

**Sibanye Gold Limited**  
**Trading as Sibanye-Stillwater**  
Reg. 2002/031431/06  
Incorporated in the Republic of South Africa  
Share code: SGL  
ISIN – ZAE000173951  
Issuer code: SGL  
("Sibanye-Stillwater", "the Company" and/or "the Group")



**Business Address:**  
Libanon Business Park  
1 Hospital Street  
(Off Cedar Ave)  
Libanon, Westonaria, 1780

**Postal Address:**  
Private Bag X5  
Westonaria, 1780

Tel +27 11 278 9600

## MARKET RELEASE

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### **Sibanye-Stillwater prices US\$450 million senior unsecured guaranteed convertible bonds**

**Westonaria, 19 September 2017:** Sibanye Gold Limited ("Sibanye-Stillwater" and/or the "Group") is pleased to announce that it has priced its offering of US\$450 million senior unsecured guaranteed convertible bonds due 2023 (the "Convertible Bonds") (the "Offering").

The Convertible Bonds will pay a coupon of 1.875% per annum, payable semi-annually in arrear in equal instalments on 26 March and 26 September of each year. The initial conversion price is US\$1.6580, representing a 35% premium to the volume weighted average price of Sibanye-Stillwater's shares on the Johannesburg Stock Exchange ("JSE") between opening of trading and pricing today, 19 September 2017.

The Convertible Bonds will be issued on 26 September 2017 (the "Issue Date") and payments in respect of the Convertible Bonds will be guaranteed by Stillwater Mining Company ("Stillwater") and Kroondal Operations Proprietary Limited (together, the "Guarantors").

The conversion price will be subject to customary adjustments pursuant to the terms and conditions of the Convertible Bonds. The conversion price will be adjusted for any dividends paid.

"We are delighted that investors have supported Sibanye-Stillwater in establishing a long-term capital structure for the combined Group. This issuance marks a significant milestone for Sibanye-Stillwater and we're very pleased that it was multiple times oversubscribed", Sibanye-Stillwater CEO, Neal Froneman commented.

The proceeds will be used to refinance the bridge loan raised for the acquisition of Stillwater.

The Convertible Bonds, subject to the receipt of the requisite approval by a general meeting of the shareholders of Sibanye-Stillwater (the "Shareholder Resolutions") on or before 31 May 2018 (the "Long Stop Date"), will be convertible into new and/or existing shares ("Ordinary Shares") of

Sibanye-Stillwater, cash or a combination thereof pursuant to the terms and conditions of the Convertible Bonds. Absent such approval, holders of the Convertible Bonds will on conversion receive a cash amount equal to the value of the underlying Ordinary Shares.

For so long as the Shareholder Resolutions have not been approved, Sibanye-Stillwater reserves the right to redeem all but not some of the Convertible Bonds at the greater of: i) 102% of their principal value, or ii) 102% of their fair market value, in each case plus accrued interest.

The Convertible Bonds will be issued at 100% of their principal amount (i.e. US\$200,000 per Convertible Bond). Unless previously redeemed, converted or purchased and cancelled, the Convertible Bonds will be redeemed at their principal amount on or around 26 September 2023. Sibanye-Stillwater will have the option to redeem all but not some of the Convertible Bonds at their principal amount (plus accrued but unpaid interest) in accordance with the terms and conditions of the Convertible Bonds at any time (i) on or after 17 October 2020, if the value of the Ordinary Shares underlying a Convertible Bond is equal to or exceeds US\$260,000 for a specified period of time, or (ii) if 15% or less of the aggregate principal amount of the Convertible Bonds remains outstanding (all as more fully described in the terms and conditions of the Convertible Bonds).

Application is expected to be made for the Convertible Bonds to be admitted to trading on the Open market (Freiverkehr) segment of the Frankfurt Stock Exchange as soon as reasonably practicable but no later than 90 days after the Issue Date.

Citigroup Global Markets Limited, HSBC, BMO Capital Markets and RBC Capital Markets acted as Joint Global Coordinators (the "Joint Global Coordinators") for the Offering. Barclays Bank PLC acted as Joint Bookrunner and Mizuho International plc acted as Co-Bookrunner for the Offering (together with the Joint Global Coordinators, the "Bookrunners") and Banca IMI, S.p.A., MUFG Securities EMEA plc, Nedbank Limited (acting through its Nedbank Corporate and Investment Banking Division), Rand Merchant Bank, a division of FirstRand Bank Limited acted as Co-Managers for the Offering (together with the Bookrunners, the "Managers").

