

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: EXX05
 ISIN No: ZAG000160334
 (“Exxaro” or the “Company”)

RESULTS OF THE 22nd ANNUAL GENERAL MEETING OF SHAREHOLDERS OF EXXARO

Exxaro shareholders are advised that at the annual general meeting (AGM) of shareholders of the Company held on Thursday, 18 May 2023, 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 AGM 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 AGM	297 131 018
Proportion of total voteable shares represented at the AGM	85,10%

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 percentage of the total issued shares	Shares abstained disclosed as a percentage of the total issued shares
	For	Against			
Ordinary resolution 1.1: Re-election of Mr Zwelibanzi Mntambo as a non-executive director	94,32%	5,68%	296 483 908	84,88%	0,19%
Ordinary resolution 1.2: Re-election of Ms Chanda Nxumalo as an independent non-executive director	99,90%	0,10%	296 474 222	84,88%	0,19%
Ordinary resolution 1.3: Election of Ms Nondumiso Medupe as an independent non-executive director	99,99%	0,01%	296 474 223	84,88%	0,19%
Ordinary resolution 2.1: Election of Mr Billy Mawasha as a member of the group Audit committee	98,18%	1,82%	293 063 618	83,90%	1,16%
Ordinary resolution 2.2: Election of Ms Nondumiso Medupe as a member of the group Audit Committee	99,99%	0,01%	296 474 023	84,88%	0,19%



POWERING POSSIBILITY

Ordinary resolution 2.3: Re-election of Ms Chanda Nxumalo as a member of the group Audit committee	98,14%	1,86%	293 063 817	83,90%	1,16%
Ordinary resolution 3.1: Election of Dr Geraldine Fraser-Moleketi as a member of the group Social, ethics and responsibility committee	99,60%	0,40%	296 483 359	84,88%	0,19%
Ordinary resolution 3.2: Election of Ms Karin Ireton as a member of the group Social, ethics and responsibility committee	99,91%	0,09%	296 474 023	84,88%	0,19%
Ordinary resolution 3.3: Election of Ms Likhapha Mbatha as a member of the group Social, ethics and responsibility committee	98,21%	1,79%	296 474 223	84,88%	0,19%
Ordinary resolution 3.4: Election of Mr Peet Snyders as a member of the group Social, ethics and responsibility committee	99,91%	0,09%	296 483 708	84,88%	0,19%
Ordinary resolution 3.5: Election of Dr Nombasa Tsengwa as a member of the group Social, ethics and responsibility committee	99,24%	0,76%	296 478 019	84,88%	0,19%
Ordinary resolution 3.6: Election of Mr Riaan Koppeschaar as a member of the group Social, ethics and responsibility committee	99,76%	0,24%	296 487 503	84,88%	0,18%
Ordinary resolution 4: Resolution to appoint KPMG Inc. as independent external auditor for the financial year ending 31 December 2023, until the conclusion of the next AGM	99,94%	0,06%	296 487 153	84,88%	0,18%
Ordinary resolution 5: Resolution for a general authority to place authorised but unissued ordinary shares under the control of the directors	79,14%	20,86%	296 491 683	84,88%	0,18%
Ordinary resolution 6: Resolution for a general authority to issue shares for cash	78,48%	21,52%	296 491 783	84,88%	0,18%
Ordinary resolution 7: Resolution to authorise director and/or group company secretary to implement the	99,99%	0,01%	296 487 153	84,88%	0,18%



resolutions set out in the notice convening the AGM					
Special resolution 1: Special resolution to approve non-executive directors' fees for the period 1 June 2023 to the end of the month in which the next AGM is held	96,34%	3,66%	296 484 211	84,88%	0,19%
Special resolution 2: Special resolution to authorise financial assistance for the subscription of securities	94,86%	5,14%	296 273 188	84,82%	0,25%
Special resolution 3: Special resolution to authorise financial assistance to related or inter-related companies	96,78%	3,22%	296 271 963	84,82%	0,25%
Special resolution 4: Special resolution for a general authority to repurchase shares	78,97%	21,03%	296 326 151	84,83%	0,23%
Non-binding resolution 1: Resolution through non-binding advisory note to approve the Exxaro remuneration policy	93,55%	6,45%	293 070 998	83,90%	1,16%
Non-binding resolution 2: Resolution through non-binding advisory note to endorse the implementation of the Exxaro remuneration policy	82,51%	17,49%	293 070 997	83,90%	1,16%

**AT NDONI
GROUP COMPANY SECRETARY**

19 May 2023

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

