

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**NOTHING IN THIS CIRCULAR CONSTITUTES OR FORMS PART OF ANY OFFER FOR SALE OR SOLICITATION OF ANY OFFER TO BUY OR SUBSCRIBE FOR ANY SECURITIES OF SIBANYE GOLD LIMITED, NOR SHALL IT OR ANY PART OF IT FORM THE BASIS OF OR BE RELIED ON IN CONNECTION WITH ANY CONTRACT OR COMMITMENT WHATSOEVER.**

- The definitions and interpretations set out on pages 7 to 12 of this Circular apply, *mutatis mutandis*, to this whole Circular (unless specifically defined where used or the context indicates a contrary intention).
- If you are in any doubt as to what action you should take in relation to this Circular, please consult your CSDP, broker, banker, accountant, attorney or other professional adviser immediately.
- If you have disposed of all your Shares, this Circular, with the proxy form, should be handed to the purchaser of such Shares or to the CSDP, broker or other agent through whom such disposal was effected.
- Sibanye-Stillwater Shareholders are referred to pages 3 and 4 of this Circular, which set forth the detailed action required of them in respect of the matters dealt with in this Circular.



**Sibanye Gold Limited**

(Incorporated in the Republic of South Africa)

Trading as Sibanye-Stillwater

(Registration number 2002/031431/06)

Share code: SGL ISIN ZAE000173951

("Sibanye-Stillwater", or "the Company", or "the Group")

**CIRCULAR TO SIBANYE-STILLWATER SHAREHOLDERS**

regarding:

- **the authorisation to the Board for a specific allotment and issue of up to a maximum of 385,000,000 Shares for purposes of the equity settlement of the Convertible Bonds;**

and incorporating:

- **a notice convening a General Meeting of Sibanye-Stillwater Shareholders; and**
- **a form of proxy (to be completed by Certificated Sibanye-Stillwater Shareholders and Dematerialised Sibanye-Stillwater Shareholders with "own-name" registration only).**

**Corporate Advisor to  
Sibanye-Stillwater**



**Independent Reporting  
Accountants for  
Sibanye-Stillwater**



**Legal Advisors to Sibanye-Stillwater**

**South Africa**



**United States and English**

**Linklaters**

**Sponsor to Sibanye-Stillwater**

**J.P.Morgan**

Date of issue: 2 November 2017

*This Circular is available in English only and copies thereof may be obtained during normal business hours from the registered offices of Sibanye-Stillwater and the Sponsor at the addresses set out in the "Corporate Information and Advisors" section of this Circular. This Circular will also be available on the Sibanye-Stillwater website ([www.sibanyestillwater.com](http://www.sibanyestillwater.com)) as from the date of posting hereof until the date of the General Meeting.*

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## DISCLAIMERS AND FORWARD-LOOKING STATEMENTS

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### GENERAL

This Circular is for informational purposes only and does not constitute an offer to sell, or a solicitation of offers to purchase or subscribe for, securities in the United States or any other jurisdiction. Any securities referred to herein have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered, exercised or sold in the United States absent registration or an applicable exemption from registration requirements. There will be no public offering in the United States.

### CERTAIN FORWARD-LOOKING STATEMENTS

Certain statements included in this Circular (including the expected cash flow, production and cash cost information), as well as oral statements that may be made by Sibanye-Stillwater, or by officers, Directors or employees acting on its behalf related to the subject matter hereof, constitute or are based on forward-looking statements. Forward-looking statements are not based on historical facts, and are generally preceded by, followed by or include the words "may", "will", "should", "expect", "envisage", "intend", "plan", "project", "estimate", "anticipate", "believe", "hope", "can", "is designed to" or similar phrases. These forward-looking statements, including, among others, those relating to our future business prospects, revenues and income, statements which relate to expected timings of the Transaction (including completion), potential Transaction benefits (including statements regarding growth, cost savings, benefits from and access to international financing and financial re-ratings), PGM pricing expectations, levels of output, supply and demand and/or information relating to the Blitz Project, and estimations or expectations of enterprise value, EBITDA and net asset values wherever they may occur in this Circular, are necessarily estimates reflecting the best judgement of our senior management and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements.

These forward-looking statements involve a number of known and unknown risks, uncertainties and other factors, many of which are difficult to predict and are generally beyond the control of Sibanye-Stillwater, that could cause Sibanye-Stillwater's actual results and outcomes to be materially different from historical results or from any future results expressed or implied by such forward-looking statements. Such risks, uncertainties and other factors include, among others:

- Sibanye-Stillwater's ability to successfully integrate acquired assets with its existing operations;
- Sibanye-Stillwater's ability to achieve anticipated efficiencies and other cost saving in connection with the Transaction;
- Sibanye-Stillwater's ability to implement its strategy and any changes thereto;
- Sibanye-Stillwater's future financial position, plans, strategies, objectives, capital expenditures, projected costs and anticipated cost savings and financing plans;
- changes in the market price of the minerals that it mines and sells;
- fluctuations in exchange rates, currency devaluations, inflation and other macro-economic monetary policies;
- the occurrence of labour disruptions and industrial actions;
- changes in relevant government regulations, particularly environmental, tax, health and safety regulations and new legislation affecting water, mining, mineral rights and business ownership, including any interpretation thereof which may be subject to dispute;
- power disruption, constraints and cost increases;
- the outcome and consequence of any potential or pending litigation or regulatory proceedings or environmental, health or safety issues;
- the occurrence of temporary stoppages of mines for safety incidents and unplanned maintenance;
- the occurrence of hazards associated with underground and surface mining;
- operating in new geographies and regulatory environments where Sibanye-Stillwater had no previous experience;
- changes in assumptions underlying Sibanye-Stillwater's estimation of its current mineral reserves;
- supply chain shortages and increases in the price of production inputs;
- economic, business, political and social conditions in South Africa, Zimbabwe, the United States and elsewhere;
- the ability of Sibanye-Stillwater to comply with requirements that it operates in a sustainable manner;
- failure of Sibanye-Stillwater's information technology and communications systems;
- the success of Sibanye-Stillwater's business strategy, exploration and development activities;
- the availability, terms and deployment of capital or credit;
- Sibanye-Stillwater's ability to hire and retain senior management or sufficient technically skilled employees, as well as its ability to achieve sufficient representation of historically disadvantaged South Africans in its management positions;
- the adequacy of Sibanye-Stillwater's insurance coverage;
- uncertainty regarding the title to Sibanye-Stillwater's properties;
- the dependency of Stillwater's US recycling business on relationships with third-party suppliers;
- the concentration of Stillwater's US PGM operations' sales arrangements;
- social unrest, sickness or natural or man-made disaster at informal settlements in the vicinity of Sibanye-Stillwater's African operations;
- the impact of HIV, tuberculosis and other contagious diseases; and
- Sibanye-Stillwater's intention to issue any debt securities, which may not be available on commercially reasonable terms, or at all, which will be structurally senior to our Shares and which may limit our ability to respond to changes in market conditions or pursue business opportunities.

The foregoing factors should not be construed as exhaustive. There are other factors that may cause our actual results to differ materially from the forward-looking statements. Moreover, new risk factors emerge from time to time and it is not possible for us to predict all such risk factors. We cannot assess the impact of all risk factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Given these risks and uncertainties, you should not place undue reliance on forward-looking statements as a prediction of actual results.

We undertake no obligation to update publicly or release any revisions to these forward-looking statements to reflect events or circumstances after the date of this Circular or to reflect the occurrence of unanticipated events.

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## CORPORATE INFORMATION AND ADVISORS

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### ***Sibanye-Stillwater Registered Address***

Constantia Office Park  
Cnr 14th Avenue and Hendrik Potgieter Road  
Bridgeview House, Ground Floor  
Weltevreden Park, 1709  
South Africa  
(Private Bag X5, Westonaria, 1780, South Africa)  
+27 11 278 9600  
Website: [www.sibanyestillwater.com](http://www.sibanyestillwater.com)

**Date of incorporation:** 12 December 2002

**Place of incorporation:** South Africa

### ***Executive Directors***

Neal Froneman (*CEO*)  
Charl Keyter (*CFO*)

### ***Independent Non-executive Chairman***

Sello Moloko

### ***Independent Non-executive Directors***

Timothy Cumming  
Savannah Danson  
Barry Davison  
Richard Menell  
Nkosemntu Nika  
Keith Rayner  
Susan van der Merwe  
Jerry Vilakazi

### ***Company Secretary***

Cain Farrel  
Tel: +27 10 001 1122  
Fax: +27 11 278 9863  
Email: [cain.farrel@sibanyestillwater.com](mailto:cain.farrel@sibanyestillwater.com)  
(Private Bag X5, Westonaria, 1780, South Africa)

### ***Investor Enquiries***

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Senior Vice-President: Investor Relations  
Tel: +27 83 453 4014  
Fax: +27 11 278 9656  
Email: [ir@sibanyestillwater.com](mailto:ir@sibanyestillwater.com)

**Corporate Advisor to Sibanye-Stillwater**

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(Registration number 1997/022049/07)  
13th Floor, The Forum  
2 Maude Street  
Sandton, 2196  
South Africa

**Legal Advisors to Sibanye-Stillwater as to  
United States and English law**

Linklaters LLP  
(England and Wales Registration number OC326345)  
One Silk Street  
London, EC2Y 8HQ, United Kingdom

**Auditors and Independent Reporting Accountant  
to Sibanye-Stillwater**

KPMG Inc.  
(Registration number 1999/012876/07)  
KPMG Crescent  
85 Empire Road  
Parktown, 2193, South Africa

**Transfer Secretaries to South Africa**

Computershare Investor Services Proprietary Limited  
(Registration number 2004/003647/07)  
Rosebank Towers  
15 Biermann Avenue  
Rosebank, Johannesburg, 2196  
South Africa  
(PO Box 61051, Marshalltown, 2107, South Africa)  
Tel: +27 11 370 5000  
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**ADS Depository**

The Bank of New York Mellon  
PO Box 358516  
Pittsburgh, PA 15252-5816  
USA  
US toll-free telephone: +1 888 269 2377  
Tel: +1 201 680 6825  
Email: shrrrelations@bnymellon.com  
Tatyana Vesselovskaya  
Relationship Manager  
BNY Mellon  
Depository Receipts  
Direct line: +1 212 815 2867  
Mobile: +1 203 609 5159  
Fax: +1 212 571 3050  
Email: tatyana.vesselovskaya@bnymellon.com

**JSE Sponsor to Sibanye-Stillwater**

J.P. Morgan Equities South Africa Proprietary Limited  
(Registration number 1995/011815/07)  
1 Fricker Road  
Illovo  
Johannesburg, 2196  
South Africa  
(Private Bag X9936, Sandton, 2196, South Africa)

**Legal Advisors to Sibanye-Stillwater as to  
South African law**

Edward Nathan Sonnenbergs Incorporated  
(Registration number 2006/018200/21)  
1 North Wharf Square  
Cape Town, 8001  
South Africa

**Office of the United Kingdom Secretaries**

St James's Corporate Services Limited  
Suite 31, Second Floor  
107 Cheapside  
London, EC2V 6DN, United Kingdom  
Tel: +44 20 7796 8644  
Fax: +44 20 7796 8645

**Transfer Secretaries to United Kingdom**

Capita Registrars Limited  
(trading as Capita Asset Services)  
(Registration number 02605568)  
The Registry  
34 Beckenham Road  
Beckenham  
Kent, BR3 4TU, United Kingdom  
Tel: 0871 664 0300. Calls cost 12p per minute plus  
your phone company's access charge. If you are  
outside the UK, please call +44 371 664 0300. Calls  
outside the UK will be charged at the applicable  
international rate. The helpline is open between  
09:00 – 17:30, Monday to Friday, excluding public  
holidays in England and Wales.  
Email: [ssd@capita.co.uk](mailto:ssd@capita.co.uk)

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## ACTION REQUIRED BY SIBANYE-STILLWATER SHAREHOLDERS

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The definitions and interpretations commencing on page 7 of this Circular apply, *mutatis mutandis*, to this section (unless specifically defined where used or the context indicates a contrary intention).

### **Sibanye-Stillwater Shareholders are requested to take note of the following information regarding the actions required by them in connection with this Circular**

1. If you are in any doubt as to what action to take, please consult your broker, CSDP, banker, legal advisor, accountant, or other professional advisor immediately.
2. If you have disposed of all your Shares, please forward this Circular to the person to whom you disposed of such Shares or to the broker, CSDP, banker or other agent through whom you disposed of such Shares.

#### **3. General Meeting**

A General Meeting of Sibanye-Stillwater Shareholders has been convened in terms of the Notice of General Meeting attached hereto for purposes of considering and, if deemed fit, passing, with or without modification, the Ordinary Resolution set out in the Notice of General Meeting. The General Meeting will be held at **Sibanye-Stillwater Academy, Rietkloof 349, Glenharvie, 1786, South Africa at 09:00 (South African time) on Monday, 4 December 2017.**

#### **4. Dematerialised Sibanye-Stillwater Shareholders without “own name” registration**

If you have Dematerialised your Shares without “own name” registration, then the following actions are relevant to you in connection with the General Meeting:

##### ***Voting at the General Meeting***

- If you have not been contacted by your CSDP or broker, it would be advisable for you to contact your CSDP or broker and furnish them with your voting instructions.
- If your CSDP or broker does not obtain voting instructions from you, they will vote in accordance with the instructions contained in the agreement concluded between you and your CSDP or broker.
- You must **NOT** complete the attached form of proxy.

##### ***Attendance and representation at the General Meeting***

In accordance with the mandate between you and your CSDP or broker, you must advise your CSDP or broker if you wish to attend the General Meeting in person, or if you wish to send a proxy to represent you at the General Meeting. Your CSDP or broker will issue the necessary letter of representation to you or your proxy to enable you to attend or to be represented at the General Meeting.

#### **5. Dematerialised Sibanye-Stillwater Shareholders with “own name” registration and Certificated Sibanye-Stillwater Shareholders**

If you have not Dematerialised your Shares or have Dematerialised your Shares with “own name” registration, then the following is relevant to you in connection with the General Meeting:

##### ***Voting, attendance and representation at the General Meeting***

- You may attend, speak and vote at the General Meeting in person.
- Alternatively, you may appoint one or more proxies to represent you at the General Meeting by completing the attached form of proxy in accordance with the instructions it contains. A proxy need not be a Sibanye-Stillwater Shareholder. It is requested that the form of proxy be lodged with or posted to the Transfer Secretaries to be received by no later than **09:00 (South African time) on Thursday, 30 November 2017.** If you do not lodge or post the form of proxy to reach the Transfer Secretaries by the relevant time, you will nevertheless be entitled to have the form of proxy lodged immediately prior to commencement of the voting at the General Meeting with the chairman of the General Meeting.

**Sibanye-Stillwater does not accept responsibility and will not be held liable, under any applicable law or regulation, for any action of, or omission by, the CSDP or broker of a Dematerialised Sibanye-Stillwater Shareholder, including, without limitation, any failure on the part of the CSDP or broker of any beneficial owner to notify such beneficial owner of the General Meeting or of the matters set forth in this Circular.**

## 6. Identification of Sibanye-Stillwater Shareholders

Sibanye-Stillwater Shareholders are entitled to attend, speak and vote at the General Meeting. In terms of section 63(1) of the Companies Act, before any person may attend or participate in the General Meeting, that person must present reasonably satisfactory identification and the person presiding at the General Meeting must be reasonably satisfied that the right of the person to participate and vote at the General Meeting, either as a Sibanye-Stillwater Shareholder, or as a proxy for a Sibanye-Stillwater Shareholder, has been reasonably verified. Acceptable forms of identification include valid identity document, driver's licence or passport.

