



START

Notice of annual general meeting 2024

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Purpose: Re-imagine mining to improve people's lives

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For more information, visit:

www.angloamericanplatinum.com/investors/annual-reporting



Supporting documentation on the website:

Full annual financial statements
Integrated report
Ore Reserves and Mineral Resources report
Sustainability report
Governance report
Climate change report

Cover image – Anglo American head office in Rosebank, Johannesburg

Our strategy defines our choices and actions to deliver shared, long-term value for all stakeholders, guided by our purpose. Our approach to developing this strategy considers risks and opportunities arising from trends and uncertainties that may impact markets and areas in which we operate.

Our strategic priority areas were crystallised in 2020 to ensure the company remains competitive and a leader in the industry. These strategic priorities were tested in 2023 following the accelerated pace of decline in metals prices in tandem with global uncertainty we believe that these priority areas will lead to a differentiated business that delivers industry leading value for all stakeholders. However, after careful analysis, we reprioritised the initiatives and activities in support of the execution of our strategy in the short to medium term to ensure we allocate capital to areas where the greatest impact and where value can be created.

Rifilwe Malatsi (Plant Superintendent) and Necolous Tsehla (Metallurgist) at the Amandelbult chrome plant



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
(Anglo American Platinum or the company)

Notice is hereby given that the annual general meeting (AGM) of shareholders will be held on Thursday, 9 May 2024 at 10:00. The meeting will be held at the Anglo American Platinum offices in the Imbizo auditorium, 144 Oxford Road, Rosebank, Johannesburg as well as virtually as permitted by the JSE Limited (JSE) and in terms of the provisions of the Companies Act 2008 and the company's memorandum of incorporation (Mol). Logistical arrangements are detailed in this notice.

This document is important and requires your immediate attention

If you are in any doubt about the action you should take, consult your broker, central securities depository participant (CSDP), banker, financial adviser, accountant or other professional adviser immediately.

This notice of AGM is only available in English. Copies may be obtained from the registered office of the company and online at www.angloamericanplatinum.com.

Registered and corporate office

Anglo American Platinum Limited, 144 Oxford Road, Melrose, Rosebank, 2196, Johannesburg, Gauteng (Postnet Suite 153, Private Bag X31, Saxonwold, Gauteng, 2132), South Africa.

Included in this document are:

- The notice of AGM setting out the ordinary and special resolutions to be proposed at the meeting, with explanatory notes. There are also guidance notes if you wish to attend the meeting or to vote by proxy.
- A form of proxy for completion, signature and submission to the share registrars by shareholders holding Anglo American Platinum ordinary shares in certificated form or recorded in sub-register electronic form in "own-name".

Record date to receive notice of AGM	Friday, 1 March 2024
Last date to trade to be eligible to participate in and vote at the AGM	Tuesday, 30 April 2024
Record date to be eligible to participate in and vote at the AGM	Friday, 3 May 2024
Lodging of forms of proxy	Tuesday, 7 May 2024

Logistical arrangements to participate in the AGM

Shareholders attending the AGM in person (physically) at the venue as well as those shareholders who will be attending the AGM via electronic communication are invited to vote online via the Computershare platform by visiting <https://meetnow.global/za> and clicking on the Anglo American Platinum Limited logo. Once registered, shareholders will receive an invitation code together with detailed instructions on how to connect to the meeting.

Shareholders attending the AGM in person and who wish to vote thereat must ensure that they bring along an internet-enabled smartphone, tablet or computer in order to be able to vote at the venue.

All other interested parties and guests will be able to access the AGM via the same portal, 30 minutes before the meeting.

Shareholders will bear their own network charges and these will not be for the account of Anglo American Platinum or its service providers. Neither Anglo American Platinum nor its service providers can be held accountable in the case of loss of network connectivity or network failure due to insufficient airtime/internet connectivity/power outages or the like which would prevent shareholders from voting or participating in the virtual AGM.

Presentation to shareholders

Presentation of the financial statements

The audited group and company annual financial statements (as approved by the Anglo American Platinum board of directors (board)), incorporating the external auditor, audit and risk committee and directors' reports for the year ended 31 December 2023, are presented to shareholders. The complete annual financial statements and integrated report appear on the company's website at www.angloamericanplatinum.com.

Presentation of the social, ethics and transformation committee report

The report is available on the company's website and is included as part of the 2023 governance report ► [pages 62–63](#) of the governance report.



Ordinary resolutions

1 Ordinary resolution number 1: Re-election of directors

John Vice and Nombulelo Moholi are retiring by rotation at the annual general meeting and have communicated their decision to retire and not stand for re-election. Roger Dixon also retires by rotation and accordingly, it is resolved that Roger Dixon, who is retiring by rotation per the memorandum of incorporation (Mol), and is eligible and willing to stand for re-election, be and is hereby re-elected as a director.

