



CREATING A BETTER FUTURE

NOTICE OF ANNUAL GENERAL MEETING

Zimplats Holdings Limited

ARBN: 083 463 058

Australian Stock Exchange code: ZIM

ASX ANNOUNCEMENT

2021 Notice of Annual General Meeting

In accordance with ASX Listing Rule 3.17.1, Zimplats Holdings Limited (ASX: ZIM) ("the Company") attaches its Notice of Annual General Meeting and sample Proxy Form in relation to the 2021 Annual General Meeting of shareholders, to be held virtually at <https://78449.themediaframe.com/links/zimplats211111.html> on Thursday, 11 November 2021 at 11:30am South African time (GMT +2).

A copy of the Company's 2021 Annual Financial Statements which includes the directors' report and the report of the independent auditors was released to the ASX on 31 August 2021 and is available on the Company's website: www.zimplats.com.

Authorised for release by the Company Secretary of Zimplats Holdings Limited.

20 October 2021

Notice of Annual General Meeting

Notice is hereby given that the twenty first 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/zimplats211111.html> on 11 November 2021 at 11:30am South African time (GMT +2) for the following purposes:

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 2021.
2. To appoint Deloitte & Touche Chartered Accountants (Zimbabwe) 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\$26 500 for the year ended 30 June 2021.
4. To approve an increase in non-executive directors’ fees effective 1 July 2021.
5. Election of directors:
 - (a) To re-elect Dr F S Mufamadi as a director.
 - (b) To re-elect Mr Z B Swanepoel as a director.
 - (c) To re-elect Ms T N Mgoduso as a director.
 - (d) To re-elect Ms M Kerber as a director.

NOTES

1. In view of the continued impact of the Covid-19 pandemic and the restrictions placed on travel and numbers in respect of public gatherings, in the interests of the health and safety of all stakeholders, and in full support of the legislative and other measures put in place to curb the spread of the virus, the meeting of the members of the Company will be held virtually via an online platform which allows members to participate electronically in real time. Members are referred to pages 4 and 5 of this notice for specific details of how to register, vote, and participate in the virtual meeting.
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 the Company’s Articles of Incorporation (“the Articles”), Article 12.3, 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 of Incorporation 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 Zimplats shall be taken to be held by the persons who held them as registered shareholders at 11:30am South African Standard Time (GMT +2) on Tuesday 9 November 2021 (“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 Zimplats at the Entitlement Time are entitled to attend (albeit virtually, as explained in Note 1 above) and are required to vote ahead of the meeting in accordance with the voting procedures set out in the notes below and on the Proxy Information Sheet.

Notice of Annual General Meeting (*continued*)

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.

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 2021 be received and considered.

Directors' recommendation

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

RESOLUTION 2 – APPOINTMENT OF DELOITTE & TOUCHE CHARTERED ACCOUNTANTS (ZIMBABWE) AS INDEPENDENT AUDITORS UNTIL THE NEXT ANNUAL GENERAL MEETING

Resolution 2, which is an ordinary resolution, proposes that Deloitte & Touche Chartered Accountants (Zimbabwe) 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.

Deloitte & Touche Chartered Accountants (Zimbabwe) have indicated that they are in a position to accept appointment as independent auditors of the Company for the year ending 30 June 2022.

Directors' recommendation

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

RESOLUTION 3 – APPROVE THE AUDIT FEE OF US\$26 500 FOR THE YEAR ENDED 30 JUNE 2021

Resolution 3, which is an ordinary resolution, proposes that the audit fees of US\$26 500 for the year ended 30 June 2021 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 2021.

Directors' recommendation

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

Notice of Annual General Meeting (*continued*)

RESOLUTION 4 – APPROVE THE INCREASE IN NON-EXECUTIVE DIRECTORS FEES EFFECTIVE 1 JULY 2021

Resolution 4, which is an ordinary resolution, proposes that the remuneration of the non-executive directors for their services be revised upwards in line with market benchmarks, effective 1 July 2021 as follows:

	Current annual fee (FY2021) US\$	Proposed annual fee (FY2022) US\$	% increase
BOARD FEES			
Chairperson	82 337	88 100	7
Deputy Chairperson	55 461	58 235	5
Non-executive director	40 399	42 420	5
COMMITTEE FEES			
Audit and Risk Committee			
Chairperson	22 061	23 165	5
Member	11 523	12 100	5
Remuneration Committee			
Chairperson	20 173	21 180	5
Member	11 000	11 550	5
Safety, Health, Environment and Community Committee			
Chairperson	20 173	21 180	5
Member	11 000	11 550	5

- (a) FY in this notice refers to the financial year for the Company which ends on 30 June.
- (b) Board fees are not based on attendance.
- (c) Committee fees are payable based on attendance.
- (d) The proposed increase falls within the aggregate threshold of US\$600 000 approved by members at the 2012 annual general meeting.

Directors' recommendation

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

RESOLUTION 5 – ELECTION OF DIRECTORS

Resolutions 5(a) to 5(d), 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 Company's Articles of Incorporation ("the Articles"), a director will retire from office no later than at the third annual general meeting following his or her last election and will be eligible for re-election.