## 7. Participation in the General Meeting via electronic means

In compliance with the provisions of the Companies Act and the MOI, Sibanye-Stillwater intends to offer Sibanye-Stillwater Shareholders (or a representative or proxy for a Sibanye-Stillwater Shareholder) reasonable access through electronic facilities to participate in the General Meeting by means of conference call facilities. Shareholders will be able to listen to the proceedings of the General Meeting and to raise questions, and are invited to indicate their intention to make use of the facility by making application in writing (including details as to how the Sibanye-Stillwater Shareholder or representative can be contacted) to the Company Secretary at the address set out on page 1 of this Circular to be received by the Company Secretary at least 10 Business Days prior to the date of the General Meeting, namely before **09:00 (South African time) on Monday, 20 November 2017**.

In order for the Electronic Notice to be valid it must contain:

- (a) if the Sibanye-Stillwater Shareholder is an individual, a certified copy of his identity document and/or passport; or
- (b) if the Sibanye-Stillwater Shareholder is not an individual, a certified copy of a resolution by the relevant entity and a certified copy of the identity documents and/or passports of the persons who passed the relevant resolution, which resolution must set out who from the relevant entity is authorised to represent the relevant entity at the General Meeting via electronic communication (the "**Authorised Representative**") as well as a certified copy of the identity document and/or passport of the Authorised Representative; and
- (c) a valid email address and/or facsimile number ("**the contact address/number**").

The Company Secretary will, by way of email, provide by no later than **09:00 (South African time) on Friday, 24 November 2017** the relevant details of the conference call to enable interested Sibanye-Stillwater Shareholders to participate in the General Meeting.

Voting will not be possible *via* the electronic facility and Sibanye-Stillwater Shareholders wishing to vote their Shares at the General Meeting will need to be represented at such meeting either in person, by proxy or by letter of representation, as provided for in the Notice of General Meeting.

The Company reserves the right not to provide for electronic participation at the General Meeting in the event that it is not practical to do so, for whatever reason, including an insufficient number of Sibanye-Stillwater Shareholders (or their representatives or proxies) choosing to make use of the facility. Sibanye-Stillwater will provide the facilities at no cost to the user, however, any third-party costs relating to the use or access of the facilities will be for the user's account.

## 8. Holders of Sibanye-Stillwater ADR's

Holders of Sibanye-Stillwater ADR's are referred to *Paragraph 16* of this Circular, for detailed specific instructions on the actions required of them.

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## TABLE OF CONTENTS

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	<i>Page</i>
<b>DISCLAIMERS AND FORWARD-LOOKING STATEMENTS</b>	Inside front cover
<b>CORPORATE INFORMATION AND ADVISORS</b>	1
<b>ACTION REQUIRED BY SIBANYE-STILLWATER SHAREHOLDERS</b>	3
<b>IMPORTANT DATES AND TIMES</b>	6
<b>DEFINITIONS AND INTERPRETATIONS</b>	7
<b>CIRCULAR TO SIBANYE-STILLWATER SHAREHOLDERS</b>	
1. INTRODUCTION	13
2. OVERVIEW OF SIBANYE-STILLWATER	13
3. RATIONALE	14
4. SALIENT FEATURES OF THE CONVERTIBLE BONDS	15
5. PROSPECTS	18
6. <i>PRO FORMA</i> FINANCIAL EFFECTS	19
7. INFORMATION ON DIRECTORS	20
8. SHARE CAPITAL	25
9. LITIGATION STATEMENT	25
10. OPINION AND RECOMMENDATIONS	27
11. DIRECTORS' RESPONSIBILITY STATEMENT	27
12. CONSENTS	27
13. CONFLICTS	27
14. NOTICE OF GENERAL MEETING	27
15. ACTION TO BE TAKEN BY SIBANYE-STILLWATER SHAREHOLDERS	28
16. HOLDERS OF SIBANYE-STILLWATER'S ADRs	28
17. FEES	28
18. DOCUMENTS AVAILABLE FOR INSPECTION	29
<b>ANNEXURE 1 – <i>PRO FORMA</i> FINANCIAL INFORMATION</b>	30
<b>ANNEXURE 2 – INDEPENDENT REPORTING ACCOUNTANT'S REPORT ON THE COMPILATION OF <i>PRO FORMA</i> FINANCIAL INFORMATION</b>	36
<b>ANNEXURE 3 – TRADING DETAILS OF SIBANYE-STILLWATER SHARES</b>	38
<b>NOTICE OF GENERAL MEETING</b>	40
<b>FORM OF PROXY</b>	Attached

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## IMPORTANT DATES AND TIMES

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The definitions and interpretations commencing on page 7 of this Circular apply, *mutatis mutandis* to this section (unless specifically defined where used or the context indicates a contrary intention).

**2017**

Last Practicable Date	Wednesday, 25 October
The record date for purposes of receiving the Notice of General Meeting (being the date on which a Sibanye-Stillwater Shareholder must be recorded in the Register in order to receive the Notice of General Meeting)	Friday, 27 October
Notice of General Meeting and date of posting of circular announced on SENS on	Monday, 30 October
Circular posted to Sibanye-Stillwater Shareholders on	Thursday, 2 November
Last day and time to give notice to participate in the General Meeting electronically by 09:00 (South African time) on	Monday, 20 November
Last day to trade in order to be eligible to participate and vote at the General Meeting	Tuesday, 21 November
Record Date to determine Sibanye-Stillwater Shareholders eligible to participate in and vote at the General Meeting	Friday, 24 November
Last day and time to lodge forms of proxy with the Transfer Secretaries, by 09:00 (South African time) on	Thursday, 30 November
General Meeting of Sibanye-Stillwater Shareholders at 09:00 (South African time) on	Monday, 4 December
Results of General Meeting released on SENS	Monday, 4 December
Results of General Meeting published in the South African press	Tuesday, 5 December

**Notes:**

- (1) The dates and times may be changed by Sibanye-Stillwater. Any change will be published on SENS and in the South African press.
- (2) If the General Meeting is adjourned or postponed, forms of proxy submitted for the initial General Meeting will remain valid in respect of any adjournment or postponement of the General Meeting.
- (3) Sibanye-Stillwater Shareholders who have not lodged a completed form of proxy by 09:00 (South African time) on Thursday, 30 November 2017 and who wish to do so may lodge it with the chairman of the General Meeting at any time prior to the commencement of the voting at the General Meeting.
- (4) Holders of Sibanye-Stillwater ADR's are referred to *Paragraph 16* of this Circular, for the important dates and times relevant to them.



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## DEFINITIONS AND INTERPRETATIONS

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In this Circular and the documents attached hereto, unless the context indicates otherwise:

- the words in the first column shall have the meanings assigned to them in the second column; the singular includes the plural and *vice versa*; an expression which denotes one gender includes the other gender; a natural person includes a juristic person and *vice versa* and cognate expressions shall bear corresponding meanings; and
- all dates and times referred to are South African times and dates, unless otherwise stated.

<b>“Act” or “Companies Act”</b>	means the South African Companies Act, 2008;
<b>“ADR”</b>	means American depository receipt, being a certificate evidencing a specific number of ADSs;
<b>“ADSs”</b>	means American depository shares, each of which represents four Sibanye-Stillwater Shares;
<b>“Agency Agreement”</b>	a paying, transfer and conversion agency agreement dated 26 September 2017 among The Bank of New York Mellon SA/NV, Luxembourg Branch, as registrar, The Bank of New York Mellon, London Branch as principal paying, transfer and conversion agent, BNY Mellon Corporate Trustee Services Limited as trustee, Sibanye-Stillwater and the Guarantors;
<b>“BBBEE”</b>	means broad-based black economic empowerment policy of the Government of South Africa, as articulated in the BEE Legislation;
<b>“BBBEE Act”</b>	means the South African Broad-Based Black Economic Empowerment Act, 2003;
<b>“BEE Legislation”</b>	means the BBBEE Act, the MPRDA, the Codes and the Mining Charter as in force from time to time;
<b>“Blitz Project”</b>	means Sibanye-Stillwater’s underground Blitz PGM project adjacent and to the east of the existing Stillwater Mine designed to explore, define and extract the PGM resource along the far eastern extent of the J-M Reef;
<b>“BNYM”</b>	means The Bank of New York Mellon, a New York banking corporation, which acts as depository for Sibanye-Stillwater’s ADR programme;
<b>“Board” or “Directors”</b>	means the board of directors of Sibanye-Stillwater as constituted from time to time, which at the date of this Circular is as set out in the Corporate Information and Advisors section of this Circular; and “Director” shall mean any one of the directors of Sibanye-Stillwater, as the context may require;
<b>“Bookrunners”</b>	means the joint global coordinators, joint bookrunners and co-managers, as the case may be, of the Convertible Bonds, namely Citigroup Global Markets Limited, HSBC Bank PLC, BMO Capital Markets Limited, RBC Europe Limited, Barclays Bank PLC, Mizuho International PLC, Nedbank Limited (acting through its Nedbank Corporate and Investment Banking Division), Banca IMI S.P.A, Societe Generale, MUFG Securities EMEA PLC and Rand Merchant Bank, a division of FirstRand Bank Limited;
<b>“Business Day”</b>	means a day other than (i) a Saturday or Sunday, or (ii) a gazetted public holiday in South Africa;
<b>“Calculation Agent”</b>	means Conv-Ex Advisors Limited (Registration number 08075698), a private limited company duly registered and incorporated under the laws of England and Wales;

<b>“Calculation Agency Agreement”</b>	means the calculation agency agreement dated 26 September 2017 among the Calculation Agent, Sibanye-Stillwater and the Guarantors;
<b>“CEO”</b>	means chief executive officer;
<b>“Certificated Share”</b>	means a Sibanye-Stillwater Share represented by a share certificate or other physical document of title, which has not been surrendered for Dematerialisation in terms of the requirements of Strate and which may no longer be traded on the JSE;
<b>“Certificated Sibanye-Stillwater Shareholder”</b>	means a Sibanye-Stillwater Shareholder who holds Certificated Shares;
<b>“CFO”</b>	means chief financial officer;
<b>“Circular”</b>	means this circular dated Thursday, 2 November 2017, including the Notice of General Meeting and the form of proxy attached hereto;
<b>“Codes”</b>	means the Codes of Good Practice on Broad-Based Black Economic Empowerment, as in force from time to time and promulgated under the BBBEE Act, and any other sectoral code of good practice published in the Government Gazette in terms of the aforementioned Codes, including but not limited to the Mining Charter;
<b>“Company Secretary”</b>	means the company secretary of Sibanye-Stillwater from time to time, who as at the date of this Circular is as set out in the Corporate Information and Advisors section of this Circular;
<b>“Convertible Bond”</b> or <b>“Convertible Bonds”</b>	means the US\$450 million 1.875%, senior unsecured guaranteed convertible bonds of the Company, due 2023, either individually or collectively, as the context requires;
<b>“Convertible Bond Documents”</b>	means the Trust Deed, the Agency Agreement, the Subscription Agreement, the Calculation Agency Agreement and the Terms and Conditions;
<b>“Cooke”</b>	means the Cooke underground and surface operations owned by Newshelf 1114, acquired by Sibanye-Stillwater pursuant to its acquisition of 74% of the issued share capital of Newshelf 1114 on 15 May 2014;
<b>“Corporate Bonds”</b>	means the US\$1.05 billion two tranche corporate bonds issued by Sibanye-Stillwater, as more fully described in the SENS announcement made by Sibanye-Stillwater on 21 June 2017;
<b>“CSDP”</b>	means a person authorised by a licensed central securities depository to perform custody and administration services or settlement services or both in terms of the central securities depository rules published in terms of the Financial Markets Act, and includes an external participant, where appropriate, as contemplated in the Financial Markets Act;
<b>“Dematerialised”</b> and <b>“Dematerialisation”</b>	means the process whereby physical share certificates are replaced with electronic records evidencing ownership of shares for the purpose of Strate, as contemplated in the Financial Markets Act;
<b>“Dematerialised Shares”</b>	means Sibanye-Stillwater Shares that have been Dematerialised in accordance with the rules of Strate, evidencing ownership of shareholding in electronic format, which Shares may be traded on the JSE;
<b>“Dematerialised Sibanye-Stillwater Shareholder”</b>	means a Sibanye-Stillwater Shareholder who holds Dematerialised Shares;

<b>“Electronic Notice”</b>	means written notice provided by Sibanye-Stillwater Shareholders to the Company, at the address set out on page 1 of this Circular, (marked for the attention of the Company Secretary), by no later than 09:00 (South African time) on Monday, 20 November 2017, stating that they wish to participate in the General Meeting via electronic communication;
<b>“EPS”</b>	means earnings per share;
<b>“Financial Markets Act”</b>	means the South African Financial Markets Act, 2012;
<b>“Fixed Exchange Rate”</b>	means US\$1.00 = R13.3124;
<b>“General Meeting”</b>	means the General Meeting convened in terms of the attached Notice of General Meeting to be held at Sibanye-Stillwater Academy, Rietkloof 349, Glenharvie, 1786, South Africa at 09:00 (South African time) on Monday, 4 December 2017, in order for Sibanye-Stillwater Shareholders to vote on the Ordinary Resolution set out in the attached Notice of General Meeting;
<b>“Guarantors”</b>	means the guarantors of the Convertible Bonds, being Stillwater and Kroondal Operations Proprietary Limited, who have irrevocably and unconditionally, jointly and severally, guaranteed the payment of all amounts payable in respect of the Convertible Bonds, and all other moneys payable under or pursuant to the Trust Deed. The obligations of each Guarantor are direct, unconditional, unsubordinated and unsecured obligations of the relevant Guarantor, as set out in the Terms and Conditions and the Trust Deed;
<b>“HEPS”</b>	means headline earnings per share;
<b>“IFRS”</b>	means International Financial Reporting Standards;
<b>“JSE”</b>	means JSE Limited (Registration number 2005/022939/06), a public company trading as the “Johannesburg Stock Exchange”, duly registered and incorporated under the laws of South Africa and licensed as a securities exchange under the Financial Markets Act;
<b>“JSE Listings Requirements”</b>	means the Listings Requirements published by the JSE, as amended from time to time;
<b>“Kroondal Operations”</b>	means the underground and surface operations at Kroondal near Rustenburg in South Africa, managed through a 50:50 joint venture between Sibanye-Stillwater and Anglo American Platinum Limited (Registration number 1946/022452/06), in terms of the Kroondal PSA;
<b>“Kroondal Operations Proprietary Limited”</b>	means Kroondal Operations Proprietary Limited (Registration number 2000/000341/07), a private company duly incorporated and registered under the laws of South Africa;
<b>“Kroondal PSA”</b>	means the pooling and sharing agreement concluded between Aquarius Platinum (South Africa) Proprietary Limited (Registration number 2000/000341/07) and RPM on or about 15 December 2005, as amended by various addenda thereto;
<b>“Last Practicable Date”</b>	means Wednesday, 25 October 2017, being the last practicable date on which information contained in this Circular can be updated prior to finalisation of this Circular;
<b>“Mimosa Operations”</b>	means the underground and surface operations located on the Wedza sub-chamber of the southern portion of the Great Dyke in Zimbabwe, held in a 50:50 joint venture between Sibanye-Stillwater and Impala Platinum Holdings Limited (Registration number 1957/001979/06);