A brief curriculum vitae of Roger Dixon in terms of resolution 1 appears in this notice.

The performance and contribution of Roger Dixon have been reviewed by the board, which recommends that he be re-elected.

Percentage voting rights

The minimum percentage of voting rights required for resolution number 1 to be adopted is 50% (fifty percent) plus 1 (one) vote.

2 Ordinary resolution number 2: Election of directors appointed since the previous AGM

Resolved that the following directors who were appointed to the board since the previous AGM and who retire in terms of the company's Mol and section 68(3) of the Companies Act 2008, as amended, are elected by shareholders as directors of the company by way of separate resolutions:

2.1 Matt Daley

2.2 Themba Mkhwanazi

2.3 Steve Phiri

A brief curriculum vitae of each of the directors offering themselves for election as directors of the company appears in this notice.

Percentage voting rights

The minimum percentage of voting rights required for each of the separate resolutions to be adopted is 50% (fifty percent) plus 1 (one) of the votes.

Notice of annual general meeting continued

3 **Ordinary resolution number 3: Appointment of members of the audit and risk committee**

Resolved that the following independent non-executive directors be elected as members of the company's audit and risk committee in terms of section 94(2) of the Companies Act by a separate vote for each member:

- 3.1 Lwazi Bam
- 3.2 Thevendrie Brewer
- 3.3 Suresh Kana

A brief curriculum vitae of each of the directors offering themselves for election as members of the audit and risk committee appears in this notice.

Percentage voting rights

The minimum percentage of voting rights required for each of the separate resolutions to be adopted is 50% (fifty percent) plus 1 (one) vote to be cast on each resolution. The board has reviewed the expertise, qualification and relevant experience of the audit and risk committee members and recommends that each of these directors be elected.

4 **Ordinary resolution number 4: Re-appointment of auditor**

Resolved that PricewaterhouseCoopers (PwC) be appointed as auditor of the company until the date of the next AGM. The audit and risk committee has recommended the appointment of PwC (with Mr JFM Kotzé (practice number 901121) as individual designated auditor) as external auditor of the company from this AGM until the conclusion of the next AGM.

Percentage voting rights

The minimum percentage of voting rights required for this resolution to be adopted is 50% (fifty percent) plus 1 (one) vote to be cast on the resolution.

5 **Ordinary resolution number 5: General authority to allot and issue authorised but unissued shares for cash**

Resolved that 3% (three percent), being 7,958,766 ordinary shares, 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 until the date of the next AGM and the directors are authorised to allot and issue those shares at their discretion, subject to the requirements of JSE Listings Requirements and the Companies Act.

The authority granted in terms of this ordinary resolution will remain valid until the next AGM of the company to be held in 2025.

Percentage voting rights

The minimum percentage of voting rights required for this resolution to be adopted is 50% (fifty percent) plus 1 (one) vote to be cast on the resolution.

6 **Ordinary resolution number 6: Authority to implement resolutions**

Resolved that each 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 special and ordinary resolutions passed at this AGM.

Percentage voting rights

The minimum percentage of voting rights required for this resolution to be adopted is 50% (fifty percent) plus 1 (one) vote to be cast on the resolution.

7 **Advisory vote: Remuneration policy and implementation report**

7.1 As a non-binding advisory vote, the company's remuneration policy as set out in the remuneration report on [pages 33–40](#) of the governance report be and is hereby endorsed.

7.2 As a non-binding advisory vote, the company's remuneration implementation report as set out on [pages 41–61](#) of the governance report be and is hereby endorsed.

In terms of principle 14 of the King IV Report on Corporate Governance for South Africa, 2016* (King IV), the company's remuneration policy and implementation report should be tabled to shareholders to endorse the remuneration policy and implementation report as non-binding advisory votes in the same manner as an ordinary resolution at the AGM. However, failure to endorse the non-binding advisory votes will not have any legal consequences for existing arrangements.

The minimum percentage of voting rights required for the advisory vote to be endorsed is 50% (fifty percent) plus 1 (one) of the voting rights exercised by shareholders present at the AGM or represented by proxy and entitled to exercise voting rights.

In the event that at least 25% (twenty-five percent) of voting rights exercised on the advisory votes are against either the remuneration policy or implementation report or both, the board commits to implementing the consultation process set out in the remuneration policy read together with King IV.

Special resolutions

8 **Special resolution number 1: Non-executive directors' fees**

Resolved that in terms of section 66(9) of the Act, the company be and is hereby authorised to remunerate its non-executive directors for their services with effect from 1 May 2024 until the next AGM as follows:

Designation	Current R	Proposed R
Board chairman ¹	3,653,860	3,873,000
Lead independent director	2,398,855	826,000
Ordinary board member	606,368	661,000
Audit and risk committee chairman	423,083	447,000
Audit and risk committee member	218,720	232,000
Remuneration committee chairman	341,657	362,000
Remuneration committee member	165,425	175,000
Nomination committee chairman	261,889	278,000
Nomination committee member	165,509	175,000
Social, ethics and transformation committee chairman	260,054	278,000
Social, ethics and transformation committee member	164,937	175,000
Safety and sustainable development committee chairman	292,485	310,000
Safety and sustainable development committee member	165,423	175,000
Corporate governance committee chairman	297,508	315,000
Corporate governance committee member	158,935	168,000
Special/unscheduled board and committee meetings and ad hoc strategic planning sessions	41,323	44,000

¹ All-inclusive fee which comprises main board retainer plus fees for serving on subcommittees.