The board of directors believe that these directors who are retiring, and who are offering themselves for election, should continue to be directors of the Company as they bring wide, current and relevant business experience that allows them to contribute effectively to the leadership of the Company.

Notice of Annual General Meeting (*continued*)

(a) Re-election of Dr F S Mufamadi as a director of the Company

Dr F S Mufamadi, MSc, PhD

Dr Mufamadi was appointed to the board on 1 May 2015, and as the chairman of the board with effect from 1 July 2015. Dr Mufamadi is an independent non-executive director of Impala Platinum Holdings Limited. He is the current Director of the Centre of Public Policy and African Studies and he serves on the subsidiary board of the Absa Group in Mozambique.

(b) Re-election of Mr Z B Swanepoel as a director of the Company

Mr Z B Swanepoel, BSc (Mining Engineering), BCom (Hons)

Mr Swanepoel was appointed to the board on 1 July 2015. He is an independent non-executive director of Impala Platinum Holdings Limited. He is a Director of To The Point Growth Specialists (Pty) Limited and a non-executive director of African Rainbow Minerals Limited. He is the chairperson of the board's safety, health, environment and community (SHEC) committee.

(c) Re-election of Ms T N Mgoduso as a director of the Company

Ms T N Mgoduso, MA (Clinical Psychology)

Ms Mgoduso was appointed to the board on 16 April 2018. She is the founder and director of Jojose Investments, a human resources consultancy firm. She is a non-executive director of Assore Limited, Metair Investments Limited, Frusina Holdings Limited and Ubhejane Investments. She is the chairperson of the board's remuneration committee.

(d) Re-election of Ms M Kerber as a director of the Company

Ms M Kerber, BCom, CA (SA)

Ms Kerber was appointed to the board on 1 September 2018 and was appointed as chief financial officer and an executive director of Impala Platinum Holdings Limited with effect from 1 August 2018. 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. She is a member of the board's audit and risk committee.

Directors' recommendation

All of the existing directors of the Company, other than those directors standing for re-election, recommend that you vote in favour of the re-election of Dr F S Mufamadi, Mr Z B Swanepoel, Ms T N Mgoduso and Ms M Kerber, having regard to their respective qualifications to act as directors of your Company.

REGISTRATION TO PARTICIPATE IN THE MEETING

1. Register using the online registration portal: <https://78449.themediaframe.com/links/zimplats211111.html> by no later than Tuesday, 9 November 2021. 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 Carey Commercial Limited ("the Company Secretary"), 1st & 2nd Floors, Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey, GY1 1EW, or email : info@wearecarey.com by no later than Tuesday, 9 November 2021, in order for the transfer secretaries and/or the Company Secretaries to verify the shareholder/proxy credentials submitted by shareholders.

Notice of Annual General Meeting (*continued*)

APPOINTMENT OF PROXIES AND VOTING BY PROXY

3. To appoint a representative or 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 meeting and other relevant meeting documentation and direct your proxy how to vote at the meeting. Proxy appointments submitted through the link above must be received by no later than 11:30am South African Standard Time (GMT +2) on Tuesday, 9 November 2021.
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 11:30am South African Standard Time (GMT +2)) on Tuesday, 9 November 2021.
5. Corporate and institutional shareholders (companies, trusts, societies etc) are required to email 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, 9 November 2021. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab "Printable Forms".

VOTING

1. Vote for or against the resolutions in the notice, no later than 48 hours before the meeting (being 11:30am South African Standard Time (GMT +2)) on Tuesday, 9 November 2021 on www.investorvote.com.au.
2. Shareholders are to note that no voting shall take place on the date of the meeting, however, members shall be able to participate in the meeting. The Company will beam a live webcast of the proceedings of the meeting at <https://78449.themediaframe.com/links/zimplats211111.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 or 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 along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website www.zimplats.com under the section "Investor Relations" and on the ASX website.

ZIM

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

Need assistance?



Phone:
1300 855 080 (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 **11:30am South African Standard Time (GMT +2) on Tuesday, 9 November 2021.**

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 under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

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

XX

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/zimplats211111.html> on Thursday, 11 November 2021 at 11:30am 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.

		For	Against	Abstain
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 2021.	☐	☐	☐
2	To appoint Deloitte & Touche Chartered Accountants (Zimbabwe) 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\$26 500 for the year ended 30 June 2021.	☐	☐	☐
4	To approve an increase in non-executive directors' fees effective 1 July 2021.	☐	☐	☐
5 (a)	To re-elect Dr F S Mufamadi as a director.	☐	☐	☐
5 (b)	To re-elect Mr Z B Swanepoel as a director.	☐	☐	☐
5 (c)	To re-elect Ms T N Mgoduso as a director.	☐	☐	☐
5 (d)	To re-elect Ms M Kerber as a director.	☐	☐	☐

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)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Z I M

2 7 9 6 9 3 A



Computershare