<b>“Mining Charter”</b>	means the board-based socio-economic empowerment charter for the South African mining and minerals industry published by the DMR and which became effective on 1 May 2004;
<b>“MOI”</b>	means the memorandum of incorporation of the Company, as in force from time to time;
<b>“MPRDA”</b>	means the South African Mineral and Petroleum Resources Development Act, 2002;
<b>“NAV”</b>	means net asset value;
<b>“Newshelf 1114”</b>	means Newshelf 1114 Proprietary Limited (Registration number 2010/018841/07), a private company duly incorporated and registered under the laws of South Africa;
<b>“Notice of General Meeting”</b>	means the notice convening the General Meeting, which notice forms part of this Circular;
<b>“own-name Dematerialised Sibanye-Stillwater Shareholders”</b>	means Dematerialised Sibanye-Stillwater Shareholders who have instructed their CSDP to hold their Dematerialised Sibanye-Stillwater Shares in their own name on the sub-register of Dematerialised Sibanye-Stillwater Shareholders;
<b>“Ordinary Resolution”</b>	means the ordinary resolution set out in the Notice of General Meeting attached to and forming part of this Circular;
<b>“PGM”</b>	means platinum group metals, six elemental metals of the platinum group nearly always found in association with each other, consisting of platinum, palladium, rhodium, ruthenium, iridium and osmium and the metals and minerals mineralogically associated therewith, including gold, copper, nickel and cobalt, together with any such metals and minerals that may be extracted from the normal mining of PGMs;
<b>“R”, “Rand” or “ZAR”</b>	means South African rand, the lawful currency of South Africa;
<b>“Record Date”</b>	means the last day for a Shareholder to be recorded in the Register in order to participate and vote at the General Meeting, being Friday, 24 November 2017;
<b>“Reference Share Price”</b>	means US\$1.2281, being the VWAP of a Share on the JSE from the launch to the pricing of the Convertible Bonds on 19 September 2017, converted at the Fixed Exchange Rate;
<b>“Rights Offer”</b>	means the US\$1 billion equity raise by way of a fully underwritten renounceable rights offer to Sibanye-Stillwater Shareholders, as more fully described in the circular to Sibanye-Stillwater Shareholders dated Thursday, 18 May 2017 and which circular is available on the Sibanye-Stillwater website: <a href="http://www.sibanyestillwater.com/investors/manage-your-shares/company-documents-circulars">www.sibanyestillwater.com/investors/manage-your-shares/company-documents-circulars</a> ;
<b>“Register”</b>	means the register of Sibanye-Stillwater Shareholders maintained by the transfer secretaries on behalf of the Company, and includes the sub-register of Sibanye-Stillwater Shareholders maintained by CSDPs;
<b>“RPM”</b>	means Rustenburg Platinum Mines Limited (Registration number 1931/003380/06), a public company duly incorporated and registered under the laws of South Africa;
<b>“Rustenburg Operations”</b>	means the Bathopele, Siphumelele (including Khomanani), and the Thembelani (including Khuseleka) mining operations, two concentrating plants, an onsite chrome recovery plant, the Western Limb Tailings Retreatment Plant, associated surface infrastructure and related assets and liabilities;

<b>“SEC”</b>	means the US Securities and Exchange Commission;
<b>“Securities Act”</b>	means the US Securities Act of 1933;
<b>“SENS”</b>	means the Stock Exchange News Service of the JSE;
<b>“Shares” or “Sibanye-Stillwater Shares”</b>	means the no par value ordinary shares in the share capital of Sibanye-Stillwater;
<b>“Sibanye-Stillwater” or the “Company”</b>	means Sibanye Gold Limited (Registration number 2002/031431/06), a public company duly registered and incorporated under the laws of South Africa trading as Sibanye-Stillwater;
<b>“Sibanye-Stillwater Group” or the “Group”</b>	means Sibanye-Stillwater and its direct and indirect subsidiaries (as further defined in the JSE Listings Requirements), from time to time;
<b>“Sibanye-Stillwater Shareholder” or “Shareholder”</b>	means a registered holder of issued Sibanye-Stillwater Shares, as reflected in the Register;
<b>“South Africa”</b>	means the Republic of South Africa;
<b>“Specific Issue”</b>	means the potential issue(s) of Sibanye-Stillwater Shares to holders of the Convertible Bonds as may be required to be issued from time to time to satisfy the exercise in full of the conversion rights;
<b>“Sponsor”</b>	means Sibanye-Stillwater’s sponsor appointed pursuant to the JSE Listings Requirements, being J.P. Morgan Equities South Africa Proprietary Limited (Registration number 1995/011815/07), a private company duly registered and incorporated under the laws of South Africa;
<b>“Stillwater” or “SMC”</b>	means Stillwater Mining Company (File number 2317621), a company incorporated and existing under the laws of the State of Delaware, United States;
<b>“Stillwater Bridge Facility”</b>	means the US\$2.65 billion bridge loan facility obtained by Sibanye-Stillwater from a consortium of banks, which was used to fund the acquisition of Stillwater, to refinance existing indebtedness at Stillwater and to pay certain related fees, costs and expenses. Additional terms of the bridge loan facility agreement are disclosed in, <i>inter alia</i> , annexures 8 and 9 of the Category 1 Circular which was posted to Shareholders and is dated 20 March 2017 and which circular is available on the Sibanye-Stillwater website: <a href="http://www.sibanyestillwater.com/investors/manage-your-shares/company-documents-circulars">www.sibanyestillwater.com/investors/manage-your-shares/company-documents-circulars</a> ;
<b>“Stillwater Mine”</b>	means Sibanye-Stillwater’s mining operation near Nye, Montana;
<b>“Strate”</b>	means Strate Proprietary Limited (Registration number 1998/022242/07), a private company, and a licensed central securities depository registered in terms of the Financial Markets Act;
<b>“Subscription Agreement”</b>	means the subscription agreement dated 19 September 2017 entered into by Sibanye-Stillwater, the Guarantors, Citigroup Global Markets Limited, HSBC Bank PLC, BMO Capital Markets Limited, RBC Europe Limited and the other Bookrunners;
<b>“Terms and Conditions”</b>	means the terms and conditions of the Convertible Bonds set out in Schedule 2, Part 2 of the Trust Deed;
<b>“TNAV”</b>	means tangible net asset value;
<b>“Transaction”</b>	means the Specific Issue;

<b>“Transfer Secretaries”</b>	means individually and/or collectively, as the context may require, Computershare Investor Services Proprietary Limited (Registration number 2004/003647/07), a private company duly registered and incorporated under the laws of South Africa and Capita Registrars Limited (trading as Capita Asset Services) (Registration number 02605568), a private company duly registered and incorporated under the laws of the United Kingdom;
<b>“Trust Deed”</b>	means the trust deed dated 26 September 2017 entered into among Sibanye-Stillwater, as issuer, the Guarantors and BNY Mellon Corporate Trustee Services Limited as trustee;
<b>“UK”</b>	means the United Kingdom of Great Britain and Northern Ireland;
<b>“United States” or “US”</b>	means the United States of America, its territories and possessions, any state of the United States and the District of Columbia;
<b>“US\$” or “\$”</b>	means United States dollars, the lawful currency of the United States;
<b>“VAT”</b>	means value added tax levied in terms of the South African Value Added Tax Act, 1991;
<b>“VWAP”</b>	means Volume Weighted Average Price as defined in the Terms and Conditions; and
<b>“Zimbabwe”</b>	means the Republic of Zimbabwe.



## **Sibanye Gold Limited**

(Incorporated in the Republic of South Africa)

Trading as Sibanye-Stillwater

(Registration number 2002/031431/06)

Share code: SGL ISIN ZAE000173951

("Sibanye-Stillwater", or "the Company", or "the Group")

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## **CIRCULAR TO SIBANYE-STILLWATER SHAREHOLDERS**

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### **1. INTRODUCTION**

On 26 September 2017, Sibanye-Stillwater issued the Convertible Bonds for total gross proceeds of approximately US\$450 million. Salient details of the Convertible Bonds are provided in *paragraph 4* below.

The purpose of this Circular is, among others, to furnish information to Sibanye-Stillwater Shareholders to enable them to make an informed decision as to whether or not they should vote in favour of the Ordinary Resolution to be proposed at the General Meeting. The Ordinary Resolution is set out in the Notice of General Meeting and the rationale for the proposed Ordinary Resolution is explained in *paragraph 3* below.

### **2. OVERVIEW OF SIBANYE-STILLWATER**

The Sibanye-Stillwater Group is an independent, global precious metal mining group, producing a unique mix of metals that includes gold and PGMs. Globally, Sibanye-Stillwater is the third largest producer of platinum and palladium and features among the world's top 10 producers of gold, according to publicly available company filings and based on annual production at such operations in 2016. Sibanye-Stillwater is the largest producer of gold in South Africa.

Domiciled in South Africa, Sibanye-Stillwater owns and operates a portfolio of high-quality operations and projects, which are managed by region: the Southern Africa region and the United States region.

The Southern Africa region houses the gold and PGM operations and projects located in South Africa and Zimbabwe. These include the underground and surface gold mining operations in South Africa being the Cooke, Driefontein and Kloof operations in the West Witwatersrand (West Wits) region of Gauteng Province and the Beatrix operation in the southern Free State Province. Sibanye-Stillwater owns 74% of the Cooke operations, with the BBBEE stakeholders owning the remaining 26%. Sibanye-Stillwater also owns and manages significant gold extraction and processing facilities where ore is treated and beneficiated to produce gold doré. In addition, several organic projects currently underway are aimed at sustaining these gold mining operations into the long term.

Sibanye-Stillwater's PGM assets in the Southern Africa region are a 50% interest in the Kroondal Operations, a 91.7% interest in Platinum Mile, and the Rustenburg Operations (of which it owns 74%, with the BBBEE stakeholders owning the remaining 26%) in the North West Province, South Africa, and a 50% interest in the Mimosa Operations in Zimbabwe.

The United States region houses Sibanye-Stillwater's PGM operations and projects located in the United States, Canada and Argentina. These include the Stillwater and East Boulder Mines, and the Blitz Project in the State of Montana, in the United States, and two exploration-stage projects, Marathon, a PGM-copper porphyry in Ontario, Canada, and Altar, a copper-gold property in San Juan, Argentina.

Assets in the US region also include the Columbus Metallurgical complex in Montana. This complex houses the concentrator and smelter facilities as well as a base metal refinery, which produces a PGM-rich filter cake that is further refined by a third-party precious metal refinery. These processing and

metallurgical facilities are also used to process recycled material such as spent autocatalytic convertors and petroleum refinery catalysts.

### 3. RATIONALE

The acquisition of Stillwater, which was successfully concluded on 4 May 2017, was initially financed using the Stillwater Bridge Facility. Partial refinancing of this Stillwater Bridge Facility has included the US\$1 billion equity capital raise via the Rights Offer, which was five times oversubscribed, and the US\$1.05 billion Corporate Bonds, which were 100% oversubscribed and competitively priced. The proceeds of the Convertible Bonds have also been applied to refinance the Stillwater Bridge Facility. The Convertible Bonds were not issued to non-public shareholders.

The Convertible Bonds will, subject to passing of the Ordinary Resolution, be convertible into Shares (subject to Sibanye-Stillwater's right to make a Cash Settlement Election, as defined in *paragraph 4* below, in accordance with the Terms and Conditions). The Convertible Bonds are currently cash-settled instruments. If Sibanye-Stillwater Shareholders do not approve the Specific Issue, then the Convertible Bonds will remain subject to cash settlement.

Cash settlement of the Convertible Bonds will require significant cash reserves, which could constrain Sibanye-Stillwater's ability to pursue new business opportunities, invest in existing and new projects, fund ongoing business activities, retire or service outstanding debt and pay dividends, all of which could adversely affect its results of operations and financial condition.

Subject to the passing of the Ordinary Resolution by disinterested Shareholders (at the Record Date Shareholders who are also holders of Convertible Bonds are interested parties and shall not be permitted to vote) and pursuant to the Terms and Conditions, each Convertible Bond would be convertible into 120,627 (one hundred and twenty thousand, six hundred and twenty seven) Shares at an initial conversion price of US\$1.6580, representing a 35% premium above the Reference Share Price of US\$1.2281 (converted at the Fixed Exchange Rate). The number of Shares to be issued upon the conversion of the Convertible Bonds at the initial conversion price is 271,411,339 (two hundred and seventy one million, four hundred and eleven thousand, three hundred and thirty nine) Shares, representing 12.52% of the number of existing Shares in issue.

The conversion price is subject to customary adjustments pursuant to the Terms and Conditions. If such an adjustment becomes effective, it will normally result in the reduction of the conversion price and the increase in the number of Shares to be issued.

An adjustment event took place on 4 October 2017 pursuant to the notice provided to the Convertible Bond holders on the same date. In accordance with the Terms and Conditions, as a result of the issuance of 2 (two) new Shares per 100 (one hundred) Shares held, on 4 October 2017, to Shareholders of record on 6 October 2017, the initial conversion price has been adjusted from US\$1.6580 to US\$1.6254, effective from 4 October 2017. Due to the adjustment to the conversion price, the current number of Shares to be issued upon the conversion of the Convertible Bonds is 276,854,928 (two hundred and seventy six million, eight hundred and fifty four thousand, nine hundred and twenty eight) Shares, representing 12.77% of the number of existing Shares in issue.

Based on expected future adjustment events, Sibanye-Stillwater Shareholders are accordingly requested to approve the Ordinary Resolution to authorise the Board to allot and issue a maximum of 385,000,000 (three hundred and eighty five million) Shares, issuable upon conversion of the Convertible Bonds, representing 17.75% of the number of existing Shares in issue.

Subject to the approval of the Ordinary Resolution, the Convertible Bonds will be convertible into Shares which will rank *pari passu* with the Shares already in issue.

Sibanye-Stillwater is in the process of applying, through its debt sponsors, for admission of the Convertible Bonds for trading on the Open Market (Freiverkehr) of the Frankfurt Stock Exchange.



