



Creating Shared Value
For All Our Stakeholders

Notice of Annual General Meeting

Zimplats Holdings Limited
ARBN: 083 463 058
Australian Stock Exchange code: ZIM

For personal use only

2024

Notice of Annual General Meeting

Notice is hereby given that the twenty-fourth annual general meeting (“the meeting”) of the members of Zimplats Holdings Limited (“Zimplats” or “the Company”) will be held at the offices of Impala Platinum Holdings Limited, 2 Fricker Road, Illovo, Johannesburg, South Africa, and also virtually at <https://78449.themediaframe.com/links/zimplats241024.html> on 24 October 2024 at 11:00am South African time (GMT +2) for the following purposes:

ORDINARY BUSINESS OF THE ANNUAL GENERAL MEETING

1. To receive and consider the Company’s annual financial statements, the directors’ report and the report of the independent auditors for the year ended 30 June 2024. The annual financial statements are available on the Company’s website, www.zimplats.com.
2. To approve the appointment of Axcentium as independent auditors of the Company from the conclusion of this annual general meeting until the conclusion of the next annual general meeting of the Company.
3. To approve the audit fees of US\$28 750 for the year ended 30 June 2024.
4. Election of directors: -
 - (a) To re-elect Mr Z B Swanepoel as a director.
 - (b) To re-elect Ms T N Mgoduso as a director.
 - (c) To re-elect Ms M Kerber as a director.
 - (d) To elect Mrs E Chisango as a director.

SPECIAL BUSINESS OF THE ANNUAL GENERAL MEETING

5. To approve by special resolution the amendment of Articles 34.1(c) and 34.3 of the Articles of Incorporation of the Company, in the manner set out in the Explanatory Note to Resolution 5, appearing on pages 4 to 5 of this notice.

In order to be adopted, the special resolution requires the support of a majority of at least 75% of votes cast by shareholders, present or represented by proxy, at the annual general meeting.

NOTES

1. The meeting of the members of the Company will be held physically and virtually via an online platform which allows members to participate electronically in real time. Members are encouraged to attend virtually, and are referred to page 5 of this notice for specific details of how to register and vote.
2. The reference to the geographical address for the holding of the meeting is in compliance with the requirements of the Companies (Guernsey) Law, 2008 (as amended) (“the Companies (Guernsey) Law”), as read with Article 12.3 of the Company’s Articles of Incorporation (“the Articles”), as it relates to a quorum for the meeting.
3. Holding of the meeting virtually is permitted in terms of Article 11.1 of the Articles as read with the Companies (Guernsey) Law.
4. Pursuant to the law of the Island of Guernsey, Zimplats has determined that, for the purpose of the meeting, all shares in the Company shall be taken to be held by the persons who held them as registered shareholders at 11:00am South African Standard Time (GMT +2) on Tuesday 22 October 2024 (“the Entitlement Time”). The transfer secretaries, Computershare Investor Services Proprietary Limited, have been retained to assist the Company to host the meeting on an interactive platform in order to facilitate electronic participation and prior voting by shareholders.
5. All holders of ordinary shares in the Company at the Entitlement Time are entitled to attend (physically or virtually, as explained in Note 1 above) and are required to vote ahead of the meeting in accordance with the voting procedures set out on page 6 of this notice and on the Proxy Information Sheet.
6. The cost of electronic participation in the meeting is for the expense of the participant (shareholder or proxy) and will be billed separately by the participants’ own service provider. The participant acknowledges that the electronic communication services are provided by third parties and indemnifies the Company against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the electronic services, whether or not the problem is caused by any act or omission of the participant or anyone else. In particular, but not exclusively, the participant acknowledges that he/she will have no claim against the Company, whether for consequential damages or otherwise, arising from any use of the electronic services or any defect in it/them or from total or partial failure of the electronic services and connections linking the participant via the electronic services to the meeting.
7. The Company cannot guarantee that on the day of the meeting, there will not be a break in electronic communication that is beyond the control of the Company.

Notice of Annual General Meeting (continued)

EXPLANATORY NOTE TO RESOLUTIONS

RESOLUTION 1 – RECEIVE AND CONSIDER THE ANNUAL FINANCIAL STATEMENTS, THE DIRECTORS' REPORT AND THE REPORT OF THE INDEPENDENT AUDITORS

Resolution 1, which is an ordinary resolution, proposes that the annual financial statements, the directors' report and the report of the independent auditors for the year ended 30 June 2024 be received and considered.

