

Please Respond to:

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5 February 2024

ASX Compliance Pty Ltd
Level 40 Central Park
152-158 St Georges Terrace
Perth WA 6000
Australia

By email: ListingsComplianceSydney@asx.com.au

Dear Sir/Madam,

RE: ZIMPLATS HOLDINGS LIMITED ("ZIM") : APPENDIX 3Z – FINAL DIRECTOR'S INTEREST NOTICE QUERY.

We refer to the letter issued by the ASX dated 29 January 2024 in relation to the announcement pertaining to the resignation of Mrs Mtasa lodged on the ASX on 28 January 2024 (*"the Announcement"*) together with the Final Director's Interest Notice (*"Appendix 3Z"*).

Compliance with the ASX Listing Rules, continuous disclosure and good corporate governance are a priority for Zimplats Holdings Limited (*"ZIM" or "the Company"*). The Company closed for the holiday period on the 15th of December 2023 and re-opened on the 8th of December 2024. Mrs Mtasa's resignation was lodged with the board secretariat on the 8th of January 2024, whereupon the notice was communicated to the board, and Zimplats investor relations office, as part of the of ensuring that all listing and third party disclosure requirements were timeously adhered to. The Company subsequently noted that filings had been done with the Australian Securities and Investment Commission (ASIC) only, and accordingly effected the filing with the ASX on the 28th of January 2024.

What arrangements does ZIM have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?

Listing Rule 3.19B requires ZIM to have in place arrangements as are necessary, to ensure that a director discloses information that will enable the timeous disclosure to the ASX of (i) a Director Initial Interest, (ii) Change of Interest, and (iii) Final Interest. ZIM has in place a Board Charter which requires its directors to discharge their duties in accordance with the ASX Listing Rules. The Audit and Risk Committee operating on delegated authority is further charged with the mandate of ensuring appropriate procedures exist to monitor directors' declarations on the extent of their interests and dealings in Zimplats' shares, and where these exist this is reported to the full board with the relevant recommendations for implementation. To date, there have been no declarations to this effect that have been made, and this has been verified by external audit, and has been continuously disclosed in the ZIM Annual Report. Further, Mrs Mtasa's Appendix 3Z is the same in substance as that filed in 2019 when she was appointed, to that filed in 2024 as at the announcement of her resignation. Mrs Mtasa acquired no interest in ZIM during her tenure.

We confirm that annually directors are obligated to declare their interest in ZIM. Directors are in compliance, and no interest was noted during the declaration process for Mrs Mtasa.

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

Directors: Professor F. S. Mufamadi (Chairman), A. Mhembere* (Chief Executive Officer), P. Zvandasara*,
M. Kerber, T.N. Mgoduso, A. Muchadehama, N.J. Muller, Dr D.S.M. Shoko, Z. B. Swanepoel
* Executive

ZIM notes that prior to Mrs Mtasa's resignation, each director that has resigned and/or that has been appointed, notification to ASX together with the requisite Appendix has been filed, in compliance with Listing Rule 3.19. The facts pertaining to Mrs Mtasa were isolated and were notwithstanding, the unfortunate delay, rectified, as soon as the filing submission timeline oversight was noted. Following this, we assure the ASX that we have taken further action and mandated the board secretariat to issue notices to the directorate of the requirement of immediate notification of any resignation and/or change interests in ZIM to enable prompt notification to the ASX. Further, Australian Counsel, Clayton Utz has been engaged to review existing procedures for ZIM to ensure complete alignment between company procedures and ASX Listing Rule 3.19.

Should you have any further queries do not hesitate to contact the undersigned.

Regards,



Patricia Zvandasara
Chief Financial Officer
Zimplats Holdings Limited



29 January 2024

Reference: ODIN87301

Ms Kathrine Brown
Investor Relations Manager
Zimplats Holdings Limited
Suite 702 275 Alfred Street
NORTH SYDNEY NSW 2060

By email

Dear Ms Brown

Zimplats Holdings Limited ('ZIM'): Appendix 3Z – Final Director's Interest Notice Query

ASX refers to the following:

1. ZIM's Appendix 3Z lodged on the ASX Market Announcements Platform ('MAP') on 26 January 2024 for Ms Chipso Mtasa (the 'Notice').
2. Listing Rule 3.19A which requires an entity to tell ASX the following:
 - 3.19A.1 *'The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.*
 - *On the date that the entity is admitted to the official list.*
 - *On the date that a director is appointed.*

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.
 - 3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*
 - 3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.'*
3. Listing rule 3.19B which states that:

'An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.'

As the Appendix 3Z indicated that the director ceased to be a director on 8 January 2024 it appears the Appendix 3Z should have been lodged with the ASX by 15 January 2024. As it was lodged on 26 January 2024, it appears that ZIM may have breached Listing Rules 3.19A and/or 3.19B.

Request for Information

Under Listing Rule 18.7, we ask that you answer each of the following questions having regard to Listing Rules 3.19A and 3.19B and *Guidance Note 22: Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*.

1. Please explain why the Appendix 3Z was lodged late.
2. What arrangements does ZIM have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does ZIM intend to take to ensure compliance with Listing Rule 3.19B?

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **5:00 PM AEDT on Monday, 5 February 2024**. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, ZIM's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out in the previous paragraph and may require ZIM to request a trading halt immediately.

Your response should be sent to me by e-mail at **ListingsComplianceSydney@asx.com.au**. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Trading halt

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in ZIM's securities under Listing Rule 17.1. If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted. You can find further information about trading halts in *Guidance Note 16 Trading Halts & Voluntary Suspensions*.

Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in ZIM's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to ZIM's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. It should be noted that ZIM's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Release of correspondence between ASX and entity

ASX reserves the right to release all or any part of this letter, your reply and any other related correspondence between us to the market under Listing Rule 18.7A.

Regards

ASX Compliance