#### 4. SALIENT FEATURES OF THE CONVERTIBLE BONDS

The salient features of the Convertible Bonds are as follows:

<b>Issuer:</b>	Sibanye Gold Limited (the “ <b>Issuer</b> ”)
<b>Guarantors:</b>	Stillwater and Kroondal Operations Proprietary Limited
<b>Securities offered:</b>	the Convertible Bonds, being US\$ denominated senior unsecured guaranteed bonds, convertible into Sibanye-Stillwater Shares.
<b>Total issue size:</b>	US\$450 million
<b>Denomination:</b>	US\$200,000 per Convertible Bond (the “ <b>Principal Amount</b> ”)
<b>Launch and pricing date:</b>	19 September 2017
<b>Settlement Date:</b>	26 September 2017
<b>Maturity date:</b>	26 September 2023 (six years)
<b>Issue/Redemption price:</b>	100% of the Principal Amount
<b>Coupon:</b>	1.875% per annum payable semi-annually in arrear in equal instalments on 26 March and 26 September of each year, commencing on 26 March 2018.
<b>Conversion Premium:</b>	35% above the Reference Share Price
<b>Reference Share Price:</b>	US\$1.2281, being the VWAP of a Share on the JSE from the launch to the pricing of the Convertible Bonds on 19 September 2017, converted at the Fixed Exchange Rate.
<b>Fixed Exchange Rate:</b>	US\$1.00 = R13.3124
<b>Initial conversion price:</b>	US\$1.6580
<b>Adjusted conversion price:</b>	US\$1.6254
<b>Initial conversion ratio:</b>	120,627 Shares per Convertible Bond
<b>Conversion Period:</b>	At any time from 41 days after the Settlement Date of the Convertible Bonds until the earlier of (i) the 10th day preceding the Maturity Date or (ii) if the Convertible Bonds have been called for redemption prior to the Maturity Date, the 10th day preceding the relevant redemption date (the “ <b>Conversion Period</b> ”).
<b>Conversion Rights:</b>	<p>Unless previously redeemed, or purchased and cancelled, Conversion Rights (as defined in the Terms and Conditions) may be exercised at the option of the Convertible Bond holder on any business day during the Conversion Period. On the exercise of Conversion Rights by a Convertible Bond holder during the Conversion Period, the Issuer shall:</p> <ul style="list-style-type: none"><li>(i) if the relevant Conversion Date falls prior to the Share Conversion Start Date (as defined below), make payment in US\$ to the relevant Convertible Bond holder of the relevant Cash Settlement Amount (as defined below); or</li><li>(ii) if the relevant Conversion Date falls on or after the Share Conversion Start Date:<ul style="list-style-type: none"><li>1. if a Cash Settlement Election (as defined below) is not made by the Issuer, issue or transfer and deliver to the relevant Convertible Bond holder such number of Shares as is equal to the Number of Reference Shares; or</li></ul></li></ul>

2. if a Cash Settlement Election is made by the Issuer, make payment in US\$ to the relevant Convertible Bond holder of the relevant Cash Settlement Amount in respect of the Number of Cash Settled Shares specified in the relevant Cash Settlement Election Notice and, where such Number of Cash Settled Shares is less than the Number of Reference Shares in respect of such exercise of Conversion Rights, issue or transfer and deliver to the relevant Convertible Bond holder a number of Shares as is equal to the Number of Reference Shares minus the Number of Cash Settled Shares.

**“Number of Cash Settled Shares”** means such number of Shares (which shall not exceed the Number of Reference Shares in respect of such exercise) as determined by the Issuer and notified to the relevant Convertible Bond holder in the relevant Cash Settlement Election Notice in accordance with the Terms and Conditions.

**“Number of Reference Shares”** means, in respect of the exercise of Conversion Rights by a Convertible Bond holder, the number of Shares (rounded down, if necessary, to the nearest whole number) determined by the Calculation Agent by dividing the Principal Amount of the Convertible Bonds which are the subject of the relevant exercise of Conversion Rights by such Convertible Bond holder by the Conversion Price in effect on the relevant Conversion Date.

**Share Settlement Condition:** **“Share Settlement Condition”** means the passing of the Ordinary Resolution.

If the Share Settlement Condition is satisfied, the Issuer will give a notice to the Convertible Bond holders confirming the satisfaction of the Share Settlement Condition and specifying a date (the **“Share Conversion Start Date”**) from which Conversion Rights may be settled in Shares, such Share Conversion Start Date being not earlier than 10 and no later than 20 business days after the date of such notice.

**Cash Settlement Election:** Following the Share Conversion Start Date, the Issuer may elect by notice (a **“Cash Settlement Election Notice”**) to the relevant Convertible Bond holder by no later than 4 (four) dealing days following the relevant Conversion Date (the **“Cash Settlement Election Date”**) to satisfy the exercise of Conversion Rights by a mix of cash and/or Shares on a case by case basis by making payment to the relevant Convertible Bond holder of the Cash Settlement Amount in respect of the Number of Cash Settled Shares, together with any other amount payable by the Issuer to such Convertible Bond holder pursuant to the Terms and Conditions in respect of, or relating to, the relevant exercise of Conversion Rights, and issuing or transferring and delivering to such Convertible Bond holder a number of Shares equal to the Number of Reference Shares less the Number of Cash Settled Shares (the **“Cash Settlement Election”**).

**Cash Settlement Amount:** **“Cash Settlement Amount”** means an amount in US\$ (rounded to the nearest cent, with half a cent being rounded upwards) calculated in accordance with the formula set out in the Terms and Conditions.

**Fair Market Call:**

For so long as the Ordinary Resolution has not been approved, the Issuer may by giving notice (a **"Fair Value Redemption Notice"**) to the Convertible Bond holders by no later than 10 dealing days prior to the Long Stop Date, elect to redeem all but not some only of the Convertible Bonds on the date falling 15 dealing days after the end of the Fair Bond Value Calculation Period (as defined below) at the greater of (i) 102% of the Principal Amount of the Convertible Bonds, together with accrued but unpaid interest to (but excluding) the date fixed for redemption and (ii) 102% of the Fair Bond Value of the Convertible Bonds together with accrued but unpaid interest to (but excluding) the date fixed for redemption.

**"Fair Bond Value"** means the price determined in good faith by an Independent Adviser (as defined in the Terms and Conditions) as being the average of such mid-market prices per US\$200,000 in Principal Amount of the Convertible Bonds as displayed from such source or sources (if any) as such Independent Adviser shall consider appropriate as at the close of business on each dealing day during the Fair Bond Value Calculation Period, provided that where no such source is available in respect of any such dealing day as aforesaid, such mid-market price in respect of such dealing day shall be such price determined in such manner as is determined in good faith to be appropriate by such Independent Adviser.

**"Fair Bond Value Calculation Period"** means the period of 10 consecutive dealing days commencing on the dealing day following the date of the Fair Value Redemption Notice.

**"Long Stop Date"** means 31 May 2018.

**Early Redemption at the Option of the Issuer:**

Callable in whole but not in part on or after 17 October 2020, at par plus accrued interest, if the Parity Value (as defined below) equals or exceeds US\$260,000 for at least 20 out of 30 consecutive dealing days.

**"Parity Value"** means on any dealing day, the product of (i) the US\$ VWAP (as defined in the Terms and Conditions) and (ii) the number of Shares determined by the Calculation Agent by dividing US\$200,000 by the Conversion Price in effect on such dealing day.

**Clean-up Call:**

Callable in whole but not in part at any time at par plus accrued interest if 15% or less of the Principal Amount of the Convertible Bonds remains outstanding.

**Change of Control Protection:**

Change of control put at par plus accrued interest and downward adjustment to the Conversion Price for a period of 60 calendar days following the occurrence of the Change of Control (as defined in the Terms and Conditions) (or, if later, the date on which notice of the Change of Control is given to the Convertible Bond holders) (the **"Change of Control Period"**), calculated by reference to a formula resulting in straight-line amortisation of the Conversion Premium by reference to the remaining life of the Convertible Bonds, on the occurrence of a Change of Control in respect of the Issuer (other than in respect of an Exempt Newco Scheme (as defined in the Terms and Conditions)).

**Convertible Bond holder Put:**

The Convertible Bonds may be redeemed at the option of the Convertible Bond holders during the Change of Control Period or, as the case may be, the De-Listing Event Period (as described in the Terms and Conditions) at their Principal Amount plus accrued interest on the occurrence of a Change of Control or a De-Listing Event, respectively.

A “**De-Listing Event**” shall occur if:

- (other than pursuant to an Exempt Newco Scheme as defined in the Terms and Conditions) the Shares at any time cease to be admitted to listing and trading on the JSE or the JSE announces that the Shares will cease to be admitted to listing and trading on the JSE unless the Shares are immediately admitted to trading and/or listing on another internationally recognised, regularly operating and regulated stock exchange; or
- trading of the Shares on the JSE (or, if the Shares at any time cease to be admitted to listing and trading on the JSE and the Shares at the relevant time are admitted to trading and/or listing on another internationally recognised, regularly operating and regulated stock exchange, trading of the Shares on such exchange) is suspended for a period of 10 consecutive dealing days or more, provided that trading of the Shares shall not be considered to be suspended on any dealing day on which a general suspension of trading on the relevant stock exchange has occurred or where such suspension is in connection with a scheme of arrangement or merger, amalgamation or consolidation relating to the Issuer.

**Anti-dilution Protection:** Standard anti-dilution provisions dealing with, *inter alia*, share consolidations, share splits, capital distributions, rights issues and bonus issues.

**Dividend Protection:** Full dividend protection by way of a downward adjustment to the Conversion Price.

**Governing Law:** English law.

**Listing:** Application will be made to list and trade the Convertible Bonds on the Open Market (*Freiverkehr*) of the Frankfurt Stock Exchange as soon as reasonably practicable but no later than 90 days following the Settlement Date.

**Use of Proceeds:** To refinance the Stillwater Bridge Facility.

**Selling Restrictions:** No sales to US (Reg S only, Cat 2), Australia, Canada, South Africa or Japan.

Selling Restrictions applicable in the UK.

The securities covered hereby have not been registered under the Securities Act and may not be offered or sold within the United States, or to, or for the account or benefit of, US persons, (a) as part of their distribution at any time or (b) otherwise until 40 days after the later of the commencement of the offering and the closing date, except in either case in accordance with Regulation S under the Securities Act. Terms used above have the meanings given to them by Regulation S under the Securities Act.

## 5. PROSPECTS

Sibanye-Stillwater’s stated strategy is to grow its business in order to enhance and sustain its position as an industry leading dividend paying company. Sibanye-Stillwater believes that delivery of a sustainable, leading dividend, supported by a consistent operational performance and delivery of continued value to its Shareholders, will result in superior value for all stakeholders. Sibanye-Stillwater has delivered significant value to all stakeholders by optimising and extending the lives of its operations by leveraging existing infrastructure to enhance the inherent value of its brownfield projects. Further acquisitions in the gold, PGM and other mineral sectors will be considered if they are value accretive and enhance or sustain Sibanye-Stillwater’s ability to pay an industry-leading dividend.

Sibanye-Stillwater has firmly established itself as a credible operator with investor, regulatory and organised labour groups, with a strong management team and the necessary operational and corporate

credentials enabling Sibanye-Stillwater to create a premier, global mining company, with a balanced portfolio of gold and PGM assets.

## 6. PRO FORMA FINANCIAL EFFECTS

“Annexure 1 – Pro Forma Financial Information” of this Circular contains the *pro forma* financial effects which illustrate the impact of the settlement of the Stillwater Bridge Facility, issue of the Convertible Bonds and the Transaction (“**Pro Forma Adjustments**”) on the EPS, diluted EPS, HEPS, diluted HEPS, NAV per share and TNAV per share for the six months ended 30 June 2017. The independent reporting accountant’s report on the *pro forma* financial information of Sibanye-Stillwater is contained in “Annexure 2 – Independent Reporting Accountant’s Report On The Compilation Of Pro Forma Financial Information” of this Circular.

The *pro forma* financial information is presented in accordance with the provisions of the JSE Listings Requirements and the Guide on *Pro Forma* Financial Information issued by the South African Institute of Chartered Accountants.

The *pro forma* financial effects have been prepared by the management of Sibanye-Stillwater and are the responsibility of the Board.

The *pro forma* financial effects are presented in a manner which is consistent with the basis on which the historical financial information of Sibanye-Stillwater has been presented and in terms of Sibanye-Stillwater’s accounting policies for the financial year ended 31 December 2016. The *pro forma* financial effects have been presented for illustrative purposes only and, because of their nature, may not give a fair reflection of Sibanye-Stillwater’s financial position, changes in equity or results of operations post implementation of the *Pro Forma* Adjustments.

The *pro forma* financial effects have been prepared to illustrate the impact of the *Pro Forma* Adjustments on the interim financial information of Sibanye-Stillwater on the assumption that the *Pro Forma* Adjustments occurred on 1 January 2017 (and it should be noted that adjustments relating to actual and *pro forma* interest have been prepared based on the date of initial draw down of the Stillwater Bridge Facility and date from which actual interest on the Stillwater Bridge Facility was incurred, being 4 May 2017) for the statement of profit or loss and other comprehensive income and on 30 June 2017 for the statement of financial position.

	<b>Before the settlement of the Stillwater Bridge Facility and the Specific Issue<sup>(1)</sup></b>	<b>After the settlement of the Stillwater Bridge Facility<sup>(2)</sup></b>	<b>% Change after the settlement of the Stillwater Bridge Facility<sup>(3)</sup></b>	<b>After the settlement of the Stillwater Bridge Facility and the Specific Issue<sup>(4)</sup></b>	<b>% Change after the settlement of the Stillwater Bridge Facility and the Specific Issue<sup>(5)</sup></b>
EPS (cents)	(324)	(333)	(3)	(261)	19
Diluted EPS (cents)	(324)	(333)	(3)	(261)	19
HEPS (cents)	(147)	(156)	(6)	(121)	18
Diluted HEPS (cents)	(147)	(156)	(6)	(121)	18
NAV per share (cents)	1,143	1,142	–	1,199	(5)
TNAV per share (cents)	826	825	–	931	(13)
Weighted average number of shares in issue ('000)	1,484,879	1,484,879	–	1,869,879	(26)
Weighted average number of diluted shares in issue ('000)	1,484,879	1,484,879	–	1,869,879	(26)
Number of shares in issue ('000)	2,125,844	2,125,844	–	2,510,844	(18)

### Notes:

(1) The “Before the settlement of the Stillwater Bridge Facility and the Specific Issue” financial information is based on Sibanye-Stillwater’s reviewed condensed consolidated interim financial statements for the six months ended 30 June 2017.

- (2) The "After the settlement of the Stillwater Bridge Facility" financial information illustrates Sibanye-Stillwater's *pro forma* financial information after the settlement of the Stillwater Bridge Facility and issue of the Convertible Bonds.
- (3) The "% Change after the settlement of the Stillwater Bridge Facility" presents the movement in the financial information before and after the settlement of the Stillwater Bridge Facility and issue of the Convertible Bonds.
- (4) The "After the settlement of the Stillwater Bridge Facility and the Specific Issue" illustrates Sibanye-Stillwater's *pro forma* financial information after the settlement of the Stillwater Bridge Facility, issue of the Convertible Bonds and the Transaction.
- (5) The "% Change after the settlement of the Stillwater Bridge Facility and the Specific Issue" presents the movement in the financial information before and after the settlement of the Stillwater Bridge Facility, issue of the Convertible Bonds and the Specific Issue.
- (6) For detailed notes relating to the adjustments, refer to *Annexure 1* of this Circular.

## 7. INFORMATION ON DIRECTORS

The members of the Board as of the date of this Circular and the prescribed officers of the Company are set forth below.

### Chairman

#### **Sello Moloko (52) (South African)**

BSc (Hons) and Postgraduate Certificate in Education, University of Leicester; Advanced Management Programme, University of Pennsylvania Wharton School

Sello Moloko was appointed non-executive Chairman on 1 January 2013. Sello is a founder and the executive Chairman of Thesele Group Proprietary Limited and Chairman of Alexander Forbes Group Holdings Limited. He has an established career in financial services, including periods as an executive director at Brait Asset Managers as well as CEO of Old Mutual Asset Managers until 2004. Sello's other directorships include Sycom Property Fund Managers Limited and Acucap Properties Limited. Prior to this, he served as a director of Gold Fields Limited from February 2011 to December 2012. He is a trustee of the Nelson Mandela Foundation.