Executive directors do not receive directors' fees. Directors' fees exclude VAT.

The reason for special resolution number 1 is for the company to obtain the approval of shareholders to remunerate its non-executive directors in accordance with the provisions of the Companies Act. The effect of special resolution number 1 is that the company will be able to pay its non-executive directors for the services they render to the company as directors without requiring further shareholder approval until the next AGM.

Percentage voting rights

The minimum percentage of voting rights required for this resolution to be adopted is 75% (seventy-five percent) of the voting rights to be cast on the resolution.

9 **Special resolution number 2: Authority to provide financial assistance**

Resolved that the board of the company may, to the extent required by sections 44 and/or 45 of the Companies Act and subject to compliance with the requirements of the Mol and the Companies Act, from time to time authorise the company to provide direct or indirect financial assistance by way of loan, guarantee, provision of security or otherwise, to:

- 9.1 Any of its present or future subsidiaries and/or any other company or entity that is or becomes related or interrelated to Anglo American Platinum, 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.
- 9.2 Any of the present or future directors or prescribed officers (or any person related to them or any related or interrelated company or entity), or 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 provisions of section 97 of the Companies Act, provided that this authority will expire at the date of the AGM of the company in 2025.

Subject to passing special resolution number 2, notice is hereby given that the board has resolved to provide extended guarantees for the obligations of its wholly owned subsidiary, Rustenburg Platinum Mines Limited (RPM), to various finance parties in the coming year for such a period contemplated in the finance facilities to which RPM is a party, for certain committed and uncommitted borrowing facilities and guarantees.

Reason

The reason for special resolution number 2 is that Anglo American Platinum from time to time, as an essential part of conducting its business, is required to provide direct or indirect financial assistance in the form of loans, guarantees, provision of security or in connection with the subscription for securities to be issued by the company or related and interrelated companies or for the purchase of securities of the company or related and interrelated companies, as contemplated in sections 44 and 45 of the Companies Act.

In terms of the Companies Act, companies are required to obtain the approval of their shareholders by way of special resolution to provide financial assistance. The financial assistance will be provided as part of the day-to-day operations of the company and in accordance with its Mol and provisions of the Companies Act.

Approval is not sought for loans to directors and no such financial assistance will be provided under this authority.

Effect

Special resolution number 2 will grant the directors of Anglo American Platinum the authority until the next AGM to authorise the provision by the company of financial assistance as contemplated in sections 44 and 45 of the Companies Act.

Compliance with sections 45(3)(b) and 44(3)(b)

The directors of Anglo American Platinum will, in accordance with the Act, ensure that financial assistance is only provided if the provisions of that section are satisfied. These provisions include satisfying the solvency and liquidity test set out in section 4(1) of the Act.

Percentage voting rights

The minimum percentage of voting rights required for this resolution to be adopted is 75% (seventy-five percent) of voting rights to be cast on the resolution.

10 **Special resolution number 3: General authority to repurchase company securities**

Resolved that the company, or a subsidiary of the company, be and is hereby authorised by way of a general authority to acquire securities issued by the company in terms of the provisions of sections 46 and 48 of the Companies Act and in terms of the Listings Requirements, it being recorded that the Listings Requirements currently require, inter alia, that the company may make a general repurchase of securities on the following conditions:

- Any such repurchase is 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)
- Authorised by the company's Mol
- The general authority will be valid until the next AGM of the company, provided that it will not extend beyond 15 months from the date of this special resolution number 3
- When the company has cumulatively repurchased 3% (three percent) of the securities in issue on the date of passing special resolution number 3, an announcement is published as soon as possible and not later than 08:30 on the second business day after the day on which the relevant threshold is reached or exceeded, and the announcement complies with the Listings Requirements
- At any time, only one agent is appointed to effect any repurchase on the company's behalf
- The company or its subsidiary does not repurchase securities in a prohibited period unless the company has a repurchase programme in place where the dates and quantities of securities to be traded during the relevant period are fixed (not subject to any variation) and full details of the programme have been disclosed to the JSE in writing prior to the start of the prohibited period