Directors' recommendation

The directors unanimously recommend that you vote in favour of the resolution.

RESOLUTION 2 – APPOINTMENT OF AXCENTIUM AS INDEPENDENT AUDITORS UNTIL THE NEXT ANNUAL GENERAL MEETING

Resolution 2, which is an ordinary resolution, proposes that Axcentium be appointed as independent auditors of the Company from the conclusion of this annual general meeting until the conclusion of the next annual general meeting of the Company. In accordance with section 257 of the Companies (Guernsey) Law, shareholders are required to approve the appointment of the Company's auditors each year to hold office until the next annual general meeting of the Company.

On 8 May 2024, the Company issued a notification of the change of independent external auditor effective 31 October 2024 following Deloitte Africa's announcement that it will exit Zimbabwe effective 31 October 2024. Deloitte Zimbabwe has been bought out by its current partners and, accordingly, effective 31 October 2024 Deloitte Zimbabwe shall be trading under the name Axcentium. The board of directors' nomination of Axcentium follows a rigorous due diligence process, and was made subject to approval by the shareholders of the Company at the 24 October 2024 annual general meeting.

Axcentium has indicated that it is in a position to accept the appointment as independent auditor of the Company for the year ending 30 June 2025.

Directors' recommendation

The directors unanimously recommend that you vote in favour of the resolution.

RESOLUTION 3 – APPROVE THE AUDIT FEE OF US\$28 750 FOR THE YEAR ENDED 30 JUNE 2024

Resolution 3, which is an ordinary resolution, proposes that the audit fees of US\$28 750 for the year ended 30 June 2024 be approved. In accordance with section 259 of the Companies (Guernsey) Law, shareholders are required to approve the remuneration of the Company's auditors. The audit fee is in respect of services rendered for the external audit of the Company for the year ended 30 June 2024.

Directors' recommendation

The directors unanimously recommend that you vote in favour of the resolution.

RESOLUTION 4 – ELECTION OF DIRECTORS

Resolutions 4(a) to 4(c), which are ordinary resolutions, propose the re-election of those directors who are retiring by rotation and who are offering themselves for re-election. In terms of Article 16.2 of the Articles, a director will retire from office no later than the third annual general meeting following his or her last election and will be eligible for re-election.

Resolution 4 (d), which is an ordinary resolution, proposes the election of a director who has been appointed by the board of directors in terms of Article 15.5 (a), who is required in terms of Article 15.5 (b) to retire at the next annual general meeting of the Company and will then be eligible for re-election.

The board of directors believe that the directors who are retiring, and who are offering themselves for re-election, should continue to be directors of the Company as they have relevant, wide, and current business experience that allows them to contribute effectively to the leadership of the Company. The board of directors also believes that the director who has been nominated for election in terms of Article 15.5 (b) should be elected as a director of the Company as she has the relevant business experience and skills to make a meaningful contribution to the governance of the Company.

(a) Re-election of Mr Z B Swanepoel as a director of the Company Mr Zacharias Bernardus Swanepoel, BSc (Mining Engineering), BCom (Hons)

Appointed to the board on 1 July 2015, Bernard is a lead independent director of Impala Platinum Holdings Limited. He is also a director of To The Point Growth Specialists (Pty) Limited. Bernard is the chairperson of the board's safety, health, environment and community (SHEC) committee.

Notice of Annual General Meeting (continued)

(b) Re-election of Ms T N Mgoduso as a director of the Company
Ms Thandeka Nozipho Mgoduso, MA (Clinical Psychology)

Appointed to the board on 16 August 2018, Thandeka is the founder and director of Jojose Investments, a human resources consultancy firm. She is the chairperson at Metair Investments Limited. She is a non-executive director at Differential Capital and chairperson of their remuneration committee. Thandeka is the chairperson of the board's remuneration committee.

(c) Re-election of Ms M Kerber as a director of the Company
Ms Meroonisha Kerber, BCom, HDipAcc, CA (SA)

Appointed to the board on 1 September 2018, Meroonisha was appointed as chief financial officer and an executive director of Impala Platinum Holdings Limited with effect from 1 August 2018. She is a director on various Implats group companies' boards including Impala Platinum Limited, Impala Canada Limited and Impala Bafokeng. She is an experienced finance executive having served as Senior Vice President, Finance, at AngloGold Ashanti Limited, prior to which she spent 11 years at Anglo American Platinum Limited, serving as Head of Financial Accounting for the majority of that period. Meroonisha is a member of the board's audit and risk committee.

