



IMPALA PLATINUM HOLDINGS LIMITED  
(Incorporated in the Republic of South Africa)  
(Registration number 1957/001979/06)  
JSE share code: IMP  
ISIN: ZAE000083648  
ADR code: IMPUY  
JSE Convertible Bond Stock Code: IMCB22  
JSE Convertible Bond ISIN: ZAE000247458  
("IMPL CB22")  
("Implats" or "the Group")

## **PROPOSED REPURCHASE OF IMPLATS TREASURY SHARES FROM A SUBSIDIARY**

### **1. Introduction**

Developing an optimal capital structure remains a key strategic imperative for Implats. The Group seeks to create value by sustaining and leveraging a strong and flexible balance sheet within a prudent capital allocation framework.

During FY2020, substantial progress was made in this regard through the induced conversion of the US\$250 million bond, the funding of the acquisition of Impala Canada through a combination of cash and debt, and the implementation of a revised dividend policy based on a declaration of at least 30% of free cash flow, pre-growth capital, for any given period, subject to the discretion of the board of directors of Implats ("Board").

In addition, the Board has approved the cancellation of treasury shares, which are currently held by a subsidiary of the Group. While this is a non-cash transaction for Implats, in order to effect this, the Company, Impala Platinum Limited ("Impala") and Gazelle Platinum Limited ("Gazelle") (both Impala and Gazelle being subsidiaries of Implats) have entered into a repurchase agreement dated 26 August 2020 in terms of which Implats will repurchase 16 233 994 ordinary shares currently held by Gazelle in the issued share capital of Implats (the "Specific Repurchase").

As certain shareholder approvals are required to effect the Specific Repurchase, full details of the Specific Repurchase will be incorporated in the notice of annual general meeting which is expected to be distributed to shareholders on or about Monday, 14 September 2020 and will include a special resolution relating to the Specific Repurchase. The annual general meeting is scheduled to be held on Wednesday, 14 October 2020.

### **2. Terms of the Specific Repurchase**

- 2.1. The price at which the 16 233 994 ordinary shares are to be repurchased will be equal to the closing market price as quoted on the JSE Limited of an Implats ordinary share on the day immediately preceding the date of the Specific Repurchase, being Friday, 16 October 2020.
- 2.2. The effective date of the Specific Repurchase will be Monday, 19 October 2020.
- 2.3. The Specific Repurchase represents 2.03% of the current ordinary shares in issue.

- 2.4. The ordinary shares to be repurchased in terms of the Specific Repurchase are reflected as treasury shares in the consolidated annual financial statements of Implats. Subsequent to the Specific Repurchase, application will be made to the JSE for the cancellation and delisting of the 16 233 994 Implats ordinary shares, which delisting and cancellation will take place on or about Thursday, 22 October 2020.
- 2.5. After the Specific Repurchase, there will be 4 613 469 treasury shares in issue which are held in terms of the Implats LTIP 2018 Share Plan.

### **3. Suspensive conditions**

The Specific Repurchase is subject to the following suspensive conditions:

- 3.1. shareholders of Implats passing the requisite special resolution required to approve the Specific Repurchase at the annual general meeting of Implats to be held on Wednesday, 14 October 2020; and
- 3.2. JSE approval of the Specific Repurchase.

### **4. Impact of the Specific Repurchase on financial information**

As the Specific Repurchase involves the repurchase by Implats of treasury shares, the Board confirms that the implementation of the Specific Repurchase will have no impact on the financial information of Implats, other than reducing the number of ordinary shares in issue, increasing the inter-company loan accounts and the payment of Securities Transfer Tax on the cancellation of the 16 233 994 Implats ordinary shares.

#### **Queries:**

Johan Theron

E-mail: [johan.theron@implats.co.za](mailto:johan.theron@implats.co.za)

T: +27 (0) 11 731 9013/43

M: +27 (0) 82 809 0166

Emma Townshend

E-mail : [emma.townshend@implats.co.za](mailto:emma.townshend@implats.co.za)

T : +27 (0) 21 794 8345

M : +27 (0) 82 415 3770

Alice Lourens

E-mail: [alice.lourens@implats.co.za](mailto:alice.lourens@implats.co.za)

T: +27 (0) 11 731 9033/43

M: +27 (0) 82 498 3608

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Johannesburg

Investment bank, corporate advisor and sponsor to Implats

Nedbank Corporate and Investment Banking

Legal and tax advisors

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