Notice of annual general meeting continued

- A resolution by the board that it has authorised the repurchase, that the company and its subsidiaries have satisfied the solvency and liquidity test as defined in the Companies Act and that, since this test was done, there have been no material changes to the financial position of the group. Any general repurchase by the company of its own ordinary shares will not, in aggregate in any one financial year, exceed 3% (three percent) of the company's issued ordinary shares at the beginning of the financial year
- In determining the price at which the securities are repurchased by the company or its subsidiary in terms of this general authority, the maximum price at which such securities may be repurchased will not be greater than 10% (ten percent) above the weighted average of the market value for such securities for the five business days immediately preceding the date of repurchase of securities (the price)
- The directors of the company confirm that no repurchase will be implemented in terms of this authority unless, after each such repurchase
- The company and the group will be able, in the ordinary course of business, to pay its debts
- The assets of the company and the group, fairly valued in accordance with International Financial Reporting Standards, will exceed the liabilities of the company and the group
- The company and the group's ordinary share capital, reserves and working capital will be adequate for ordinary business purposes
- The working capital of the company and the group will be adequate for their ordinary course of business
- A resolution has been passed by the directors of the company authorising the repurchase and confirming that the company and its subsidiaries have passed the solvency and liquidity test and that since the test was performed there have been no material changes to the financial position of the company and/or its subsidiaries.

In terms of paragraph 11.26 of the Listings Requirements, the directors of the company state that:

- The intention of the company and its subsidiaries is to use the general authority to repurchase, if at some future date, the cash resources of the company exceed its requirements
- The method by which the company and any of its subsidiaries intend to repurchase its securities and the date on which such repurchase will take place, has not yet been determined.

The Listings Requirements stipulate the following disclosures for general repurchases, some of which appear in the annual financial statements:

- Major shareholders note on ► [page 87](#)
- Share capital of the company note 22 on ► [page 36](#)
- Directors' interests in securities on ► [page 10](#).

Statement of board's intention

The board has considered the impact of a repurchase of up to 3% (three percent) of the company's securities, under a general authority in terms of the Listings Requirements.

Should the opportunity arise and should the directors deem it in all respects to be advantageous to the company to repurchase such securities, it is deemed appropriate that the company or a subsidiary be authorised to repurchase the company's securities.

The directors of the company hereby state that, having considered the effect of the maximum repurchase possible under this resolution, if approved, they are of the opinion that for a period of 12 months after the date of this notice:

- The company and the group will be able, in the ordinary course of business, to pay its debts
- The assets of the company and the group, fairly valued in accordance with International Financial Reporting Standards, will exceed the liabilities of the company and the group
- The company and the group's ordinary share capital, reserves and working capital will be adequate for ordinary business purposes
- The working capital of the company and the group will be adequate for their ordinary course of business
- A resolution has been passed by the directors of the company authorising the repurchase and confirming that the company and its subsidiaries have passed the solvency and liquidity test and that since the test was performed there have been no material changes to the financial position of the company and/or its subsidiaries.

The company's directors will ensure that these conditions are met at the time of the share repurchase.

Reason and effect

The reason for and effect of special resolution number 3 is to authorise the company and/or its subsidiaries by way of a general authority to acquire their own securities on such terms, conditions and in such amounts as determined from time to time by the directors of the company, subject to the limitations set out above and in compliance with section 48 of the Companies Act.

Percentage voting rights

The minimum percentage of voting rights required for this resolution to be adopted is 75% (seventy-five percent) of voting rights to be cast on the resolution.





Directors' responsibility statement

The directors, whose names appear on ► page 11 of the annual financial statements for the year ended 31 December 2023, collectively and individually accept full responsibility for the accuracy of information pertaining to the general repurchase resolution and certify that, to the best of their knowledge, no facts have been omitted that would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this resolution contains all information required by law and the Listings Requirements.

No material changes to report

Other than the facts and developments disclosed in the integrated report, there have been no material changes in the affairs or financial position of the company and its subsidiaries since the 31 December 2023 year end until the date of notice of the AGM.

Voting and proxies and letters of representation

A shareholder holding shares in certificated form or who has dematerialised their shares with own-name registration, entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend, speak and vote in their stead. A proxy need not be a member of the company. For the convenience of registered certificated shareholders or shareholders who have dematerialised their shares with own-name registration, a form of proxy is attached.

For administrative purposes, duly completed forms of proxy must be lodged at the registered office of the company or at the transfer secretaries at proxy@computershare.co.za or Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold 2132), to be received by 10:00 on Tuesday, 7 May 2024. If not submitted in advance, it can be sent to the transfer secretaries any time before the meeting commences.

Every person present and entitled to vote at the AGM will, on a show of hands, has one vote only and, on a poll, will have one vote for every ordinary share held or represented.

By order of the board

E Viljoen

Company secretary

Johannesburg
1 March 2024



Operations at the North Pit of Mogalakwena

Explanatory notes to the proposed resolutions

Ordinary resolution number 1: Re-election of directors

In line with the company's Mol, one-third of directors are required to retire at each AGM and may offer themselves for re-election. John Vice, Nombulelo Moholi and Roger Dixon retire by rotation at the AGM under article 23.1.1 of the company's Mol. Roger Dixon has offered himself for re-election, John Vice and Nombulelo Moholi will retire.