Business address: Thesele Group, 28 Fricker Road, Illovo, 2196, South Africa

### Executive Directors

#### **Chief Executive Officer – Neal Froneman (58) (South African)**

BSc Mech Eng (Ind Opt), University of the Witwatersrand; BCompt, University of South Africa; PrEng

Neal Froneman was appointed executive director and CEO of Sibanye-Stillwater on 1 January 2013. His career in technical, operations management and corporate development positions spans more than 30 years during which time he worked at Gold Fields of South Africa Limited, Harmony Gold Mining Company Limited and JCI Limited. In April 2003, Neal was appointed CEO of Aflase Gold Limited, which, through a series of reverse take-overs, became Gold One International Limited in May 2009. He was primarily responsible for the creation of Uranium One Incorporated from the Aflase Gold Limited uranium assets. During this period, he was CEO of Aflase Gold Limited and Uranium One Incorporated until his resignation from Uranium One Incorporated in February 2008. He held the CEO position at Gold One International Limited until his appointment at Sibanye-Stillwater. He is also a non-executive director of 17 Perissa Proprietary Limited, Delview Three Proprietary Limited, Forestry Services Proprietary Limited and Ultimate Marine Ventures Limited. In May 2016, he was elected to serve as a Vice-President of the Chamber of Mines.

Business address: Constantia Office Park, Cnr 14th Avenue and Hendrik Potgieter Road, Bridgeview House, Ground Floor, Weltevreden Park, 1709.

#### **Chief Financial Officer – Charl Keyter (44) (South African)**

BCom, University of Johannesburg; MBA, North-West University; ACMA and CGMA

Charl Keyter was appointed a director on 9 November 2012, and executive director and CFO on 1 January 2013. Previously, he was Vice-President and Group Head of International Finance at Gold Fields Limited. Charl has more than 20 years' mining experience, having begun his career at Gold Fields Limited in February 1995. He is also a non-executive director of Oil Recovery and Maintenance Services Proprietary Limited.

Business address: Constantia Office Park, Cnr 14th Avenue and Hendrik Potgieter Road, Bridgeview House, Ground Floor, Weltevreden Park, 1709.

## **Independent non-executive Directors**

### ***Timothy Cumming (60) (South African)***

BSc (Hons) (Engineering), University of Cape Town; BA (PPE), MA (Oxford)

Timothy (Tim) Cumming was appointed as a non-executive director on 21 February 2013. He is the founder and executive director of Scatterlinks Proprietary Limited, a South African-based company providing mentoring and coaching services to senior business executives as well as leadership and strategic advisory services to companies. He was previously involved with the Old Mutual Group in various capacities: CEO of Old Mutual Investment Group (South Africa) Proprietary Limited; Executive Vice-President: Director of Global Business Development of Old Mutual Asset Management for Old Mutual (US) Holdings Inc.; Managing Director: Head of Corporate Segment at Old Mutual (South Africa); Strategy Director of Old Mutual Emerging Markets and Interim CEO of Old Mutual Investment Group (South Africa). He was also executive director and Head of Investment Research (Africa) for HSBC Securities (Africa), General Manager at Allan Gray Limited and independent non-executive director of Nedgroup Investments Limited. Tim started his career as an engineer and management trainee at the Anglo American Corporation of South Africa Limited. He worked on a number of diamond mines and was Resident Engineer at Anglo American Corporation of South Africa Limited's gold mines in Welkom, South Africa. He is also a trustee of the Woodside Endowment Trust and chairs the Investment Committee of the Mandela Rhodes Foundation.

Business address: 5th Floor, IDS House, 8 St. George's Mall, Cape Town, 8001, South Africa

### ***Savannah Danson (49) (South African)***

BA (Hons) Communication Science and Finance, Bridgewater University; MBA Strategic Planning and Finance, DeMontford University

Savannah Danson was appointed as a non-executive director on 23 May 2017. Savannah is the founder, chairperson and group CEO of Bunengi Group, with a wealth of experience from the finance, mining, infrastructure and media sectors. She is also the chairperson of Parsons Brinckerhoff Proprietary Limited and serves on the boards of Wilson Bayly Holmes-Ovcon Limited and WSP, a Canadian-listed engineering group.

Business address: 34 Impala Road, Chislehurst, Sandton, 2196

### ***Barry Davison (72) (South African)***

BA (Law and Economics), University of the Witwatersrand; Graduate Commerce Diploma, Birmingham University; CIS Diploma in Advanced Financial Management and Advanced Executive Programme, University of South Africa

Barry Davison was appointed as a non-executive director on 21 February 2013. He has more than 40 years' experience in the mining industry and served as Executive Chairman of Anglo American Platinum Limited, Chairman of Anglo American South Africa Limited's Platinum Division, and Ferrous Metals and Industries Division, and was an executive director of Anglo American South Africa Limited. He has been a director of a number of listed companies, including Nedbank Group Limited, Kumba Resources Limited, Samancor Limited and the Tongaat-Hulett Group Limited.

Business address: Constantia Office Park, Cnr 14th Avenue and Hendrik Potgieter Road, Bridgeview House, Ground Floor, Weltevreden Park, 1709.

### ***Richard Menell (62) (South African)***

BA (Hons), MA (Natural Sciences, Geology) Trinity College, University of Cambridge; MSc (Mineral Exploration and Management), Stanford University

Richard (Rick) Menell was appointed as a non-executive director on 1 January 2013. He has over 35 years' experience in the mining industry and has been a director of Gold Fields Limited since 8 October 2008. Previously, he occupied the positions of President and Member of the Chamber of Mines; President and CEO of TEAL Exploration & Mining Inc.; Chairman of Anglovaal Mining Limited and Avgold Limited; Chairman of Bateman Engineering Proprietary Limited (Dutch); and Deputy Chairman of Harmony Gold Mining Company Limited and African Rainbow Minerals Limited. He has also been a director of Telkom Group Limited, Standard Bank of South Africa Limited, and Mutual and Federal Insurance Company Limited. He is currently a non-executive director and Chairman of Credit Suisse Securities Johannesburg Proprietary Limited, and non-executive director of Gold Fields Limited and The Weir Group plc. Rick

is a trustee of the Carrick Foundation. He is co-Chairman of the City Year South Africa Citizen Service Organisation, and Chairman and trustee of the Palaeontological Scientific Trust.

Business address: Constantia Office Park, Cnr 14th Avenue and Hendrik Potgieter Road, Bridgeview House, Ground Floor, Weltevreden Park, 1709.

**Nkosemntu Nika (59) (South African)**

BCom, University of Fort Hare; BCompt (Hons), University of South Africa; Advanced Management Programme, INSEAD; CA(SA)

Nkosemntu Nika was appointed as a non-executive director on 21 February 2013. He is currently an independent non-executive director of Scaw South Africa Proprietary Limited and Chairman of the Audit and Risk Committee of Foskor Proprietary Limited. He also serves as non-executive director of Trollope Mining Services Proprietary Limited, Coega Dairies Proprietary Limited and executive Chairman of Mavala Holdings Proprietary Limited. He was previously CFO and Finance Director of PetroSA (SOC) Limited (PetroSA) and Executive Manager: Finance at the Development Bank of Southern Africa. He has held various internal auditing positions at Eskom Holdings (SOC) Limited, Shell Company of South Africa Limited and Anglo American South Africa Limited. He was also a non-executive board member of the Industrial Development Corporation of South Africa Limited and chaired its Audit and Risk Committee and Governance and Ethics Committee.

Business address: Fairfield Park, Tarkastad, Eastern Cape, South Africa

**Keith Rayner (60) (South African)**

BCom, Rhodes University; CTA; CA(SA)

Keith Rayner was appointed as a non-executive director on 1 January 2013. Keith is CEO of KAR Presentations, an advisory and presentation corporation specialising in corporate finance and regulatory advice and presentations covering, *inter alia*, the JSE Listings Requirements, Financial Markets Act, Companies Act, governance, takeover law, corporate action strategy, valuation theory and practice, IFRS and various directors courses. He is an independent non-executive director of Ecsponent Limited, and a non-executive director of Nexus Intertrade Proprietary Limited, 2Quins Engineered Business Information Proprietary Limited, Sabi Gold Proprietary Limited, Keidav Properties Proprietary Limited and Appropriate Process Technologies Proprietary Limited. He is a member of the JSE Limited's Issuer Regulation Advisory Committee, a fellow of the Institute of Directors in South Africa, a non-broking member of the Institute of Stockbrokers in South Africa and a member of the Investment Analysts Society. He is a past member of the SAMREC/SAMVAL working group, the Takeover Regulation Panel's rewrite committee, the Institute of Directors in South Africa CRISA committee and the South African Institute of Chartered Accountants Accounting Practices Committee.

Business address: 5 Second Road, Hyde Park, 2196, South Africa

**Susan van der Merwe (63) (South African)**

BA, University of Cape Town

Susan (Sue) van der Merwe was appointed as a non-executive director on 21 February 2013. She served as a member of Parliament for 18 years until October 2013, and held various positions, including Deputy Minister of Foreign Affairs from 2004 to 2010. She is currently a member of the National Executive Committee of the African National Congress (ANC). She has participated in various civil society organisations and currently serves as a trustee and Chair of the Kay Mason Foundation, which is a non-profit organisation assisting disadvantaged scholars in Cape Town. Sue was appointed to the National Council of the South African Institute of International Affairs in 2014.

Business address: Constantia Office Park, Cnr 14th Avenue and Hendrik Potgieter Road, Bridgeview House, Ground Floor, Weltevreden Park, 1709.

**Jerry Vilakazi (56) (South African)**

BA, University of South Africa; MA, Thames Valley University; MA, University of London; MBA, California Coast University

Jerry Vilakazi was appointed a non-executive director on 1 January 2013. He is Chairman of Palama Investment Holdings Proprietary Limited, which he co-founded to facilitate investments in strategic sectors. He is a past CEO of Business Unity South Africa. Prior to this, he was Managing Director of



the Black Management Forum. In 2009, Jerry was appointed to the Presidential Broad-based Black Economic Empowerment Advisory Council and, in 2010, he was appointed as a Commissioner of the National Planning Commission, and completed both terms in 2015. He was previously appointed Public Service Commissioner in 1999 and has played a critical role in shaping major public service policies in post-1994 South Africa. Jerry was Chairman of the Mpumalanga Gambling Board from 2006 to 2015 and the State Information Technology Agency (SOC) Proprietary Limited until end of the term in 2015. He previously held the position of Chairman of Netcare Limited and holds non-executive directorships in Blue Label Telecoms Limited, Palama Industrial and Saatchi & Saatchi SA. He is also a former non-executive director of Pretoria Portland Cement Limited.

Business address: 3 Anerley Road, Parktown, Johannesburg, 2193, South Africa

### **Prescribed Officers**

The prescribed officers as of the date of this Circular are set forth below.

#### ***Neal Froneman***

#### ***Charl Keyter***

#### ***Chris Bateman (53) (American) – Executive Vice-President: US Region***

BEng (Hons) in Production Engineering and Production Management, University of Nottingham, UK; Qualified as a Chartered Accountant in England and Wales

Chris Bateman was appointed as Executive Vice-President: US Region in 2017 after serving as CFO for Stillwater since 2014. Chris has worked in the mining industry for more than 18 years with experience in platinum, palladium, copper, uranium, diamonds and industrial minerals. Prior to joining Stillwater he served in CFO positions for Turquoise Hill Resources Limited, Rio Tinto Limited Diamonds and Minerals product group and Rio Tinto Limited Iron and Titanium and Energy Resources of Australia. He has served on the boards of Richards Bay Minerals in South Africa, Oyu Tolgoi copper mine in Mongolia and QIT Madagascar Minerals in Madagascar. Prior to entering the mining industry he was a senior manager with Arthur Andersen's Business Consulting practice and served as a production engineer in the automotive industry.

#### ***Hartley Dikgale (57) (South African) – General Counsel and Executive Vice President: Regulatory Affairs***

BJuris, University of the North; LLB, HDip (Company Law), University of the Witwatersrand; LLM, Vista University

Hartley Dikgale is an admitted advocate of the High Court of South Africa and has more than 30 years of corporate experience as a business executive. He has served on more than 20 boards of directors of listed and unlisted companies. He was introduced to the mining sector in 2004 when he was appointed to the Board of Pamodzi Gold Limited as a non-executive director. He has worked for, among others, Sanlam Limited, Old Mutual, the Independent Communications Authority of South Africa, Rand Water Board and Pamodzi Investment Holdings Proprietary Limited. In recent years (from 2010 to 2012), Hartley has worked for Rand Uranium Proprietary Limited in an executive capacity as Senior Vice-President: General Counsel. When Gold One International Limited acquired Rand Uranium Proprietary Limited, Hartley joined Gold One International Limited as Senior Vice-President: General Counsel from 2012 to 2013. Hartley joined Sibanye-Stillwater in May 2013 where he served in a similar capacity until he was recently appointed as the General Counsel and Executive Vice President: Regulatory Affairs.

#### ***Dawie Mostert (48) (South African) – Executive Vice-President: Commercial Services***

Diploma in Labour Relations; MDP (Adv Labour Law); MBA, University of South Africa

Dawie Mostert, who has more than 20 years' experience in the mining industry, was appointed on 1 January 2013 as Senior Vice-President: Organisational Effectiveness, focused on introducing new operating and business models in support and directing the turnaround at Sibanye-Stillwater. With Sibanye-Stillwater adopting value creation as its strategic intent and consequently entering the PGM mining sector, he accepted the position and role as Executive Vice-President: Commercial Services. Prior to joining Sibanye-Stillwater, he served as Vice-President: Commercial Services at Gold One International Limited in 2012 and Vice-President: Human Capital at Great Basin Gold Limited from 2006 to 2012. Prior to joining Great Basin Gold Limited in 2006, he was Executive: Organisational Development and Employee Relations at Harmony Gold Mining Company Limited from 2002 to 2006. Dawie joined Harmony Gold

Mining Company Limited in 1996 as part of the acquisition transformational team and was appointed Mine Manager at the then Elandsrand mine from 2001 to 2002.

***Themba Nkosi (43) Executive Vice-President: Human Capital***

BA Hons (Employment Relations), University of Johannesburg; BTech, Human Resources, Peninsula Technikon; Human Resources Executive Program, University of Michigan

Themba Nkosi was appointed on 1 August 2016. He has more than 20 years' experience in human resources, corporate affairs, communication and stakeholder engagement. Prior to joining Sibanye-Stillwater, he was Head: Human Resources, Transformation and Corporate Communications at ArcelorMittal S.A. from March 2015. He previously occupied several senior management positions at ArcelorMittal S.A. (from June 2009 to June 2016) and Human Resources Director for Sub-Saharan Africa at the PepsiCo Group (from April 2004 to March 2009).

