

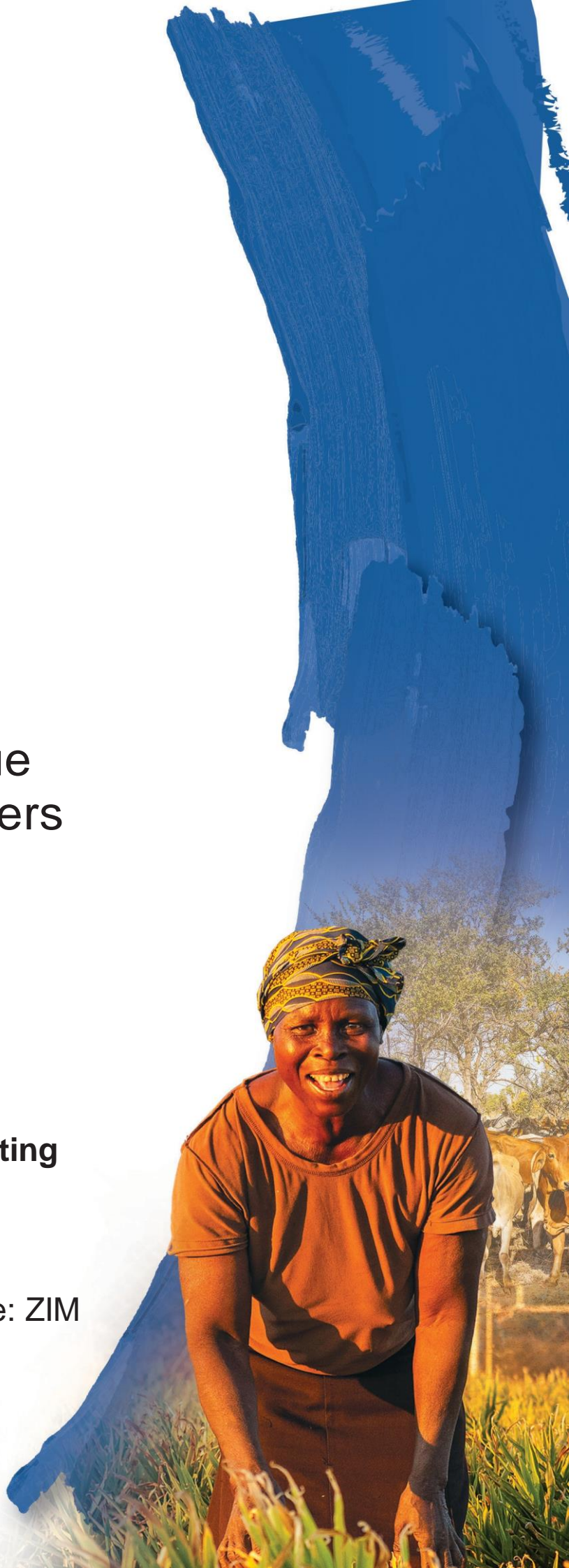


Creating Shared Value For All Our Stakeholders

Notice of Annual General Meeting

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

2023



2023 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 (“notice”) and sample Proxy Form in relation to the 2023 Annual General Meeting of shareholders, to be held physically at the offices of Impala Platinum Holdings Limited, 2 Fricker Road, Illovo, Johannesburg, South Africa, and also virtually at <https://78449.themediaframe.com/links/zimplats231019.html> on Thursday, 19 October 2023 at 11:00am South African time (GMT +2).

A copy of the Company’s 2023 Annual Financial Statements which includes the directors’ report and the report of the independent auditors is on the Company’s website: www.zimplats.com.

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

15 September 2023

Notice of Annual General Meeting

Notice is hereby given that the twenty-third 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 virtually at <https://78449.themediaframe.com/links/zimplats231019.html> on 19 October 2023 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 2023. The annual financial statements are available on the Company’s website, www.zimplats.com.
2. To appoint Deloitte & Touché (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\$28 750 for the year ended 30 June 2023.
4. Election of directors:
 - (a) To re-elect Professor F S Mufamadi as a director.
 - (b) To re-elect Dr D S M Shoko as a director.
 - (c) To re-elect Mr N J Muller as a director.

SPECIAL BUSINESS OF THE ANNUAL GENERAL MEETING

5. To approve by special resolution the amendment of Articles 16.1(b), 17.3(a), 17.3(b) and 17.3(d) of the Articles of Incorporation of the Company, in the manner set out in Explanatory Note to Resolution 5, appearing on pages 5 - 6 below.

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 also virtually via an online platform which allows members to participate electronically in real time. Members are encouraged to attend virtually, and are referred to pages 6 - 7 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 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 11:00am South African Standard Time (GMT +2) on Tuesday 17 October 2023 (“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.

Notice of Annual General Meeting (continued)

5. All holders of ordinary shares in Zimplats 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 in the notes below 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.