Ordinary resolution number 2: Election of directors

The company's Mol states that any person appointed to fill a vacancy or as an addition to the board will retain office only until the following AGM and will then retire and be eligible for election. This is supported in section 68(3) of the Companies Act. Matt Daley, Themba Mkhwanazi and Steve Phiri were appointed to the board since the last AGM. They accordingly retire at the AGM and have offered themselves for election.

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 the board. The board recommends shareholders vote in favour of the re-election and election of individual retiring directors referred to in ordinary resolutions number 1 and 2.

Ordinary resolution number 3: Election of audit and risk committee members

In terms of section 94(2) of the Companies Act, audit and risk committee members must be elected by shareholders at each AGM. In terms of regulation 42 of the Companies Regulations 2011, relating to the Companies 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.

Ordinary resolution number 4: Appointment of external auditor

In terms of section 90(1) of the Companies Act, each year at its AGM the company must appoint an auditor who meets the provisions of section 90(2) of the Companies Act. The audit and risk committee has recommended the re-appointment of PwC as the company's auditor until the next AGM.

The audit and risk committee has satisfied itself that the proposed auditor, PwC, and designated audit partner are independent of the company as per sections 90 and 94 of the Companies Act and applicable rules of the International Federation of Accountants. The committee has recommended the appointment of the independent registered auditor of Anglo American Platinum until the next AGM.

Ordinary resolution number 5: General authority to allot and issue authorised but unissued shares for cash

In terms of the company's Mol, read with the 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 deem fit.

The existing authority granted by shareholders at the previous AGM on 11 May 2023 will expire at this AGM unless renewed.

The authority granted under this resolution is subject to the Companies Act, the Listings Requirements and the Mol of the company. The directors decided to seek annual renewal of this authority limited to 3% (three percent) of the shares in issue, excluding treasury shares, as at the date of this notice, being 7,958,766 ordinary shares of the company, in accordance with generally accepted best practice. The directors have no current plans to use 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.

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 AGM and to sign all such documentation required to give effect and to record these resolutions.

Advisory vote: Endorsement of the remuneration policy and implementation report

In terms of principle 14 of King IV read together with paragraph 3.84(j) of the Listings Requirements, the remuneration policy and implementation report must be tabled every year for a separate non-binding advisory vote. These votes enable shareholders to endorse the remuneration policy adopted for executive directors and its implementation. The remuneration report appears in the governance report on [page 28–61](#) incorporating the remuneration policy and implementation report. The advisory vote is of a non-binding nature only and therefore failure to pass this resolution will not have any legal consequences for existing arrangements.



However, the board will take cognisance of the outcome of the vote when considering the company's remuneration policy and remuneration of executive directors. The remuneration report further records the measures the board commits to take in the event that either the remuneration policy or implementation report, or both, are voted against by 25% (twenty-five percent) or more of the votes exercised.

Special resolution number 1: Non-executive directors' fees

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 Companies Act, which stipulate that remuneration to directors for their services 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 AGM. The proposed fees include a ~6% inflationary increase.

An annual benchmark of non-executive director fees was completed by Deloitte Consulting, the independent remuneration adviser. The outcome of the benchmark confirmed that Anglo American Platinum is well-aligned with most of the peer group in that it offers annual

retainer fees for the chairman and members of subcommittees, avoiding an emphasis on the number of meetings attended. In addition, the company is aligned with the majority of the peer group in paying its lead independent director (LID) an annual retainer for main board membership. However, the LID annual retainer exceeds the 75th percentile of the peer group. It is therefore proposed to shareholders that the annual retainer to the LID for main board membership be aligned to market.



Full particulars of all remuneration paid to non-executive directors for their services appear on ► [page 61](#) of the remuneration report contained in the governance report.

Special resolution number 2: Authority to provide financial assistance

The company, in the ordinary course of business, will need to provide financial assistance to certain of its subsidiaries, associates and joint ventures in accordance with section 45 of the Companies Act. In addition, it may be necessary for the company to provide financial assistance in the circumstances contemplated in section 44 of the Companies Act. Despite the title of section 45 of the Companies Act being “Loans or other financial assistance to directors”, on a proper interpretation, 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. Section 44 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 Companies Act provide, inter alia, that the particular financial assistance may only be provided:

- Following 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
- 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 Companies 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: General authority to repurchase shares

Special resolution number 3 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 prevailing market conditions, the share price and the cash needs of the company, together with various other factors and in compliance with the Companies Act, the Listings Requirements and the MoI. The main purpose of this authority is to allow the company to satisfy its obligations in terms of the short term and long-term incentive plans (incentive scheme) in terms of which shares are purchased in the market through the order book of the JSE and allocated to employees under the rules of the incentive scheme. For further information on the incentive scheme, refer to the remuneration report from ► [page 36–39](#). The directors of the company have no specific intention to effect the provisions of special resolution number 3 for purposes other than its incentive scheme, but will 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.



