

**EXXARO RESOURCES LIMITED**

Incorporated in the Republic of South Africa

(Registration Number: 2000/011076/06)

JSE share code: EXX

ISIN code: ZAE000084992

ADR code: EXXAY

Bond Code: EXX04

ISIN No: ZAG000160326

Bond Code: EXX05

ISIN No: ZAG000160334

**(Exxaro or the Company)****RESULTS OF THE 20TH ANNUAL GENERAL MEETING OF SHAREHOLDERS OF EXXARO**

Exxaro shareholders are advised that, at the annual general meeting (“Annual General Meeting” or “the meeting”) of the shareholders of Exxaro Resources Limited Limited held Thursday, 27 May 2021, the ordinary and special resolutions proposed at the meeting, subject to ordinary resolution 2.1 that was retracted in its entirety, remained unaltered from that reflected in the Notice of Annual General Meeting and were approved by the requisite majority of votes.

Total number of shares in issue	358,706,754
Treasury shares (excluded from voting)	1,958,485
Total number of shares (“voteable shares”)	356,748,269
Total number of shares represented (including proxies) at the Annual General Meeting	310,159,177
Proportion of total voteable shares represented at the Annual General Meeting	86.94%

Resolution	Votes cast disclosed as a percentage of the total number of shares voted at the meeting		Number of Shares Voted	Shares voted disclosed as a percentage of the total issued shares	Shares abstained disclosed as a percentage of the total issued shares
	For	Against			
1 <b>Ordinary resolution 1.1:</b> Election of Ms L Mbatha as a non-executive director	95.69%	4.31%	309,673,956	86.33%	0.14%
2 <b>Ordinary resolution 1.2:</b> Election of Mr LI Mophatlane as an independent non-executive director	96.78%	3.22%	309,673,956	86.33%	0.14%
3 <b>Ordinary resolution 1.3:</b> Election of Ms CJ Nxumalo as an independent non-executive director	100.00%	0.00%	309,673,956	86.33%	0.14%
4 <b>Ordinary resolution 1.4:</b> Election of Ms MLB Msimang as a non-executive director	100.00%	0.00%	306,803,834	85.53%	0.94%
5 <b>Ordinary resolution 1.5:</b> Election of Dr N Tsengwa as an executive director and approval of her designation	99.96%	0.04%	309,673,956	86.33%	0.14%
6 <b>Ordinary resolution 1.6:</b> Election of Mr MG Qhena as an independent non-executive director	99.43%	0.57%	309,673,956	86.33%	0.14%
7 <b>Ordinary resolution 2.1:</b> Election of Mr MJ Moffett as a member of the group Audit committee (Resolution 2.1 withdrawn in Stock Exchange news service announcement to shareholders on 12 May 2021)					
8 <b>Ordinary resolution 2.2:</b> Election of Mr LI Mophatlane as a member of the group Audit committee	96.86%	3.14%	309,673,956	86.33%	0.14%
9 <b>Ordinary resolution 2.3:</b> Election of Mr EJ Myburgh as a member of the group Audit committee	97.50%	2.50%	309,673,956	86.33%	0.14%
10 <b>Ordinary resolution 2.4:</b> Election of Mr V Nkonyeni as a member of the group Audit committee	98.01%	1.99%	309,673,956	86.33%	0.14%
11 <b>Ordinary resolution 2.5:</b> Election of Ms CJ Nxumalo as a member of the group Audit committee	98.14%	1.86%	309,674,093	86.33%	0.14%
12 <b>Ordinary resolution 3.1:</b> Election of Dr GJ Fraser-Moleketi as a member of the group Social, ethics and responsibility committee	99.18%	0.82%	309,673,956	86.33%	0.14%
13 <b>Ordinary resolution 3.2:</b> Election of Ms L Mbatha as a member of the group Social, ethics and responsibility committee	98.95%	1.05%	309,673,956	86.33%	0.14%

14	<b>Ordinary resolution 3.3:</b> Election of Mr LI Mophatlane as a member of the group Social, ethics and responsibility committee	99.93%	0.07%	309,673,956	86.33%	0.14%
15	<b>Ordinary resolution 3.4:</b> Election of Mr PCCH Snyders as a member of the group Social, ethics and responsibility committee	99.93%	0.07%	309,673,958	86.33%	0.14%
16	<b>Ordinary resolution 4:</b> Resolution to re-appoint PricewaterhouseCoopers Incorporated as independent external auditor until conclusion of their external audit responsibilities for the financial year ending 31 December 2021	99.83%	0.17%	309,662,627	86.33%	0.14%
17	<b>Ordinary resolution 5:</b> Resolution to appoint KPMG Consortium as independent external auditor for the financial year starting on 1 January 2022 until the next annual general meeting	99.64%	0.36%	309,674,156	86.33%	0.14%
18	<b>Ordinary resolution 6:</b> Resolution to authorise directors and/or group company secretary to implement the resolutions set out in the notice convening the annual general meeting	100.00%	0.00%	309,674,293	86.33%	0.14%
19	<b>Ordinary resolution 7:</b> Resolution to approve the amendment of the Deferred Bonus Plan Rules to include Malus provisions	99.06%	0.94%	309,674,241	86.33%	0.14%
20	<b>Ordinary resolution 8:</b> Resolution to approve the amendment of the Long Term Incentive Plan Rules to include Malus provisions	98.99%	1.01%	309,672,972	86.33%	0.14%
21	<b>Special resolution 1:</b> Special resolution to approve non-executive directors' fees for the period 1 June 2021 to the next annual general meeting	95.33%	4.67%	309,674,070	86.33%	0.14%
22	<b>Special resolution 2:</b> Special resolution to authorise financial assistance for the subscription of securities	97.89%	2.11%	309,671,010	86.33%	0.14%
23	<b>Special resolution 3:</b> Special resolution for a general authority to repurchase shares	84.25%	15.75%	309,658,868	86.33%	0.14%
24	<b>Special resolution 4:</b> Special resolution to authorise financial assistance to related and inter-related companies	96.48%	3.52%	309,674,158	86.33%	0.14%
25	<b>Non-binding advisory vote 1:</b> Resolution through non-binding advisory note to approve the remuneration policy	94.66%	5.34%	309,673,072	86.33%	0.14%
26	<b>Non-binding advisory vote 2:</b> Resolution through non-binding advisory note to endorse the implementation of the remuneration policy	93.15%	6.85%	309,673,072	86.33%	0.14%

AK MARE, on behalf of Inlexso (Pty) Ltd  
**Exxaro Resources Ltd, Group Company Secretary (Acting)**  
28-May-21

**Lead Equity and Debt Sponsor**  
Absa Corporate and Investment Bank, a division of Absa Bank Limited



**Joint Equity Sponsor**  
Tamela Holdings Proprietary Limited

