votes to be cast. If you wish to cast your votes in respect of a lesser number of shares exercisable by you, 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 and compel the chairman, if the chairman is an authorised proxy, to vote in favour of the resolutions, or to authorise any other proxy to vote for or against the resolutions or abstain from voting as he/she/it deems fit, in respect of all the shareholders' votes exercisable thereat. A shareholder or his/her/its proxy is not obliged to use all the votes exercisable by the shareholder or his/her/its 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/her/its proxy.
3. Forms of proxy must be lodged with the transfer secretaries at 70 Marshall Street, Johannesburg 2001 (PO Box 61051, Marshalltown 2107), to be received by no later than 14:00 on Monday, 31 March 2014.
4. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
5. 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 or waived by the chairman of the annual general meeting.
6. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
7. The chairman of the annual general meeting may accept or reject any form of proxy which is completed and/or received other than in accordance with these notes and instructions, provided that the chairman is satisfied as to the manner in which the shareholder wishes to vote.
8. Where there are joint holders of shares:

8.1. any such persons may vote at the annual general meeting in respect of such joint shares as if he/she/it were solely entitled thereto;
8.2. any one holder may sign this form of proxy; and
8.3. if more than one such joint holders are present or represented at the annual general meeting, the vote/s of the senior shareholder (for that purpose seniority will be determined by the order in which the names of shareholders appear in the register) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint shareholder/s.

9. Own-name dematerialised shareholders will be entitled to attend the annual general meeting in person or, if they are unable to attend and wish to be represented thereat, must complete and return the attached form of proxy to the transfer secretaries in accordance with the time specified on the form of proxy.
10. Shareholders who hold shares through a nominee should advise their nominee or, if applicable, their CSDP or broker timeously of their intention to attend and vote at the annual general meeting or to be represented by proxy thereat in order for their nominee or, if applicable, their CSDP or broker to provide them with the necessary letter of representation to do so or should provide their nominee or, if applicable, their CSDP or broker timeously with their voting instruction should they not wish to attend the annual general meeting in person, in order for their nominee to vote in accordance with their instruction at the annual general meeting.
11. A vote given in terms of an instrument of proxy shall be valid in relation to the annual general meeting notwithstanding the death of the person granting it, the transfer of the shares in respect of which the vote is given, unless an intimation in writing of such death or transfer is received by the transfer secretaries, before the commencement of the annual general meeting.
12. Where this form of proxy is signed under power of attorney, such power of attorney must accompany this form of proxy, unless previously recorded by the transfer secretaries or unless this requirement is waived by the chairman of the annual general meeting.
13. A minor or any other person under legal incapacity must be assisted by his/her parent or guardian, as applicable, unless the relevant documents establishing his/her capacity are produced or have been registered by Amplats or the transfer secretaries.
14. Unless revoked, an appointment of a proxy pursuant to this form of proxy remains valid only until the end of the annual general meeting or any postponement or adjournment of the annual general meeting. This form of proxy shall be valid at any resumption of a postponed or adjourned meeting to which it relates although it shall not be used at the resumption of the postponed or adjourned annual general meeting if it could not be used at the annual general meeting for any reason other than it was not lodged timeously for the annual general meeting. This form of proxy shall, in addition to the authority conferred by the Companies Act, No 71 of 2008, as amended from time to time, except insofar as it provides otherwise, be deemed to confer the power generally to act at the meeting in question, subject to any specific direction contained in this form of proxy as to the manner of voting.

SUMMARY OF THE RIGHTS ESTABLISHED IN TERMS OF SECTION 58 OF THE ACT

For purposes of this summary, 'shareholder' shall have the meaning ascribed thereto in the Act.

1. At any time, a shareholder of a company is entitled to appoint an individual, including an individual who is not a shareholder of that company, as a proxy, to:

1.1 participate in, and speak and vote at, a shareholders' meeting on behalf of the shareholder; or
1.2 give or withhold written consent on behalf of such shareholder in relation to a decision contemplated in section 60 of the Act.

2. A proxy appointment must be in writing, dated and signed by the relevant shareholder, and such proxy appointment remains valid for one year after the date upon which the proxy was signed, or any longer or shorter period expressly set out in the appointment, unless it is revoked in a manner contemplated in section 58(4)(c) of the Act or expires earlier as contemplated in section 58(8)(d) of the Act.