Audited annual financial statements 2023

For the full annual financial statements, including the directors' report, audit and risk committee report and independent auditor's report please go to:

<https://www.angloamericanplatinum.com/~media/Files/A/Anglo-American-Group/Platinum/investors/annual-reporting/annual-results-2023/annual-financial-statements-2023.pdf>



Remuneration report 2023

For more details on the remuneration report please refer to
► page 28–61 of the governance report which can be found at:

<https://www.angloamericanplatinum.com/investors/reports-archive/2023>



Form of proxy

Anglo American Platinum Limited

(Incorporated in the Republic of South Africa)
(Registration number: 1946/022452/06)
Share code: AMS – ISIN: ZAE000013181
(Anglo American Platinum or the company)

For use by certificated shareholders or own-name dematerialised shareholders at the annual general meeting (AGM) of the company to be held on Thursday, 9 May 2024 at 10:00 in person or by electronic participation.

Full name: I/We (BLOCK LETTERS)

of (address)	Email:
Telephone: (Work)	Telephone: (Home)
Fax:	Cell number:

being the holder(s) of Anglo American Platinum shares hereby appoint:

1 or failing him/her,

2 or failing him/her,

3 the chairman of the AGM, as my/our proxy to vote on my/our behalf at the AGM of Anglo American Platinum shareholders to be held on Thursday, 9 May 2024 at 10:00 or any adjournment as follows:

Resolution	For	Against	Abstain
Ordinary resolution number 1: Re-election of directors			
1.1 To re-elect Roger Dixon as a director of the company			
Ordinary resolution number 2: Election of directors appointed since the previous AGM			
2.1 To elect Matt Daley as a director of the company			
2.2 To elect Themba Mkhwanazi as a director of the company			
2.3 To elect Steve Phiri as a director of the company			
Ordinary resolution number 3: Appointment of members of audit and risk committee			
3.1 Election of Lwazi Bam as a member of the committee			
3.2 Election of Thevendrie Brewer as a member of the committee			
3.3 Election of Suresh Kana as a member of the committee			
Ordinary resolution number 4: Re-appointment of auditor			
Ordinary resolution number 5: General authority to allot and issue authorised but unissued shares for cash			
Ordinary resolution number 6: Authority to implement resolutions			
Non-binding advisory vote 7:			
7.1 Non-binding advisory vote: Endorsement of the remuneration policy			
7.2 Non-binding advisory vote: Endorsement of the remuneration implementation report			
Special resolution number 1: Non-executive directors' fees			
Special resolution number 2: Authority to provide financial assistance			
Special resolution number 3: General authority to repurchase company securities			

Signed at this day of 2024

Signature

Assisted by me (if applicable)

Please read the notes on the reverse side.

A shareholder entitled to attend and vote at the AGM may appoint one or more persons as proxy to attend, speak or vote in their stead at the AGM. 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 will be entitled to one vote for every share held in the issued share capital of the company.

Notes to the form of proxy

- 1 A shareholder may insert the name of a proxy or the names of two alternative proxies of their choice in the spaces provided with or without deleting "the chairman of the AGM", but any such deletion must be initialled by the Anglo American Platinum shareholder. The person whose name appears first on the form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow.
- 2 Please mark 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 for 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 this requirement 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 they deem fit, in respect of all your votes exercisable at the meeting. A shareholder or proxy is not obliged to use all the votes exercisable by the shareholder, but the total of votes cast and for which abstention is recorded may not exceed the total of the votes exercisable by the shareholder or proxy.
- 3 For administrative purposes, forms of proxy must be lodged with the transfer secretaries at proxy@computershare.co.za or Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold 2132), to be received by 10:00 on Tuesday, 7 May 2024.
- 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 unless previously recorded by the transfer secretaries or waived by the chairman of the AGM.
- 6 The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the AGM and speaking and voting in person to the exclusion of any appointed proxy, should they wish to do so.
- 7 The chairman of the AGM may accept or reject any form of proxy that is completed and/or received other than in accordance with these notes and instructions.
- 8 Where there are joint holders of shares:
 - 8.1 Any such persons may vote at the AGM in respect of such joint shares as if they were solely entitled thereto
 - 8.2 Any one holder may sign this form of proxy
 - 8.3 If more than one joint holder is present or represented at the AGM, 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 virtual AGM or, if they are unable to attend and wish to be represented, must complete and return the attached form of proxy to the transfer secretaries by the time specified on the form.
- 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 AGM or to be represented by proxy for their nominee or, if applicable, their CSDP or broker to provide them with the necessary letter of representation, or should provide their nominee or, if applicable, their CSDP or broker timeously with their voting instruction should they not wish to attend the virtual AGM, in order for their nominee to vote in accordance with their instruction at the AGM.
- 11 A vote given in terms of an instrument of proxy will be valid for the AGM despite the death of the person granting it, the transfer of the shares for which the vote is given, unless written notification of such death or transfer is received by the transfer secretaries before the start of the AGM.
- 12 Where this form of proxy is signed under power of attorney, this power of attorney must accompany this form of proxy, unless previously recorded by the transfer secretaries or this requirement is waived by the chairman of the AGM.
- 13 A minor or any other person under legal incapacity must be assisted by their parent or guardian, as applicable, unless the relevant documents establishing their capacity are produced or have been registered by Anglo American Platinum or the transfer secretaries.
- 14 Unless revoked, the appointment of a proxy under this form of proxy remains valid only until the end of the AGM or any postponement or adjournment. This form of proxy will be valid at any resumption of a postponed or adjourned meeting to which it relates although it may not be used at the resumption of the postponed or adjourned AGM if it could not be used at the AGM for any reason other than it was not lodged timeously. This form of proxy will, in addition to the authority conferred by the Companies Act 2008, as amended, except as far as it provides otherwise, be deemed to confer the power generally to act at the meeting in question, subject to any specific direction in this form of proxy on the manner of voting.

