

EXXARO RESOURCES LIMITED
 Incorporated in the Republic of South Africa
 (Registration Number: 2000/011076/06)
 JSE share code: EXX
 ISIN: ZAE000084992
 ADR code: EXXAY
 Bond Code: EXX04
 ISIN No: ZAG000160326
 Bond Code: EXX05
 ISIN No: ZAG000160334
 (“Exxaro” or the “Company”)

RESULTS OF THE 21st ANNUAL GENERAL MEETING OF SHAREHOLDERS OF EXXARO

Exxaro shareholders are advised that at the annual general meeting of shareholders of the Company held on Wednesday, 25 May 2022 (“Annual General Meeting”), the ordinary and special resolutions proposed at the meeting were unaltered from that reflected in the Notice of Annual General Meeting and were approved by the requisite majority of votes.

In this regard, Exxaro confirms the voting statistics from the Annual General Meeting as follows:

Total number of shares in issue	349 305 092
Treasury shares (excluded from voting)	158 218
Total number of shares (“voteable shares”)	349 146 874
Total number of shares represented (including proxies) at the Annual General Meeting	298 600 291
Proportion of total voteable shares represented at the Annual General Meeting	85,52%

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			
Ordinary Resolution Number 1.1: Re-election of Dr GJ Fraser-Moleketi as an independent non-executive director	98,95%	1,05%	297 878 672	85,28%	0,21%
Ordinary Resolution Number 1.2: Re-election of Mr PCCH Snyders as an independent non-executive director	97,20%	2,80%	297 877 972	85,28%	0,21%
Ordinary Resolution Number 1.3: Election of Mr IN Malevu as a non-executive director	97,72%	2,28%	297 876 469	85,28%	0,21%
Ordinary Resolution Number 1.4: Election of Ms KM Ireton as an independent non-executive director	99,77%	0,23%	297 877 972	85,28%	0,21%
Ordinary Resolution Number 1.5: Election of Mr B Magara as an independent non-executive director	99,15%	0,85%	297 860 968	85,27%	0,21%
Ordinary Resolution Number 1.6: Election of Mr B Mawasha as an independent non-executive director	99,77%	0,23%	297 879 222	85,28%	0,21%
Ordinary Resolution Number 1.7: Election of Dr P Mnganga as an independent non-executive director	90,68%	9,32%	297 841 006	85,27%	0,22%
Ordinary Resolution Number 2.1: Election of Mr B Mawasha as a member of the group Audit committee	97,36%	2,64%	297 851 295	85,27%	0,21%
Ordinary Resolution Number 2.2: Election of Mr LI Mophatlane as a member of the group Audit committee	97,23%	2,77%	297 879 222	85,28%	0,21%
Ordinary Resolution Number 2.3: Election of Mr V Nkonyeni as a member of the group Audit committee	99,49%	0,51%	297 876 469	85,28%	0,21%



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Ordinary Resolution Number 2.4: Election of Ms CJ Nxumalo as a member of the group Audit committee	97,30%	2,70%	297 876 469	85,28%	0,21%
Ordinary Resolution Number 3.1: Election of Dr GJ Fraser-Moleketi as a member of the group Social, ethics and responsibility committee	99,41%	0,59%	297 878 672	85,28%	0,21%
Ordinary Resolution Number 3.2: Election of Ms KM Ireton as a member of the group Social, ethics and responsibility committee	99,77%	0,23%	297 878 522	85,28%	0,21%
Ordinary Resolution Number 3.3: Election of Ms L Mbatha as a member of the group Social, ethics and responsibility committee	99,49%	0,51%	297 876 469	85,28%	0,21%
Ordinary Resolution Number 3.4: Election of Mr LI Mophatlane as a member of the group Social, ethics and responsibility committee	99,54%	0,46%	297 876 469	85,28%	0,21%
Ordinary Resolution Number 3.5: Election of Mr PCCH Snyders as a member of the group Social, ethics and responsibility committee	99,49%	0,51%	297 877 972	85,28%	0,21%
Ordinary Resolution Number 4: Resolution to appoint KPMG Consortium as independent external auditor for the financial year ending 31 December 2022, until the conclusion of the next AGM	98,96%	1,04%	297 878 872	85,28%	0,21%
Ordinary Resolution Number 5: Resolution for a general authority to place authorised but unissued shares under the control of directors	78,65%	21,35%	297 876 121	85,28%	0,21%
Ordinary Resolution Number 6: Resolution for a general authority to issue shares for cash	78,58%	21,42%	297 876 121	85,28%	0,21%
Ordinary Resolution Number 7: 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%	297 878 872	85,28%	0,21%
Special Resolution Number 1: Special resolution to approve non-executive directors' fees for the period 1 June 2022 to the next AGM	95,10%	4,90%	297 875 838	85,28%	0,21%
Special Resolution Number 2: Special resolution to authorise financial assistance for the subscription of securities	96,52%	3,48%	297 872 379	85,28%	0,21%
Special Resolution Number 3: Special resolution to authorise financial assistance to related or inter-related companies	94,94%	5,06%	297 878 160	85,28%	0,21%
Special Resolution Number 4: General authority to repurchase shares	81,95%	18,05%	297 834 538	85,26%	0,22%
Non-binding advisory vote number 1: Approval of the Exxaro remuneration policy	94,03%	5,97%	297 873 090	85,28%	0,21%
Non-binding advisory vote number 2: Endorse the implementation of the Exxaro remuneration policy	94,04%	5,96%	297 873 090	85,28%	0,21%

**AT NDONI
GROUP COMPANY SECRETARY**

26 May 2022

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



**Joint Equity Sponsor to Exxaro Resources Limited
Tamela Holdings Proprietary Limited**



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