3. Except to the extent that the memorandum of incorporation of a company provides otherwise,

3.1 a shareholder of the relevant company may appoint two or more persons concurrently as proxies, and may appoint more than one proxy to exercise voting rights attached to different securities held by such shareholder;
3.2 a proxy may delegate his/her authority to act on behalf of a shareholder to another person, subject to any restriction set out in the instrument appointing the proxy; and
3.3 a copy of the instrument appointing a proxy must be delivered to the relevant company, or to any other person on behalf of the relevant company, before the proxy exercises any rights of the shareholder at a shareholders' meeting.

4. Irrespective of the form of instrument used to appoint a proxy, the appointment of the proxy is suspended at any time and to the extent that the shareholder who appointed that proxy chooses to act directly and in person in the exercise of any rights as a shareholder of the relevant company.

5. Unless the proxy appointment expressly states otherwise, the appointment of a proxy is revocable. If the appointment of a proxy is revocable, a shareholder may revoke the proxy appointment by cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and the company.

6. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the relevant shareholder as of the later of the date: (a) stated in the revocation instrument, if any; or (b) upon which the revocation instrument is delivered to the proxy and the relevant company as required in section 58(4)(c)(ii) of the Act.

7. If the instrument appointing a proxy or proxies has been delivered to the relevant company, as long as that appointment remains in effect, any notice that is required by the Act or the relevant company's memorandum of incorporation to be delivered by such company to the shareholder, must be delivered by such company to the shareholder, or to the proxy or proxies, if the shareholder has directed the relevant company to do so in writing and paid any reasonable fee charged by the company for doing so.

8. A proxy is entitled to exercise, or abstain from exercising, any voting right of the relevant shareholder without direction, except to the extent that the memorandum of incorporation, or the instrument appointing the proxy provides otherwise.

9. If a company issues an invitation to shareholders to appoint one or more persons named by such company as a proxy, or supplies a form of instrument for appointing a proxy:

9.1. such invitation must be sent to every shareholder who is entitled to notice of the meeting at which the proxy is intended to be exercised;
9.2. the invitation, or form of instrument supplied by the relevant company, must: (a) bear a reasonably prominent summary of the rights established in section 58 of the Act; (b) contain adequate blank space, immediately preceding the name or names of any person or persons named in it, to enable a shareholder to write in the name and, if so desired, an alternative name of a proxy chosen by such shareholder; and (c) provide adequate space for the shareholder to indicate whether the appointed proxy is to vote in favour of or against the applicable resolution/s to be put at the relevant meeting, or is to abstain from voting;
9.3. the company must not require that the proxy appointment be made irrevocable; and
9.4. the proxy appointment remains valid only until the end of the relevant meeting at which it was intended to be used, unless revoked as contemplated in section 58(5) of the Act.

SHAREHOLDERS' DIARY

ANNUAL GENERAL MEETING	Wednesday, 2 April 2014 at 14:00
REPORTS	
Interim report for half-year to 30 June 2014 published	July 2014
Preliminary report for year to 31 December 2014 published	February 2015
Annual report for year to 31 December 2014 released	February/March 2015
Annual general meeting (2014 year)	March/April 2015

Shareholders are reminded to notify the registrars of any change of address.

DIVIDENDS — ORDINARY (if declared)		
Paid	– Interim	August
	– Final	March

ADMINISTRATION

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DISCLAIMER

Certain statements made in this annual report constitute forward-looking statements. Forward-looking statements are typically identified by the use of forward-looking terminology such as 'believes', 'expects', 'may', 'will', 'could', 'should', 'intends', 'estimates', 'plans', 'assumes' or 'anticipates' or the negative thereof or other variations thereon or comparable terminology, or by discussions of, e.g. future plans, present or future events, or strategy that involve risks and uncertainties. Such forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond the Company's control and all of which are based on the Company's current beliefs and expectations about future events. Such statements are based on current expectations and, by their nature, are subject to a number of risks and uncertainties that could cause actual results and performance to differ materially from any expected future results or performance, expressed or implied, by the forward-looking statement. No assurance can be given that such future results will be achieved; actual events or results may differ materially as a result of risks and uncertainties facing the Company and its subsidiaries.

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