Brief curricula vitae of directors standing for re-election/election to the board

<div><div>Roger Dixon (74)</div><div>Independent non-executive director</div></div> <div><div>Qualifications: Pr.Eng. BSC (Hons) Mining FSAIMM</div><div>Three years on the board</div><div>Roger has spent more than 49 years in the South African mining sector, including more than 30 years in senior management roles at both operations and head offices of large gold mining companies. As a consulting engineer from 2002 mainly with SRK Consulting South Africa, he has worked extensively in mine valuation, due diligence, and engineering studies. He also played a leading role in developing reporting standards through the South African Mineral Resource Committee (SAMREC) and the global Committee for Mineral Reserves International Reporting Standards (CRIRSCO). He still serves on these two committees.</div></div>	<div><div>Thevendrie Brewer (51)</div><div>Independent non-executive director</div></div> <div><div>Qualifications: CA(SA)</div><div>Appointed in 2023</div><div>Thevendrie is a seasoned professional with 24 years' experience in advisory roles. Her expertise spans investment banking and strategic advisory roles with Rothschild & Co and Deutsche Bank, as well as management consulting and auditing with EY. She served on the board of Netcare Limited for 12 years, having served as chairman of the board for the final five years of her tenure. Thevendrie also held the position of chief operating officer of Rothschild & Co South Africa from 2015 to 2021. Her combined experience in executive and non-executive roles affords significant financial, risk, leadership, remuneration, governance and strategy development skills.</div></div>	<div><div>Lwazi Bam (52)</div><div>Independent non-executive director</div></div> <div><div>Qualifications: CA(SA)</div><div>Appointed in 2023</div><div>Lwazi served as chief executive officer of Deloitte Africa from June 2013 until May 2022 and continued to serve as partner of the firm until end September 2022 to oversee the completion of several projects. During his 25+ year tenure with Deloitte he served in a number of leadership roles, including being a member of the Deloitte Southern Africa Board of Partners and Directors, holding executive responsibility for the firm's strategy and the financial advisory business, as well as being the head of M&A Advisory. Lwazi is a past president of the Association for the Advancement of Black Accountants in Southern Africa (ABASA), a former chairman of the South African Institute of Chartered Accountants (SAICA), as well as former chairman of the African Children's Feeding Scheme (ACFS).</div></div>	<div><div>Suresh Kana (69)</div><div>Independent non-executive director</div></div> <div><div>Qualifications: CA(SA)</div><div>Appointed in 2023</div><div>Suresh is the former chairman of the Financial Reporting Standards Council. He is a non-executive director and chairman of Murray & Roberts Holdings Limited and lead independent director of the JSE Limited and Transaction Capital Limited. He also holds positions as chairman of the independent oversight advisory committee, deputy chairman of the Integrated Reporting Committee of South Africa and a trustee of the IFRS Foundation and the Constitutional Court Trust. He has contributed extensively to thought leadership in the fields of accounting, auditing, corporate governance and corporate social responsibility. He has served on a wide range of boards and committees working to improve transparency and corporate reporting.</div></div>
<div><div>Matt Daley (45)</div><div>Non-executive director</div></div> <div><div>Qualifications: B.Eng (Mining) (Hons), PgDip (Fin)</div><div>Appointed in 2023</div><div>Matt is a mining engineer with more than two decades of underground, open cut, smelting, refining, project and commodity trading experience. He has lived and worked in Australia, South America, North America, the UK and the Middle East.</div><div>As Director Technical and Operations for Anglo American, Matt leads the Safety, Discovery and Geosciences, Mining, Processing, Business Improvement, Asset Strategy and Reliability, Sustainable Development, Information Management and Supply Chain disciplines.</div><div>Prior to joining Anglo American in 2017 as group head of mining, Matt was the executive general manager for Glencore Canada based in Toronto and served as a non-executive director on the board of PolyMet Mining. He has previously worked for Xstrata and Minera Alumbra and started his career with Mount Isa Mines in Queensland, Australia.</div></div>	<div><div>Themba Mkhwanazi (54)</div><div>Non-executive director</div></div> <div><div>Qualifications: B.Eng (Chemical) (Hons)</div><div>Appointed in 2023</div><div>Themba was appointed CEO of Bulk Commodities in January 2022. Prior to that, he was CEO of Kumba Iron Ore from 2016 to 2021, and CEO for Anglo American's Thermal Coal business in South Africa, having joined the group in 2014. He is also a non-executive director of Anglo American Platinum and Kumba Iron Ore.</div><div>Themba has extensive experience in the resources industry, including 18 years in his native South Africa, as well as in the US and Australia. Before joining the group, Themba was managing director for Huntsman Tioxide in South Africa until 2007 when he was appointed COO of Richards Bay Minerals, a joint venture between Rio Tinto and BHP. In 2011, he was seconded to Rio Tinto's Australian coal business, before taking up the role of regional general manager for the Americas in 2012.</div><div>Themba is a vice president of the Minerals Council of South Africa.</div></div>	<div><div>Steve Phiri (68)</div><div>Independent non-executive director</div></div> <div><div>Qualifications: BJuris, LLB, LLM, Dip Corp Law</div><div>Appointed in 2023</div><div>Steve Phiri is an admitted attorney to the High Court of South Africa and has a distinguished career marked by significant achievements and a wealth of experience in the legal, mining, and business sectors.</div><div>From April 2010 to September 2023, he served as the CEO of the then Johannesburg Stock Exchange-listed Royal Bafokeng Platinum (RBPlat), which he led to IPO in November 2010. Subsequently, he steered RBPlat through a protracted corporate action that culminated in its acquisition by Implats. Prior to this, he served as the CEO of Merafe Resources, a publicly listed company on the JSE, for a tenure of six years. During his leadership at Merafe, he played a pivotal role in negotiating the Xstrata-Merafe pooling and sharing venture, in line with the strategic needs of the company.</div><div>His contribution to business and experience extend to his roles as a non-executive director on the boards of Impala Platinum Holdings Limited (Implats), Zurich Insurance Company SA and the South African Diamond and Precious Metals Regulator, among others. For a duration of five years until October 2019, he also held the position of president at the International Platinum Association (IPA).</div></div>	