***Wayne Robinson (54) (South African) – Chief Operating Officer: SA Region***

BSc (Mechanical Engineering), University of Natal; BSc (Mining Engineering), University of the Witwatersrand; PrEng; South African Mine Manager's Certificate of Competency (Metalliferous); South African Mechanical Engineer's Certificate of Competency

Wayne Robinson has previously served as Divisional CEO: Gold and Uranium and as Senior Vice-President: Underground Operations – Beatrix and Cooke. Wayne has worked in the South African gold and platinum mining sectors for more than 25 years with experience in underground mine management. Prior to joining Sibanye-Stillwater, he was the Executive Vice-President of Cooke Operations and served on Gold One International Limited's Executive Committee from 2012 to 2014. He held senior management positions at Eastern Platinum Limited from 2006 to 2012, at Richards Bay Minerals, from 2005 to 2006 and at Gold Fields Limited, after qualifying as a mechanical and mining engineer.

***Richard Stewart (41) (South African) – Executive Vice-President: Business Development***

BSc (Hons), PhD (Geology), University of the Witwatersrand, MBA; Warwick Business School (UK); PrSciNat

Richard Stewart has over 17 years' experience in South Africa's geological and mining industries, and is a Fellow of the Geological Society of South Africa. Prior to joining Sibanye-Stillwater in 2014, he served on the Gold One International Limited Executive Committee (from August 2009 to April 2014) as Executive Vice-President: Technical Services and was also CEO of Goliath Gold Limited (from January 2013 to April 2014). Prior to that he held management positions at the Council for Scientific and Industrial Research Mining Technology division, Shango Solutions (where he remains a director), Uranium One Incorporated and was an Investment Consultant for African Global Capital Proprietary Limited.

***Robert van Niekerk (52) (South African) – Executive Vice-President: SA Region***

National Higher Diploma (Metalliferous Mining), Technikon Witwatersrand; BSc (Mining Engineering), University of the Witwatersrand; South African Mine Manager's Certificate of Competency

Robert van Niekerk was recently appointed to this position in November 2016 after serving as Executive Vice-President: Organisational Effectiveness from January 2016 and Senior Vice-President: Organisational Effectiveness from February 2013. Prior to joining Sibanye-Stillwater (in February 2013), he was the Senior Vice-President and Group Technical Head of Mining at Gold Fields Limited from November 2011. He previously occupied several senior operational and executive management positions at Harmony Gold Mining Company Limited, Anglo American Platinum Limited, Uranium One Incorporated and Gold One International Limited. Robert began his mining career in 1982 at Barlows as a Learner Official and progressed through the ranks at a number of South African underground and surface mining operations.

**Share Ownership of Directors and Prescribed Officers**

The following sets forth, to the knowledge of Sibanye-Stillwater's management, the direct beneficial interests in Sibanye-Stillwater Shares owned by the Directors, prescribed officers, and their associates as at 31 December 2016 and in respect of any Director who resigned during the 18-month period preceding 31 December 2016. Also set out below are the Directors' and prescribed officers' holdings as at the Last Practicable Date, showing the changes since 31 December 2016. To the best knowledge of Sibanye-Stillwater, none of the individuals hold any indirect beneficial interests.

	Number of Shares as at the Last Practicable Date	%	Number of Shares as at 31 December 2016	%	% Change from 31 December to the Last Practicable Date
<b>Executive Directors</b>					
Neal Froneman	3,290,372	0.15	804,402	0.09	309
Charl Keyter	1,189,261	0.05	469,954	0.05	153
<b>Non-executive Directors</b>					
Sello Moloko	107,245	–	46,000	–	133
Timothy Cumming	102	–	100	–	2
Barry Davison	1,507,414	0.07	500,000	0.05	201
Richard Menell	104,448	–	44,800	–	133
Keith Rayner	66,339	–	45,000	–	47
Susan van der Merwe	988	–	424	–	133
Chris Chadwick <sup>(1)</sup>	N/A	N/A	88	–	N/A
<b>Prescribed Officers</b>					
Hartley Dikgale	456,481	0.02	172,215	0.02	170
Themba Nkosi	39,412	–	367	–	10,639
Wayne Robinson	5,345	–	0	–	N/M
Richard Stewart	102,971	–	12,854	–	701
Robert van Niekerk	165,407	0.01	0	–	N/M

**Note:**

(1) Chris Chadwick resigned as director on 23 May 2017.

**Directors' interests in transactions**

None of the Directors or prescribed officers of Sibanye-Stillwater or any major Sibanye-Stillwater Shareholder or other companies in the Sibanye-Stillwater Group or, to the knowledge of Sibanye-Stillwater's management, their families, or any Director which has resigned in the previous 18 months, had any interest, direct or indirect, in any transaction effected by the Company during the last three financial years or during any earlier financial year.

The remuneration and the benefits of the Directors, prescribed officers and senior management will not be varied as a result of the Transaction.

**8. SHARE CAPITAL**

As at the Last Practicable Date, Sibanye-Stillwater had issued share capital of 2,168,648,697 Shares (30 June 2017: 2,125,844,078 and 31 December 2016: 929,004,342) of the 10,000,000,000 Shares that are authorised. All the Sibanye-Stillwater Shares rank *pari passu* in all respects, there being no conversion or exchange rights attached thereto, and all of the Sibanye-Stillwater Shares will have equal rights to participate in capital, dividend and profit distributions by the Company. There are currently no treasury shares within the Group. As at 30 June 2017, the value of the stated capital account was R34.7 billion (31 December 2016: R21.7 billion).

**9. LITIGATION STATEMENT**

**Occupational Healthcare Services**

***Class and individual actions***

During 2012 and 2014, two court applications were served on Sibanye-Stillwater and its subsidiaries (as well as other mining companies) by various applicants purporting to represent classes of mine workers (and where deceased, their dependents) who were previously employed by or who are employees of, among others, Sibanye-Stillwater (formerly Gold Fields International Mining SA, also known as "GFIMSA" and now as Sibanye-Stillwater) or any of its subsidiaries and who allegedly contracted silicosis and/or tuberculosis.

The applications requested the court to certify a class action to be instituted by the applicants on behalf of the classes of affected people. According to the applicants, these are the first and preliminary steps in a process, where, if the court were to certify the class action, the applicants will in the second stage bring an action to hold Sibanye-Stillwater and other mining companies liable for silicosis and/or tuberculosis and the resultant consequences. In the second stage, the applicants contemplate dealing with what the applicants describe as common legal and factual issues regarding the claims arising from the whole of the classes. If the applicants are successful in the second stage, they contemplate that individual members of the classes will be able to later submit individual claims for damages against Sibanye-Stillwater and the other mining companies. These applications do not identify the number of claims that could be instituted against Sibanye-Stillwater, the other defendant mining companies or the quantum of damages the applicants may seek. Sibanye-Stillwater has opposed the applications. The two class actions were consolidated into one application on 17 October 2014. The consolidated application requested the court to allow the class actions to be certified.

On 13 May 2016, the High Court ordered, among other things: (1) the certification of two classes: (a) a silicosis class comprising current and former mine workers who have contracted silicosis and the dependents of mine workers who have died of silicosis; and (b) a tuberculosis class comprising current and former mine workers who have worked on the mines for a period of not less than two years and who have contracted pulmonary tuberculosis and the dependants of deceased mine workers who died of pulmonary tuberculosis; and (2) that the common law be developed to provide that, where a claimant commences suing for general damages and subsequently dies before close of pleadings, the claim for general damages will transmit to the estate of the deceased claimant.

The process of certifying the classes involve two phases: (i) determination of common issues, on an opt-out basis; and (ii) the hearing and determination of individualised issues, on an opt-in basis. In addition, costs were awarded in favour of the claimants. The High Court ruling did not represent a ruling on the merits of the cases brought by the claimants. The amount of damages has not yet been quantified for any of the claimants in the consolidated class application or for any other members of the classes.

Sibanye-Stillwater and the other respondents believed that the judgement addressed a number of highly complex and important issues, including a far-reaching amendment of the common law, that have not previously been considered by other courts in South Africa. The High Court itself found that the scope and magnitude of the proposed claims is unprecedented in South Africa and that the class action would address novel and complex issues of fact and law. The respondents applied for leave to appeal against the judgement because they believed that the court's ruling on some of these issues is incorrect and that another court may come to a different decision.

On 24 June 2016, the High Court ruled that the defendants: (i) be granted leave to appeal to the Supreme Court of Appeal on the ruling developing the common law in relation to general damages; and (ii) be refused leave to appeal their ruling in relation to the certification of a silicosis class and a tuberculosis class. On 15 July 2016, Sibanye-Stillwater and the other respondents each filed petitions to the Supreme Court of Appeal for leave to appeal against the certification of the two separate classes for silicosis and tuberculosis. In an attempt to shorten any delay due to an appeal process, it is permissible to request that the appeals be dealt with on an expedited basis. On 21 September 2016, the Supreme Court of Appeal granted the respondents leave to appeal against all aspects of the class certification judgement of the High Court delivered in May 2016. The appeal hearing before the Supreme Court of Appeal is scheduled to be heard between 19 and 23 March 2018.

### **Working Group**

The Occupational Lung Disease Working Group (the "**Working Group**") was formed in 2014 to address issues relating to compensation and medical care for occupational lung disease in the South African gold mining industry. The Working Group had extensive engagements with a wide range of stakeholders since its formation, including government, organised labour, other mining companies and the legal representatives of claimants who have filed legal actions against the companies.

The Working Group, made up of African Rainbow Minerals Limited, Anglo American South Africa Limited, AngloGold Ashanti Limited, Gold Fields Limited, Harmony Gold Mining Company Limited and Sibanye-Stillwater, remains of the view that achieving a comprehensive settlement which is both fair to past, present and future employees and sustainable for the sector, is preferable to protracted litigation.

The members of Working Group are among respondent companies in a number of legal proceedings related to occupational lung disease, including the class action referred to above. These companies

do not believe that they are liable in respect of the claims brought, and they are defending these. The companies do, however, believe that they should work together to seek a solution to this South African mining industry legacy issue. The Working Group will continue with its efforts to find common ground with all stakeholders, including government, labour and the claimants' legal representatives.

### ***Obligation recognised***

As a result of the ongoing work of the Working Group and engagements with affected stakeholders since 31 March 2017, it has now become possible for Sibanye-Stillwater to reasonably estimate its share of the estimated cost in relation to the Working Group of a possible settlement of the class action claims and related costs. As a result, Sibanye-Stillwater has provided an amount of R1.1 billion for this obligation in the statement of financial position as at 30 June 2017. The nominal value of this provision is R1.5 billion. The ultimate outcome of these matters remains uncertain, with a possible failure to reach a settlement or to obtain the requisite court approval for a potential settlement. The provision is consequently subject to adjustment in the future, depending on the progress of the Working Group discussions, stakeholder engagements and the ongoing legal proceedings.

With the exception of the matters described above, there are no other legal or arbitration proceedings relating to Sibanye-Stillwater including proceedings that are pending or threatened, of which Sibanye-Stillwater is aware, that may have or have had in the recent past, being at least the previous 12 months, a material effect on the Sibanye-Stillwater Group's financial position.

## **10. OPINION AND RECOMMENDATIONS**

The Directors unanimously recommend that Sibanye-Stillwater Shareholders vote in favour of the Ordinary Resolution at the General Meeting. Each of the Directors who holds Sibanye-Stillwater Shares intends to vote their Sibanye-Stillwater Shares in favour of the Ordinary Resolution at the General Meeting.

## **11. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors, whose names are set out in the "Corporate Information and Advisors" section of this Circular, individually and collectively accept full responsibility for the accuracy of the information given and certify that, to the best of their knowledge and belief, no facts have been omitted that would make any statement in this Circular false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this Circular contains all information required by law and the JSE Listings Requirements.

## **12. CONSENTS**

ENSafrica Inc., J.P. Morgan Equities South Africa Proprietary Limited, Linklaters LLP, Qinisele Resources Proprietary Limited, BNYM and the Transfer Secretaries have consented in writing to act in their capacities stated and to their names being stated in this Circular and none of the aforementioned have withdrawn their consent prior to the publication of this Circular.

KPMG Inc. has given and has not withdrawn its written consent to the issue of this Circular, containing its reporting accountant's reports in the form and context in which it appears.

## **13. CONFLICTS**

J.P. Morgan Equities South Africa Proprietary Limited fulfils the functions of sponsor to the Company. In addition, the J.P. Morgan Group is one of many funders to the Company (less than 10% of the Company's borrowings). The J.P. Morgan Group is a full services securities firm and commercial bank and may potentially provide underwriting and/or other investment banking services to the Company in the future. It is J.P. Morgan's opinion that the performance of these functions do not represent a conflict of interest for J.P. Morgan, nor do they impair J.P. Morgan's independence from the Company or its objectivity in its professional dealings with the Company or in relation to the matters contemplated in this Circular.

## **14. NOTICE OF GENERAL MEETING**

The General Meeting will be held at Sibanye-Stillwater Academy, Rietkloof 349, Glenharvie, 1786, South Africa at 09:00 (South African time) on Monday, 4 December 2017 in order for Sibanye-Stillwater Shareholders to consider and, if deemed fit, pass the Ordinary Resolution.

## 15. ACTION TO BE TAKEN BY SIBANYE-STILLWATER SHAREHOLDERS

Sibanye-Stillwater Shareholders are referred to the “*ACTION REQUIRED BY SIBANYE-STILLWATER SHAREHOLDERS*” section of this Circular on page 3 for detailed instructions.

A form of proxy is attached for the convenience of Certificated and own-name Dematerialised Sibanye-Stillwater Shareholders who are unable to attend the General Meeting, but who wish to be represented thereat. In order to ensure validity, duly completed forms of proxy must be returned to the Transfer Secretaries, to reach them by no later than 09:00 (South African time) on Thursday, 30 November 2017. Shareholders who have not delivered their proxy forms by the aforementioned date will nevertheless be entitled to lodge their proxy forms with the chairman of the General Meeting immediately prior to commencement of the voting at the General Meeting.

The CSDP or broker, as the case may be, of Dematerialised Sibanye-Stillwater Shareholders other than those with own-name registration, should contact such Dematerialised Sibanye-Stillwater Shareholders to ascertain how they wish their votes to be cast at the General Meeting and thereafter cast their votes in accordance with their instructions. If such Dematerialised Sibanye-Stillwater Shareholders have not been contacted, it is recommended that they contact their CSDP or broker, as the case may be, to advise them as to how they wish their vote to be cast.

Dematerialised Sibanye-Stillwater Shareholders, other than those with own-name registration, who wish to attend the General Meeting and vote at it, must request a letter of representation from their CSDP or broker, as the case may be.

## 16. HOLDERS OF SIBANYE-STILLWATER'S ADRs

ADR holders are not required to be treated as holders of Shares and do not have the rights of holders of Shares. The Company, BNYM and the holders of ADRs are parties to the deposit agreement, which is governed by New York State law.

