

Northam Platinum Limited

Incorporated in the Republic of South Africa
(Registration number 1977/003282/06)

Share code: NHM ISIN: ZAE000030912

Debt issuer code: NHMI

Bond code: NHM002 Bond ISIN: ZAG000129024

Bond code: NHM003 Bond ISIN: ZAG000129032

(“Northam” or the “company”)

RESULTS OF ANNUAL GENERAL MEETING AND CHANGES TO THE BOARD OF DIRECTORS

Northam shareholders (“**shareholders**”) are advised that at the annual general meeting of shareholders held on Tuesday, 7 November 2017 (“**AGM**”), the ordinary and special resolutions, as set out in the notice of AGM dated Friday, 22 September 2017, were approved by the requisite majority of shareholders present or represented by proxy at the AGM. Further details regarding the voting results for each of the resolutions are contained below.

CHANGES TO THE BOARD OF DIRECTORS

In compliance with paragraph 3.59 of the JSE Limited Listings Requirements, shareholders are advised as follows:

Retirement and appointment of Chairman

Mr Lazarus Zim, Chairman of the board of directors of Northam (“**board**”), retired at the conclusion of the AGM. The board would like to thank Mr Zim for his valuable contribution to the company during his ten year tenure as a director and Chairman of the board.

Northam is pleased to announce that following the retirement of Mr Zim, Mr Brian Mosehla, a non-executive director of the board, has been appointed as Chairman. Mr Mosehla joined Northam in August 2015 and represents Zambezi Platinum (RF) Limited. The board looks forward to Mr Mosehla’s contribution in his new role.

Mr Ralph Havenstein, the Lead Independent Director (“**LID**”) will continue to serve as LID of the company.

Appointment of independent non-executive directors and board committee changes

Mr David Brown, who has been elected as an independent non-executive director of the board at the AGM with effect from the date on which the amendment of the company’s memorandum of incorporation envisaged in special resolution number 1 becomes effective, has been appointed as a member of the audit and risk committee and Chairman of the investment committee. Mr Brown will replace Mr Havenstein as Chairman of the investment committee, and Mr Havenstein will remain as a member of the investment committee.

Dr Yoza Jekwa has been appointed by the board as an independent non-executive director of the board and as a member of the social, ethics and human resources committee with effect from Wednesday, 8 November 2017. Dr Jekwa holds an MBA in Finance and an MBBCCh (Medicinae Baccalaureus, Baccalaureus Chirurgiae). Dr Jekwa has extensive experience in the South African Corporate Banking industry and has held various positions in the medical

field in South Africa and the United Kingdom. The board is pleased to welcome Dr Jekwa and looks forward to her future contribution to the company.

Mr Mosehla will replace Mr Zim as a member of the nomination committee, following Mr Zim's retirement.

Mr John Smithies, an independent non-executive director of the board, has been appointed as a member of the health, safety and environmental committee.

RESULTS OF ANNUAL GENERAL MEETING

The total number of Northam shares eligible to vote at the AGM is 509 781 212.

All resolutions proposed at the AGM, together with the number and percentage of shares voted, the percentage of shares abstained, as well as the percentage of votes carried for and against each resolution, are as follows:

Ordinary resolution number 1 – adoption of audited group annual financial statements of the company for the year ended 30 June 2017

Shares voted	For	Against	Abstained
450 653 510	99.47%	0.53%	0.02%
88.40%			

Ordinary resolution number 2.1 – re-election of Mr R Havenstein as a director

Shares voted	For	Against	Abstained
450 777 895	98.50%	1.50%	0.00%
88.43%			

Ordinary resolution number 2.2 – re-election of Ms TE Kgosi as a director

Shares voted	For	Against	Abstained
450 777 895	97.81%	2.19%	0.00%
88.43%			

Ordinary resolution number 2.3 – re-election of Mr KB Mosehla as a director

Shares voted	For	Against	Abstained
450 777 895	97.61%	2.39%	0.00%
88.43%			

Ordinary resolution number 2.4 – re-election of Mr JG Smithies as a director

Shares voted	For	Against	Abstained
450 777 895	100.00%	0.00%	0.00%
88.43%			

Ordinary resolution number 2.5 – election of Mr DH Brown as a director, conditional on special resolution number 1 being approved and the amendment of the company's memorandum of incorporation envisaged therein becoming effective.

Shares voted	For	Against	Abstained
450 777 895	96.79%	3.21%	0.00%
88.43%			

Ordinary resolution number 3 – re-appointment of Ernst & Young Inc. as the independent external auditor of the company

Shares voted	For	Against	Abstained
444 905 041	83.07%	16.93%	1.15%
87.27%			

Ordinary resolution number 4.1 – re-election of Ms HH Hickey as a member of the audit and risk committee

Shares voted	For	Against	Abstained
436 238 743	99.33%	0.67%	2.85%
85.57%			

Ordinary resolution number 4.2 – re-election of Mr R Havenstein as a member of the audit and risk committee

Shares voted	For	Against	Abstained
450 777 895	88.67%	11.33%	0.00%
88.43%			

Ordinary resolution number 4.3 – re-election of Ms TE Kgosi as a member of the audit and risk committee

Shares voted	For	Against	Abstained
450 777 895	88.68%	11.32%	0.00%
88.43%			

Ordinary resolution number 5.1 – endorsement of the group’s remuneration policy

Shares voted	For	Against	Abstained
450 777 895	84.61%	15.39%	0.00%
88.43%			

Ordinary resolution number 5.2 – endorsement of the group’s remuneration implementation report

Shares voted	For	Against	Abstained
450 777 895	86.78%	13.22%	0.00%
88.43%			

Special resolution number 1 – approval of amendment to the company's memorandum of incorporation to increase the maximum number of directors

Shares voted	For	Against	Abstained
450 777 895	100.00%	0.00%	0.00%
88.43%			

Special resolution number 2 – approval of non-executive directors’ fees for the year ending 30 June 2018

Shares voted	For	Against	Abstained
450 777 895	100.00%	0.00%	0.00%
88.43%			

Special resolution number 3.1 – approval of financial assistance to related and interrelated companies

Shares voted	For	Against	Abstained
450 777 895	100.00%	0.00%	0.00%
88.43%			

Special resolution number 3.2 – approval of financial assistance to executive directors and/or prescribed officers and their related and interrelated persons

Shares voted	For	Against	Abstained
450 777 895	89.68%	10.32%	0.00%
88.43%			

Special resolution number 4 – approval of general authority to repurchase issued shares

Shares voted	For	Against	Abstained
450 777 895	99.70%	0.30%	0.00%
88.43%			

Notes

- Percentages of shares voted are calculated in relation to the total issued share capital of Northam.
- Percentage of shares voted for and against are calculated in relation to the total number of shares voted in respect of each resolution.
- Abstentions are calculated as a percentage in relation to the total issued share capital of Northam.

Johannesburg
7 November 2017

Sponsor and Debt Sponsor
One Capital