Administration

Directors

Executive directors

CW Miller (chief executive officer)

Independent non-executive directors

NB Mbazima (chairman) (Zambian)

S Kana (lead independent director)

L Bam

T Brewer

RJ Dixon

NT Moholi

S Phiri

JM Vice

Non-executive directors

M Daley (Australian)

T Mkhwanazi

N Fakude

Company secretary

Elizna Viljoen

elizna.viljoen@angloamerican.com

Acting chief financial officer

S Naidoo

Financial, administrative, technical advisers

Anglo Corporate Services South Africa Proprietary Limited

Corporate and divisional office, registered office and business and postal addresses of the company secretary and administrative advisers

144 Oxford Road

Melrose

Rosebank

2196

Postnet Suite 153

Private Bag X31

Saxonwold

Gauteng

2132

Telephone +27 (0) 11 373 6111

Sponsor

Merrill Lynch South Africa Proprietary Limited

The Place

1 Sandton Drive

Sandton, 2196

PO Box 651987

Benmore 2010

Telephone +27 (0)27 11 305 5822

letrisha.mahabeer@bofa.com

Registrar

Computershare Investor Services Proprietary Limited

Rosebank Towers

15 Biermann Avenue

Rosebank 2196

Private Bag X9000

Saxonwold, 2132

Telephone +27 (0) 11 370 5000

Facsimile +27 (0) 11 688 5200

Auditor

PricewaterhouseCoopers Inc.

4 Lisbon Lane

Waterfall City

2090

Investor relations

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Marcela Grochowina

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Lead Competent Persons

Andrew Smith: Lead Ore Reserves

Kavita Mohanlal: Principal Mineral Resources estimation

Fraud line – YourVoice

Anonymous whistleblower facility 087 232 5426 (South Africa)

www.yourvoice.angloamerican.com



Human resources-related queries

– Job opportunities

– Bursaries

– Career information

www.angloamericanplatinum.com/careers

Disclaimer

Certain elements 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, eg 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 current 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.



Anglo American Platinum Limited
Incorporated in the Republic of South Africa
Date of incorporation: 13 July 1946
Registration number: 1946/022452/06
JSE code: AMS – ISIN: ZAE000013181

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