The Company has informed BNYM of the record dates and the General Meeting. BNYM, as depositary, registers and delivers ADRs. The Company is requesting BNYM, which holds the Shares underlying the ADRs, to seek the ADR holders' instructions for the General Meeting. As a result, ADR holders may instruct the depositary to vote the Shares underlying their own ADRs. **The depositary establishes the ADR record date. The depositary has set the ADR record date for the General Meeting as Friday, 10 November 2017.**

Because the Company has asked BNYM to seek ADR holders' instructions, **BNYM will notify ADR holders of the upcoming vote and arrange to deliver the Company's voting materials and form of notice to them. The ADR holders will need to duly complete the voting materials according to the instruction contained therein, and return them to BNYM before 12:00 Eastern Standard Time on Tuesday, 28 November 2017.** BNYM then tries, as far as practicable, subject to South African law and the terms of the depositary agreement, to vote the Shares as the ADR holders instruct. If ADR holders do not instruct BNYM to vote the Shares underlying their ADRs, BNYM may under certain circumstances give a discretionary proxy to a person designated by the Company to vote deposited Shares. The Company cannot guarantee that ADR holders will receive this proxy material from BNYM in time to permit them to instruct BNYM to vote the Shares underlying their ADRs. In addition, there may be other circumstances in which ADR holders may not be able to exercise voting rights. Furthermore, ADR holders can exercise their right to vote the Shares underlying their ADRs by surrendering their ADRs to BNYM in order to withdraw the Shares.

Any ADR holders who wish to participate in the General Meeting will need to surrender their ADRs to BNYM, withdraw the underlying Shares from the custodian bank and be registered in the Register prior to the Record Date of Friday, 24 November 2017. ADR holders should note that BNYM may charge a fee for the surrender of your ADRs and the delivery of the underlying Shares. The amount of any such charge should be confirmed directly with BNYM.

## 17. FEES

It is estimated that the total expenses which have been incurred by Sibanye-Stillwater or that are expected to be incurred by Sibanye-Stillwater relating to the Transaction will amount to approximately R470,000 (excluding VAT). Payment will be made to the following parties according to the amounts indicated.

<b>Paid/Payable to</b>	<b>Nature of expense</b>	<b>(R)</b>
JP Morgan	Transaction sponsor fees	100,000
Ince Proprietary Limited	Circular printing and posting	200,000
JSE	Documentation fees	20,000
KPMG Inc.	Independent reporting accountant	100,000
Miscellaneous		50,000
<b>Total</b>		<b>470,000</b>

Except as disclosed above, there have been no preliminary expenses incurred within the preceding three years.

## 18. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, or copies thereof, will be available for inspection at the office of the Company Secretary during normal business hours at the registered office of Sibanye-Stillwater, at Constantia Office Park, Cnr 14th Avenue and Hendrik Potgieter Road, Bridgeview House, Ground Floor, Weltevreden Park, 1709, from the date of this Circular up to and including Monday, 4 December 2017:

- material contracts as set out in “*Annexure 9 – Material Contracts*” of the Category 1 Sibanye-Stillwater circular dated 20 March 2017 regarding the acquisition of Stillwater;
- the independent reporting accountant’s report on the *pro forma* financial information as set out in “*Annexure 2 – Independent Reporting Accountant’s Report On the Compilation Of Pro Forma Financial Information*”;
- a copy of Sibanye-Stillwater’s annual results for the years ended 31 December 2016, 2015, and 2014;
- a copy of Sibanye-Stillwater’s reviewed condensed consolidated interim results for the six months ended 30 June 2017;
- a signed copy of this Circular (available in English only);
- latest competent persons reports on the Company’s assets, where available, and/or the Company’s latest Mineral Resources and Reserve Statement;
- a copy of each of the Convertible Bond Documents; and
- the letters of consent referred to in *paragraph 12* above.

By order of the Board

### **Sibanye Gold Limited**

**Mr Cain Farrel**

*Company Secretary*

Westonaria  
South Africa

26 October 2017

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## PRO FORMA FINANCIAL INFORMATION

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### Basis of preparation

The definitions and interpretations commencing on page 7 of the Circular have been used throughout this *Annexure 1* (unless specifically defined where used or the context indicates a contrary intention).

The *pro forma* financial information of Sibanye-Stillwater ("**Pro Forma Financial Information**") has been prepared for illustrative purposes only and because of its nature may not fairly present Sibanye-Stillwater's financial position, changes in equity and results of operations, post the implementation of:

- the partial settlement of the Stillwater Bridge Facility, amounting to US\$218.2 million (or R2,849.7 million at the exchange rate as at 30 June 2017 of R13.06/US\$), out of existing cash resources ("**Initial Settlement**");
- issue of the Convertible Bonds and use of the proceeds to settle the remaining portion of the Stillwater Bridge Facility and the Revolving Credit Facility ("**RCF**") (drawn for working capital requirements), amounting to US\$361.2 million (or R4,716.9 million) (collectively "**Second Settlement**"); and
- the Specific Issue.

The *pro forma* financial effects of the Initial Settlement have been included as this is a material stage in the restructuring of the debt used to fund the acquisition of Stillwater.

The Initial Settlement and the Second Settlement are collectively referred to as the "**Settlement of the Stillwater Bridge Facility**", and the Initial Settlement, Second Settlement and Specific Issue are collectively referred to as the "**Pro Forma Adjustments**" for the purpose of this *Annexure 1*.

The *Pro Forma* Financial Information is based on the interim financial information of Sibanye-Stillwater as at and for the six months ended 30 June 2017.

The *Pro Forma* Financial Information has been prepared to illustrate the impact of the *Pro Forma* Adjustments on the interim financial information of Sibanye-Stillwater on the assumption that the *Pro Forma* Adjustments occurred on 1 January 2017 (and it should be noted that adjustments relating to actual and *pro forma* interest have been prepared based on the date of initial draw down of the Stillwater Bridge Facility and date from which actual interest on the Stillwater Bridge Facility was incurred, being 4 May 2017) for the statement of profit or loss and other comprehensive income and on 30 June 2017 for the statement of financial position purposes.

The *Pro Forma* Financial Information has been prepared using the accounting policies of Sibanye-Stillwater which comply with IFRS and are consistent with those applied in the interim financial information and consolidated annual financial statements as at and for the year ended 31 December 2016.

The *Pro Forma* Financial Information is prepared by management and is the responsibility of the Board.

KPMG Inc.'s independent reporting accountant's report on the *Pro Forma* Financial Information is set out in *Annexure 2* to this Circular.



**Pro forma consolidated statement of profit or loss and other comprehensive income**

	<b>Before the Settlement of the Stillwater Bridge Facility and the Specific Issue<sup>(1)</sup></b>	<b>Settlement of the Stillwater Bridge Facility<sup>(2)</sup></b>	<b>After the Settlement of the Stillwater Bridge facility<sup>(9)</sup></b>	<b>Specific Issue (on conver- sion)<sup>(10)</sup></b>	<b>After the Settlement of the Stillwater Bridge Facility and the Specific Issue<sup>(17)</sup></b>
<i>Figures are in SA rand millions unless otherwise stated</i>					
Revenue	19,219.2	–	19,219.2	–	19,219.2
Operating costs	(15,986.7)	–	(15,986.7)	–	(15,986.7)
<b>Operating profit</b>	<b>3,232.5</b>	<b>–</b>	<b>3,232.5</b>	<b>–</b>	<b>3,232.5</b>
Amortisation and depreciation	(2,496.7)	–	(2,496.7)	–	(2,496.7)
<b>Net operating profit</b>	<b>735.8</b>	<b>–</b>	<b>735.8</b>	<b>–</b>	<b>735.8</b>
Interest income	194.8	–	194.8	–	194.8
Finance expense	(1,439.6)	8.2 <sup>(3)</sup>	(1,431.4)	49.7 <sup>(11)</sup>	(1,381.7)
Share-based payments	(116.2)	–	(116.2)	–	(116.2)
Loss on financial instruments	(261.3)	– <sup>(4)</sup>	(261.3)	–	(261.3)
Gain on foreign exchange differences	334.6	(181.6) <sup>(5)</sup>	153.0	7.8 <sup>(12)</sup>	160.9
Share of results of equity-accounted investees after tax	98.1	–	98.1	–	98.1
Other income	125.7	–	125.7	–	125.7
Other costs	(323.8)	–	(323.8)	–	(323.8)
Impairments	(2,796.0)	–	(2,796.0)	–	(2,796.0)
Gain on disposal of property, plant and equipment	30.5	–	30.5	–	30.5
Occupational healthcare expense	(1,077.2)	–	(1,077.2)	–	(1,077.2)
Restructuring costs	(148.0)	–	(148.0)	–	(148.0)
Transaction costs	(401.6)	(21.2) <sup>(6)</sup>	(422.8)	(0.5) <sup>(13)</sup>	(423.3)
<b>Loss before royalties and tax</b>	<b>(5,044.2)</b>	<b>(194.6)</b>	<b>(5,238.8)</b>	<b>57.0</b>	<b>(5,181.7)</b>
Royalties	(172.9)	–	(172.9)	–	(172.9)
<b>Loss before tax</b>	<b>(5,217.1)</b>	<b>(194.6)</b>	<b>(5,411.7)</b>	<b>57.0</b>	<b>(5,354.6)</b>
Mining and income tax					
– Current tax	(38.9)	75.8 <sup>(7)</sup>	36.9	(20.7) <sup>(14)</sup>	16.2
– Deferred tax	453.3	(21.7) <sup>(8)</sup>	431.6	21.7 <sup>(15)</sup>	453.3
<b>Loss for the period</b>	<b>(4,802.7)</b>	<b>(140.5)</b>	<b>(4,943.2)</b>	<b>58.0</b>	<b>(4,885.1)</b>
Loss for the period attributable to:					
– Owners of Sibanye-Stillwater	(4,803.7)	(140.5)	(4,944.2)	58.0	(4,886.1)
– Non-controlling interests	1.0	–	1.0	–	1.0
<b>Other comprehensive income</b>					
Loss for the period	(4,802.7)	(140.5)	(4,943.2)	58.0	(4,885.1)
Other comprehensive income, net of tax					
– Foreign currency translation adjustments	(113.3)	–	(113.3)	–	(113.3)
– Mark to market valuation	5.8	–	5.8	–	5.8
<b>Total comprehensive income</b>	<b>(4,910.2)</b>	<b>(140.5)</b>	<b>(5,050.7)</b>	<b>58.0</b>	<b>(4,992.6)</b>
Other comprehensive income, net of tax, attributable to:					
– Owners of Sibanye-Stillwater	(4,911.2)	(140.5)	(5,051.7)	58.0	(4,993.6)
– Non-controlling interests	1.0	–	1.0	–	1.0

	<b>Before the Settlement of the Stillwater Bridge Facility and the Specific Issue<sup>(1)</sup></b>	<b>Settlement of the Stillwater Bridge Facility<sup>(2)</sup></b>	<b>After the Settlement of the Stillwater Bridge facility<sup>(9)</sup></b>	<b>Specific Issue (on conver- sion)<sup>(10)</sup></b>	<b>After the Settlement of the Stillwater Bridge Facility and the Specific Issue<sup>(17)</sup></b>
<i>Figures are in SA rand millions unless otherwise stated</i>					
<b>Earnings per share (cents)</b>					
– EPS	(324)	–	(333)	–	(261)
– Diluted EPS	(324)	–	(333)	–	(261)
– HEPS	(147)	–	(156)	–	(121)
– Diluted HEPS	(147)	–	(156)	–	(121)
Weighted average number of shares ('000)	1,484,879	–	1,484 879	385,000 <sup>(16)</sup>	1,869,879
Diluted weighted average number of shares ('000)	1,484,879	–	1,484 879	385,000 <sup>(16)</sup>	1,869,879
<b>Reconciliation of headline earnings with loss for the period</b>					
Loss attributable to owners of Sibanye-Stillwater	(4,803.7)	(140.5)	(4,944.2)	58.0	(4,886.1)
Gain on disposal of property, plant and equipment	(30.5)	–	(30.5)	–	(30.5)
Impairments	2,796.0	–	2,796.0	–	2,796.0
Tax effect of remeasurement items	(143.6)	–	(143.6)	–	(143.6)
<b>Headline earnings</b>	<b>(2,181.8)</b>	<b>(140.5)</b>	<b>(2,322.3)</b>	<b>58.0</b>	<b>(2,264.2)</b>

**Notes:**

- (1) The “Before the Settlement of the Stillwater Bridge Facility and the Specific Issue” financial information is based on Sibanye-Stillwater’s reviewed condensed consolidated interim income statement and statement of other comprehensive income for the six months ended 30 June 2017.
- (2) The “Settlement of the Stillwater Bridge Facility” column illustrates the impact on the consolidated statement of profit or loss and other comprehensive income for the six months ended 30 June 2017 of the Settlement of the Stillwater Bridge Facility.
- (3) Finance expense has been adjusted to:
  - (i) exclude the actual interest expense, of R20.0 million for the period from 4 May 2017 (which is the date of the initial draw down of the Stillwater Bridge Facility) to 30 June 2017, which related to the Initial Settlement;
  - (ii) exclude the actual interest expense of R37.9 million for the period 4 May 2017 (which is the date of the initial draw down of the Stillwater Bridge Facility) to 30 June 2017, which related to the Second Settlement; and
  - (iii) account for the *pro forma* interest expense of R49.7 million relating to the Convertible Bonds issued to refinance the outstanding portion of the Stillwater Bridge Facility on the assumption that the Convertible Bonds were issued on 4 May 2017.
 These adjustments will have a continuing effect on the *pro forma* statement of profit or loss and other comprehensive income.
- (4) As detailed in note (3) to the *pro forma* statement of financial position, the derivative financial liability recognised at inception of the issue of the Convertible Bonds is measured at fair value and marked-to-marked at each reporting date. The fair value of the derivative financial liability at inception is calculated using the Reference Share Price of US\$1.2281, being the VWAP of a Share on the JSE from the launch to the pricing of the Convertible Bonds on 19 September 2017, converted at the Fixed Exchange Rate (of R13.3124/US\$). There is no fair value adjustment on initial recognition. The fair value of the derivative financial liability at the Last Practicable Date has not changed materially.
- (5) Gain on foreign exchange differences has been adjusted to:
  - (i) exclude the actual gain on foreign exchange differences of R126.6 million, which related to the Initial Settlement and R47.2 million, which related to the Second Settlement, both of which are assumed to have been settled on 4 May 2017; and
  - (ii) account for the *pro forma* gain on foreign exchange differences of R201.7 million relating to the Convertible Bonds and *pro forma* loss on foreign exchange differences of R209.5 million relating to an inter-group loan to Stillwater Mining Company, which are assumed to have been issued on 4 May 2017.
 These adjustments will have a continuing effect on the *pro forma* statement of profit or loss and other comprehensive income.
- (6) The *pro rata* transaction costs of R21.2 million attributable to the derivative financial liability have been expensed. This adjustment will not have a continuing effect on the *pro forma* statement of profit or loss and other comprehensive income.

- (7) Current tax has been adjusted to:
- (i) exclude tax of R7.5 million and R13.8 million relating to the reversal of the interest expense detailed in note 3(i) and (ii) above, and R35.4 million and R13.2 million relating to the reversal of the gain on foreign exchange differences detailed in note 5(i) above; and
  - (ii) account for the *pro forma* tax of R18.7 million on the interest expense detailed in note 3(iii) above, and R56.5 million on gain on foreign exchange differences relating to the Convertible Bonds and R58.7 million on loss on foreign exchange differences relating to the inter-group loan to Stillwater Mining Company detailed in note 5(ii) above.

These adjustments will have a continuing effect on the *pro forma* statement of profit or loss and other comprehensive income.

Current tax has been further adjusted to account for tax of R27.6 million on the transaction costs to the Convertible Bonds issued detailed in note (2) to the *pro forma* statement of financial position and note (6) above. This adjustment will not have a continuing effect on the *pro forma* statement of profit or loss and other comprehensive income.