(d) Election of Mrs E Chisango as a director of the Company,
Mrs Emilia Chisango, BAcc (Hons), ZCTA, CA(Z)

Appointed to the board on 1 April 2024, Emilia is an experienced business and finance executive, having spent 21 years of her career working for a reputable audit firm, KPMG Zimbabwe, as a partner, for the majority of that period. Effective 2015 until February 2021, she worked for Zimbabwe's largest provider of telecommunications services, Econet Wireless Zimbabwe Limited, and its subsidiary, Cassava Smartech Zimbabwe Limited, as Group Chief Finance Officer and Group Finance Director respectively. She is a non-executive director of NMB Bank Limited, and Econet Lesotho Limited. Emilia is the chairperson of the board's audit and risk committee and a member of the remuneration committee.

Directors' recommendation

All of the existing directors of the Company, other than those standing for re-election, recommend that you vote in favour of the re-election of Mr Swanepoel, Ms Mgoduso and Ms Kerber and that you vote in favour of the election of Mrs Chisango, having regard to their respective qualifications to act as directors of your Company.

RESOLUTION 5 – APPROVE BY SPECIAL RESOLUTION THE AMENDMENT OF ARTICLES 34.1 (c) AND 34.3 OF THE ARTICLES OF INCORPORATION OF THE COMPANY

Resolution 5, which is a special resolution, proposes that the Articles of Incorporation of the Company be and are hereby amended as follows:-

- (a) Article 34.1(c) be amended by deleting the words "Article 34.1.f" and inserting "Article 34.3.c" in their place; and
- (b) Article 34.3.a be deleted, and the following shall be inserted in its place:

"Any Member may notify the Company of an electronic address for the purpose of his receiving communications by Electronic Means from the Company at any time. All Members shall be deemed to have agreed to accept communication from the Company by Electronic Means (including, for the avoidance of doubt, by means of a website) in accordance with Sections 523, 524 and 526 and Schedule 3 of the Law unless a Member notifies the Company otherwise. Notice under this Article must be in writing and signed by the Member and delivered to the Guernsey Office or such other place as the Directors decide. In the absence of any notice from a Member that they do not agree to accept communications from the Company by Electronic Means in accordance with this Article, the Company may, but is not obliged to, satisfy its obligation to send a Member any notice or other document by:

- (a) publishing such notice or document on a website; and
- (b) notifying him that such notice or document has been so published, specifying the address of the website on which it has been published, the place on the website where it may be accessed, how it may be accessed and:-
 - (i) if it is a notice relating to a shareholders' meeting stating (i) that the notice concerns a notice of a Company meeting served in accordance with the Law (ii) the place, date and time of the meeting, (iii) whether the meeting is to be an annual or extraordinary general or class meeting, and (iv) such other information as the Law may prescribe; and
 - (ii) if it is a notice of a Written Resolution or a statement relating to a Written Resolution, the notice must be available on the website throughout the period beginning with the circulation date and ending on the date on which the resolution lapses."

Directors' recommendation

The reason for, and the effect of the special resolution is to provide that the default position is that all shareholders are deemed to accept communications by electronic means, unless they contact the Company (in terms of the amended Article 34.3.a above) to opt out. This will mean

Notice of Annual General Meeting (continued)

that, for all shareholders that have not opted out, the Company would be able to upload documents to a website and then send notice (by other valid means) to notify the shareholder that the documents have been uploaded, and where to access them. For shareholders that opt out the Company shall continue to communicate with the shareholders via their preferred communication address. This resolution is aligned with the Company's commitment to minimising its environmental footprint as one of its key strategic pillars of sustainable development. The Company is looking at ways to combat its impact on the environment and seeks to reduce its paper consumption, solid waste generation and carbon footprint. The use of electronic communications also delivers savings to the Company in terms of administration, printing and postage costs, and speeds up information sharing, thus benefitting shareholders.

Accordingly, the directors unanimously recommend that you vote in favour of the resolution.

REGISTRATION TO PARTICIPATE IN THE MEETING

1. Register using the online registration portal: <https://78449.themediaframe.com/links/zimplats241024.html>, by no later than Tuesday, 22 October 2024. Kindly note that when registering, you shall be required to provide shareholder or proxy information as prompted to enable verification.
2. Contact Computershare Investor Services Pty Ltd, GPO Box 242 Melbourne, Victoria 3001, Australia, fax (within Australia) 1 800 783 447 or (outside Australia) +61 3 9473 2555; or Suntera (Guernsey) Limited (Company Secretaries), 1st & 2nd Floors, Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey, GY1 1EW, Fax +44 1481 738917, email: info@suntera.com; or Custodians – subscribers of Intermediary Online, by no later than **Tuesday, 22 October 2024**, in order for the transfer secretaries and/or the Company Secretaries to verify the shareholder/proxy credentials submitted by shareholders.