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 2023 be received and considered.

Directors' recommendation

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

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

Resolution 2, which is an ordinary resolution, proposes that Deloitte & Touché (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 & Touché (Zimbabwe) have indicated that they are in a position to accept appointment as independent auditors of the Company for the year ending 30 June 2024.

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 2023

Resolution 3, which is an ordinary resolution, proposes that the audit fees of US\$28 750 for the year ended 30 June 2023 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 2023.

Directors' recommendation

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

Notice of Annual General Meeting (continued)

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 of Incorporation of the Company, 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. The board of directors believe that these directors who are retiring, and who are offering themselves for re-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.

(a) Re-election of Professor Sydney Mufamadi as a director of the Company

Professor Fholisani Sydney Mufamadi, MSc, PhD

Appointed to the board on 1 May 2015 and appointed as the chairman of the board with effect from 1 July 2015, Professor 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 at the University of Johannesburg, he serves on the subsidiary board of the ABSA Group in Mozambique, and he is also a non-executive director of Transnet.

(b) Re-election of Dr Dennis Shoko as a director of the Company

Dr Dennis Servious Madega Shoko, BSc General, BSc Special Honours (Geology), BSc, PhD (Geology)

Appointed to the board on 17 October 2016, Dennis is the managing consultant and a director of Tailjet Consultancy Services (Private) Limited. He is a non-executive director of Afrochine Smelting (Private) Limited and Metbank (Private) Limited and has previously held non-executive directorships in companies in the mining sector. He is currently the consulting geologist for Shabani-Mashaba (SMM) Holdings. Dennis is a member of the board's safety, health, environment and community (SHEC) committee.

(c) Re-election of Mr Nicolaas Muller as a director of the Company,

Mr Nicolaas (Nico) Johannes Muller, BSc (Mining Engineering)

Appointed to the board on 1 May 2017, Nico was appointed the chief executive officer and executive director of Impala Platinum Holdings Limited on 3 April 2017. He is a member of various Implats Group companies including Impala Platinum Limited and Impala Canada. Nico has a mining career spanning over a period of 30 years that has exposed him to multiple commodities including platinum.

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 Professor Sydney Mufamadi, Dr Dennis Shoko and Mr Nicolaas Muller, having regard to their respective qualifications to act as directors of your Company.

RESOLUTION 5 – APPROVE BY SPECIAL RESOLUTION THE AMENDMENT OF CLAUSES 16.1(b), 17.3(a), 17.3(b), 17.3(d) 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 16.1(b) be amended by deleting the words "the Managing Director" and inserting "any Managing Director" in their place;
- (b) Article 17.3(a) be amended by deleting the words "The Managing Director" and inserting "Two Managing Directors" in their place;

Notice of Annual General Meeting (continued)

- (c) Article 17.3(b) be deleted, and the following shall be inserted in its place: “The Managing Directors referred to in Article 17.3(a) who shall not be subject to retirement in accordance with Article 16.1 will be those Managing Directors who are appointed as Chief Executive Officer and as Chief Financial Officer of the Company respectively from time to time; and
- (d) Article 17.3(d) be amended by deleting the words “the Managing Director” and inserting “one or more of the Managing Directors” in their place.

Directors’ recommendation

The reason for, and the effect of, the special resolution is to have the retirement provisions apply to the two executive directors of the Company, namely the Chief Executive Officer and the Chief Financial Officer, instead of only referring to the Chief Executive Officer, being the current position. The resolution is aligned to best practice as it relates to the retirement of directors, namely that retirement provisions should not apply to executive directors. 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/zimplats231019.html>, by no later than Tuesday, 17 October 2023. 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 (Company Secretaries), 1st & 2nd Floors, Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey, GY1 1EW. Fax +44 1481 738917, email: info@wearecarey.com; or Custodians – subscribers of Intermediary Online, by no later than Tuesday, **17 October 2023**, 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 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, 17 October 2023.
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, 17 October 2023.
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, 17 October 2023. A form may be obtained from Computershare or online at www.investorcentre.com/au, and select “Printable Forms”.

Notice of Annual General Meeting (continued)

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, 17 October 2023 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/zimplats231019.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 2023, 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.




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, 17 October 2023.**

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:

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: I9999999999

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/zimplats231019.html> on Thursday, 19 October 2023 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 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Appointment of Deloitte & Touche (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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approve the audit fees of US\$28 750 for the year ended 30 June 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Election of Directors:			
4 (a) To re-elect Professor F S Mufamadi as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 (b) To re-elect Dr D S M Shoko as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 (c) To re-elect Mr N Muller as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Business			
5 To approve by special resolution the amendment of Articles 16.1(b), 17.3(a), 17.3(b) and 17.3(d) of the Articles of Incorporation of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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, Integrated Annual Report & Proxy communications and all other communications from the Company electronically