Investor relations contact:

James Wellsted  
Head of Investor Relations  
+27 (0) 83 453 4014  
Email: [ir@sibanyestillwater.com](mailto:ir@sibanyestillwater.com)

Sponsor: J.P. Morgan Equities South Africa Proprietary Limited

Joint Global Coordinators and Joint Bookrunners:

Citigroup Global Markets Limited  
HSBC Bank plc ("HSBC")  
BMO Capital Markets Limited ("BMO Capital Markets")  
RBC Europe Limited ("RBC Capital Markets")

Joint Bookrunner:

Barclays Bank PLC

Co-Bookrunner:  
Mizuho International plc

Co-Managers:  
Banca IMI, S.p.A.  
MUFG Securities EMEA plc  
Nedbank Limited (acting through its Nedbank Corporate and Investment Banking Division)  
("Nedbank CIB")  
Rand Merchant Bank, a division of FirstRand Bank Limited  
Société Générale Corporate & Investment Banking

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The offering of the Convertible Bonds is addressed to, and directed in member states of the European Economic Area (the "EEA") which have implemented the Prospectus Directive (the "Prospectus Directive") at, persons who are "qualified investors" within the meaning of Article 2(1)(e) of the Prospectus Directive (directive 2003/71/EC, as amended) ("qualified investors"). In addition, in the United Kingdom, the offering of the Convertible Bonds is directed only at qualified investors (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order") or (ii) qualified investors falling within Article 49(2)(a) to (d) of the Order, or (iii) to whom it may otherwise lawfully be communicated under the Order (all such persons together being referred to as "relevant persons"). This announcement must not be acted on or relied on by persons who are not relevant persons in the United Kingdom or qualified investors elsewhere in the EEA as the case may be. Any investment or investment activity to which this

announcement relates is available only to relevant persons and will be engaged in only with relevant persons or qualified investors as the case may be.

This announcement does not, nor is it intended to, constitute an "offer to the public" (as that term is defined in the South African Companies Act) and does not, nor is it intended to, constitute a prospectus prepared and registered under the South African Companies Act. Convertible Bonds will not be offered for subscription or sale in South Africa.

The Ordinary Shares to be issued or transferred and delivered upon conversion of the Convertible Bonds are intended to be listed on the JSE Limited (the "JSE"). At the time of delivery and listing of those shares, Sibanye-Stillwater will be subject to on-going continuing obligations in accordance with the JSE listings requirements. No assurance can be given that Sibanye-Stillwater will be in compliance with the JSE listings requirements at the time of issue or, transfer and delivery of the relevant Ordinary Shares upon conversion of the Convertible Bonds and, accordingly, that the JSE will or will continue to grant approval for the listing of such Ordinary Shares.

Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested. Persons considering making such investments should consult an authorised person specialising in advising on such investments. This announcement does not constitute a recommendation concerning the Convertible Bonds. The value of the Convertible Bonds can decrease as well as increase. Potential investors should consult a professional adviser as to the suitability of the Convertible Bonds for the person concerned.

Each of the Managers is authorised and supervised by the Prudential Regulation Authority and is subject to regulation by the Financial Conduct Authority. Each of the Managers is acting exclusively for Sibanye-Stillwater and no one else in connection with the offering of the Convertible Bonds and will not be responsible to any other person for providing the protections afforded to clients of such Managers, respectively, or for providing advice in relation to the offering of the Convertible Bonds or any other transaction, matter or arrangement referred to in this announcement.

Each of Sibanye-Stillwater, the Guarantors and the Managers and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any statement contained in this announcement whether as a result of new information, future developments or otherwise.

In connection with the offering of the Convertible Bonds, the Managers and any of their respective affiliates, acting as investors for their own accounts, may subscribe for or purchase securities and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such securities and any other securities of Sibanye-Stillwater or any Guarantor or related investments in connection with the Convertible Bonds, Sibanye-Stillwater, the Guarantors or otherwise. Accordingly, references to the securities being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, the Managers and any of their respective affiliates acting as investors for their own accounts. None of the Managers intends to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

None of the Managers or any of their respective directors, officers, employees, affiliates, advisers or agents accepts any responsibility, duty or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to Sibanye-Stillwater, the Guarantors, their respective subsidiaries or associated companies or any securities referred to herein, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith.

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