APPOINTMENT OF PROXIES AND VOTING BY PROXY

3. To appoint a representative or the chairman as your proxy go to the Investor Vote portal www.investorvote.com.au where you will be able to view the notice of the annual general meeting and other relevant meeting documentation and direct your proxy on how to vote at the meeting. Proxy appointments submitted through the link above must be received by no later than 11:00am South African Standard Time (GMT +2) on Tuesday, 22 October 2024.
4. Custodians and/or subscribers of Intermediary Online may lodge their votes electronically at www.intermediaryonline.com by no later than 48 hours before the meeting (being 11:00am South African Standard Time (GMT +2)) on Tuesday, 22 October 2024.
5. Corporate and institutional shareholders (companies, trusts, societies etc) are required to email/fax a scanned copy (in PDF/JPG format) of the relevant "Appointment of Corporate Representative" to Computershare or the Company Secretaries, whose details appear in note 2 under the "Registration to Participate in the Meeting" section above, by no later than Tuesday, 22 October 2024. A form may be obtained from Computershare or online at www.investorcentre.com.au, and select "Printable Forms".

VOTING

1. Vote for or against the resolutions in the notice, by no later than 48 hours before the meeting (being 11:00am South African Standard Time (GMT +2)) on Tuesday, 22 October 2024 on www.investorvote.com.au.
2. Shareholders are to note that no voting shall take place on the date of the meeting, however, they shall be able to participate in the meeting on the day. The Company will beam a live webcast of the proceedings of the meeting at <https://78449.themediaframe.com/links/zimplats241024.html>. Members and/or their proxies will be able to submit their questions prior to, and/or during, the meeting on the aforementioned online platform.
3. Members may visit the Company's corporate website www.zimplats.com to view the financial statements, Intergrated Annual Report 2024, and access information pertaining to the Company.

QUESTIONS AND REQUESTS FOR ASSISTANCE

1. Questions and requests for assistance can be directed to the following call numbers, open Monday to Friday, 8:30am to 7:00pm AEDT:
 - (a) Within Australia: 1 300 850 505;
 - (b) Outside Australia: +61 3 9415 4000.

GENERAL INFORMATION

1. There will be one vote for every member number/registered folio number, irrespective of the number of joint holders.
2. The results of voting will be declared within 48 hours from the conclusion of the meeting and the Resolutions will be deemed to be passed on the date of the meeting, subject to the receipt of the requisite number of votes. The declared meeting results will be available forthwith on the Company's corporate website www.zimplats.com under the section "Investor Relations" and on the ASX website.



Member of the Implats Group

Zimplats Holdings Limited
ARBN 083 463 058

ZIM

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am South African Standard Time (GMT +2) on Tuesday, 22 October 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Zimplats Holdings Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the annual general meeting of Zimplats Holdings Limited to be held at the offices of Impala Platinum Holdings Limited, 2 Fricker Road, Illovo, Johannesburg, South Africa, and also virtually at <https://78449.themediaframe.com/links/zimplats241024.html> on 24 October 2024 at 11:00am South African time (GMT +2) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary Business

		For	Against	Abstain
1	Receive and consider the Company's annual financial statements, the directors' report and the report of the independent auditors for the year ended 30 June 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Appointment of Axcentium as independent auditors of the Company from the conclusion of this annual general meeting until the conclusion of the next annual general meeting of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Approve the audit fees of US\$28 750 for the year ended 30 June 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Election of Directors

4 (a)	To re-elect Mr Z B Swanepoel as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 (b)	To re-elect Ms T N Mgoduso as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 (c)	To re-elect Ms M Kerber as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 (d)	To elect Mrs E Chisango as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Business

5	To approve by special resolution the amendment of Articles 34.1(c) and 34.3 of the Articles of Incorporation of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Securityholder 2

Securityholder 3

/ /

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Date

Update your communication details (Optional)

By providing your email address, you consent to receive future Notice of Meeting, Integrated Annual Report & Proxy communications and all other communications from the Company electronically

Mobile Number

Email Address

Z I M

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Computershare



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