- (8) Deferred tax has been adjusted to account for tax on the *pro rata* transaction costs attributable to the financial liability. This adjustment will have a continuing effect on the *pro forma* statement of profit or loss and other comprehensive income.
- (9) The "After the Settlement of the Stillwater Bridge Facility" column illustrates the impact on the consolidated statement of profit or loss and other comprehensive income for the period ended 30 June 2017 after the Settlement of the Stillwater Bridge Facility.
- (10) The "Specific Issue (on conversion)" column illustrates the impact on the consolidated statement of profit or loss and other comprehensive income for the six months ended 30 June 2017 of the Settlement of the Stillwater Bridge Facility and the Specific Issue.
- (11) Finance expense has been adjusted to exclude the *pro forma* interest expense relating to the Convertible Bonds on the assumption that the right of conversion was exercised and the Convertible Bonds have been settled through the issue of Sibanye-Stillwater Shares on 4 May 2017. This adjustment will have a continuing effect on the *pro forma* statement of profit or loss and other comprehensive income.
- (12) Gain on foreign exchange differences has been adjusted to exclude the *pro forma* gain on foreign exchange differences relating to the Convertible Bonds and *pro forma* loss on foreign exchange differences relating to the inter-group loan to Stillwater Mining Company on the assumption that the Specific Issue occurred on 4 May 2017. This adjustment will have a continuing effect on the *pro forma* statement of profit or loss and other comprehensive income.
- (13) Transaction costs directly attributable to the Shareholder approval for the Specific Issue have been expensed. This adjustment will not have a continuing effect on the *pro forma* statement of profit or loss and other comprehensive income.
- (14) Current tax has been adjusted to exclude tax on the *pro forma* interest expense, gain on foreign exchange differences relating to the Convertible Bonds and loss on foreign exchange differences relating to the inter-group loan to Stillwater Mining Company, on the assumption that the Specific Issue occurred on 4 May 2017. This adjustment will have a continuing effect on the *pro forma* statement of profit or loss and other comprehensive income.

Current tax has been further adjusted to account for the *pro forma* tax on the transaction costs directly attributable to the Shareholder approval for the Specific Issue. This adjustment will not have a continuing effect on the *pro forma* statement of profit or loss and other comprehensive income.

- (15) Deferred tax has been adjusted to exclude the *pro forma* tax on the *pro rata* transaction costs attributable to the financial liability. This adjustment will have a continuing effect on the *pro forma* statement of profit or loss and other comprehensive income.
- (16) The maximum number of Shares to be issued in terms of the Specific Issue will be 385,000,000 Shares. The weighted average number of shares has been adjusted for the Shares assumed to have been issued on 1 January 2017.
- (17) The "After the Settlement of the Stillwater Bridge Facility and the Specific Issue" financial information illustrates the impact on the consolidated statement of profit and loss and other comprehensive income for the six months ended 30 June 2017 after the Settlement of the Stillwater Bridge Facility and the Specific Issue.

**Pro forma statement of financial position**

	<b>Before the Settlement of the Stillwater Bridge Facility and the Specific Issue<sup>(1)</sup></b>	<b>Settlement of the Stillwater Bridge Facility<sup>(2)</sup></b>	<b>After the Settlement of the Stillwater Bridge facility<sup>(6)</sup></b>	<b>Specific Issue (on conver- sion)<sup>(7)</sup></b>	<b>After the Settlement of the Stillwater Bridge Facility and the Specific Issue<sup>(13)</sup></b>
<i>Figures are in SA rand millions unless otherwise stated</i>					
<b>Assets</b>					
Property, plant and equipment	54,501.9	–	54,501.9	–	54,501.9
Goodwill	6,732.9	–	6,732.9	–	6,732.9
Equity-accounted investments	2,164.0	–	2,164.0	–	2,164.0
Environmental rehabilitation obligation funds	3,225.0	–	3,225.0	–	3,225.0
Other receivables	455.1	–	455.1	–	455.1
Deferred tax assets	184.2	–	184.2	–	184.2
<b>Non-current assets</b>	<b>67,263.1</b>	<b>–</b>	<b>67,263.1</b>	<b>–</b>	<b>67,263.1</b>
Inventories	2,962.0	–	2,962.0	–	2,962.0
Trade and other receivables	5,164.5	–	5,164.5	–	5,164.5
Other receivables	313.2	–	313.2	–	313.2
Tax receivable	365.0	5.7 <sup>(4)</sup>	370.7	0.1 <sup>(10)</sup>	370.8
Cash and cash equivalents	6,523.2	(2,849.7) <sup>(2)</sup>	3,673.5	(0.5) <sup>(8)</sup>	3,673.0
<b>Current assets</b>	<b>15,327.9</b>	<b>(2,844.0)</b>	<b>12,483.9</b>	<b>(0.4)</b>	<b>12,483.5</b>
<b>Total assets</b>	<b>82,591.0</b>	<b>(2,844.0)</b>	<b>79,747.0</b>	<b>(0.4)</b>	<b>79,746.6</b>
<b>Equity and liabilities</b>					
Stated share capital	34,697.1	–	34,697.1	5,799.4 <sup>(7)</sup>	40,496.5
Other reserves	2,974.6	–	2,974.6	–	2,974.6
Accumulated loss	(13,395.6)	(15.3) <sup>(3)</sup>	(13,410.9)	21.3 <sup>(9)</sup>	(13,389.6)
Non-controlling interests	16.7	–	16.7	–	16.7
<b>Total equity</b>	<b>24,292.8</b>	<b>(15.3)</b>	<b>24,277.5</b>	<b>5,820.7</b>	<b>30,098.2</b>
<b>Liabilities</b>					
Borrowings	22,636.7	3,477.9 <sup>(2)</sup>	26,114.6	(4,539.2) <sup>(7)</sup>	21,575.4
Environmental rehabilitation obligation	4,529.0	–	4,529.0	–	4,529.0
Post-retirement healthcare obligation	16.4	–	16.4	–	16.4
Occupational healthcare obligation	987.9	–	987.9	–	987.9
Share-based payment obligations	291.8	–	291.8	–	291.8
Derivative financial liability	–	1,260.2 <sup>(2)</sup>	1,260.2	(1,260.2) <sup>(7)</sup>	–
Other payables	3,252.0	–	3,252.0	–	3,252.0
Deferred tax liabilities	11,739.4	21.7 <sup>(5)</sup>	11,761.1	(21.7) <sup>(11)</sup>	11,739.4
<b>Non-current liabilities</b>	<b>43,453.2</b>	<b>4,759.8</b>	<b>48,213.0</b>	<b>(5,821.1)</b>	<b>42,391.9</b>
Borrowings	7,571.8	(7,566.6) <sup>(2)</sup>	5.2	–	5.2
Occupational healthcare obligation	89.3	–	89.3	–	89.3
Share-based payment obligations	8.9	–	8.9	–	8.9
Trade and other payables	7,153.1	–	7,153.1	–	7,153.1
Tax and royalties payable	21.9	(21.9) <sup>(4)</sup>	–	–	–
<b>Current liabilities</b>	<b>14,845.0</b>	<b>(7,588.5)</b>	<b>7,256.5</b>	<b>–</b>	<b>7,256.5</b>
<b>Total equity and liabilities</b>	<b>82,591.0</b>	<b>(2,844.0)</b>	<b>79,747.0</b>	<b>(0.4)</b>	<b>79,746.6</b>
NAV per share (cents)	1,143	–	1,142	–	1,199
TNAV per share (cents)	826	–	825	–	931
Shares in issue as at 30 June 2017 ('000)	2,125,844	–	2,125,844	385,000 <sup>(12)</sup>	2,510,844

**Notes:**

- (1) The "Before the Settlement of the Stillwater Bridge Facility and the Specific Issue" financial information is based on Sibanye-Stillwater's reviewed condensed consolidated interim statement of financial position as at 30 June 2017.
- (2) The "Settlement of the Stillwater Bridge Facility" column illustrates the impact on the consolidated statement of financial position as at 30 June 2017 of the Settlement of Stillwater Bridge Facility.

The Stillwater Bridge Facility is settled in two steps as follows:

1. The Initial Settlement of US\$218.2 million (or R2,849.7 million at the exchange rate as at 30 June 2017 of R13.06/US\$) from existing cash resources (which was repaid on 21 July 2017).
2. The Second Settlement of US\$361.2 million (or R4,716.9 million) was refinanced by applying the proceeds of the Convertible Bonds.

Cash and cash equivalents has been adjusted to account for the Initial Settlement (of R2,849.7 million) from existing cash resources.

Current borrowings has been adjusted to account for:

- The Initial Settlement (of R2,849.7 million) from existing cash resources; and
- The Second Settlement (of R4,716.9 million) by applying the proceeds of the Convertible Bonds.

Non-current borrowings has been adjusted to account for the:

- Initial recognition of the Convertible Bonds issued; and
- Repayment of other US dollar borrowings by R1,061.3 million by applying the balance of the proceeds of the issue of the Convertible Bonds less transaction costs of R98.8 million and the Second Settlement of R4,716.9 million.

On initial recognition, the Convertible Bonds are cash-settled instruments. These instruments are accounted for as follows:

- a financial liability at amortised cost according to IAS 39 *Financial Instruments: Recognition and Measurement*; and
- a derivative financial liability measured at fair value through profit or loss.

At initial recognition, the derivative financial liability is valued using option pricing methodologies. The balance of the cash received is classified as a financial liability at amortised cost.

- **Financial liability**

Borrowings are adjusted by R4,539.2 million (being the difference between the proceeds of the Convertible Bonds of R5,877.0 million (US\$450.0 million at the exchange rate as at 30 June 2017 of R13.06/US\$) and the value of the derivative financial liability of R1,260.2 million), less the *pro rata* transaction costs of R77.6 million attributable to the financial liability, resulting in a net adjustment of R4,539.2 million.

Subsequent to initial recognition, the borrowings increase at every reporting period by an effective interest charge that is expensed in the consolidated statement of profit or loss and other comprehensive income.

- **Derivative financial liability**

The derivative financial liability has been valued at R1,260.2 million, based on standard option valuation methodology.

Subsequent to initial recognition, the derivative financial liability is revalued at every reporting period with gains and losses accounted for as part of gain/loss on financial instruments in the consolidated statement of profit or loss and other comprehensive income.

Inputs to the option valuation model performed at inception are set out below:

<b>Input</b>	
Implied volatility	34.4206
Credit spread	425bps
Reference share price	US\$1.2281
Fixed exchange rate	R13.3124/US\$

- (3) Accumulated loss has been adjusted to account for *pro rata* transaction costs of R21.2 million attributable to the derivative financial liability, current tax of R27.6 million on the transaction costs attributable to the Convertible Bonds issued and deferred tax of R21.7 million on the *pro rata* transaction costs attributable to the financial liability.
- (4) Tax and royalties payable, and tax receivable have been adjusted to account for the tax of R27.6 million on the transaction costs attributable to the Convertible Bonds issued.
- (5) Deferred tax liabilities has been adjusted to account for the tax on the *pro rata* transaction costs attributable to the financial liability.
- (6) The "After the Settlement of the Stillwater Bridge Facility" column illustrates the impact on the consolidated statement of financial position as at 30 June 2017 of the Settlement of the Stillwater Bridge Facility (detailed in note (2) above).
- (7) The "Specific Issue (on conversion)" column illustrates the impact on the consolidated statement of financial position as at 30 June 2017 of the Settlement of the Stillwater Bridge Facility and the Specific Issue.
- The Convertible Bonds (and derivative financial liability) are not impacted by the Shareholder approval as the US dollar exposure does not meet the "fixed for fixed" criteria in IAS 32 *Financial Instruments: Presentation*.
- Stated share capital, borrowings and the derivative financial liability have been adjusted to account for the Specific Issue.
- (8) Cash and cash equivalents has been adjusted to account for the payment of transaction costs directly attributable to the Specific Issue.
- (9) Accumulated loss has been adjusted to account the transaction costs, net of tax, directly attributable to the Specific Issue and exclude the deferred tax on the *pro rata* transaction costs attributable to the financial liability.
- (10) Tax receivable has been adjusted to account for the tax on the transaction costs attributable to the Specific Issue.
- (11) Deferred tax liabilities has been adjusted to exclude the tax on the *pro rata* transaction costs attributable to the financial liability.
- (12) The maximum number of Shares to be issued in terms of the Specific Issue will be 385,000,000 Shares.
- (13) The "After the Settlement of the Stillwater Bridge Facility and the Specific Issue" financial information illustrates the impact of the consolidated statement of financial position as at 30 June 2017 of the Settlement of the Stillwater Bridge Facility and the Specific Issue.

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## INDEPENDENT REPORTING ACCOUNTANT'S REPORT ON THE COMPILATION OF PRO FORMA FINANCIAL INFORMATION

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The Directors  
Constantia Office Park  
Cnr 14th Avenue and Hendrik Potgieter Road  
Bridgeview House, Ground Floor  
Weltevreden Park, 1709  
South Africa  
(Private Bag X5, Westonaria, 1780, South Africa)

### INDEPENDENT REPORTING ACCOUNTANT'S REPORT ON THE COMPILATION OF THE PRO FORMA FINANCIAL INFORMATION

The definitions and interpretations commencing on page 7 of the Circular to which this letter is attached apply, *mutatis mutandis*, to this report.

#### Introduction

We have completed our assurance engagement to report on the compilation of the *pro forma* earnings and diluted earnings, headline and diluted headline earnings, net asset value and net tangible asset value per share of Sibanye-Stillwater ("**the Company**"), the *pro forma* statement of financial position of the Company, the *pro forma* statement of profit or loss and other comprehensive income of the Company and the related notes, including a reconciliation showing all of the *pro forma* adjustments to the share capital, reserves and other equity items relating to the Company, (collectively "**Pro forma Financial Information**"). The *Pro forma* Financial Information is set out in *paragraph 6* and *Annexure 1* of the Circular.

The *Pro forma* Financial Information has been compiled by the directors of Company ("**Directors**") to illustrate the impact of the Initial Settlement, Second Settlement and the Specific Issue (collectively the "**Pro Forma Adjustments**") on the Company's financial position as at 30 June 2017 and the Company financial performance for the six months ended 30 June 2017.

As part of this process, the Company's earnings, diluted earnings, headline earnings and diluted headline earnings, net asset value and net tangible asset value per share, statement of profit or loss and other comprehensive income and statement of financial position have been extracted by the Directors from the Company's reviewed condensed consolidated interim financial information included as *Annexure 1* to this Circular ("**Reviewed Financial Information**").

#### Directors' responsibility for the Pro forma Financial Information

The Directors are responsible for compiling the *Pro forma* Financial Information on the basis of the applicable criteria as detailed in paragraphs 8.15 to 8.33 of the Listings Requirements and the SAICA Guide on *Pro forma* Financial Information, revised and issued in September 2014 ("**Applicable Criteria**").

#### Independent reporting accountant's independence and quality control

We have complied with the independence and other ethical requirements of the Code of Professional Conduct for Registered Auditors issued by the Independent Regulatory Board for Auditors ("**IRBA Code**"), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour. The IRBA Code is consistent with the International Ethics Standards Board for Accountants *Code of Ethics for Professional Accountants* (Part A and B).

The firm applies International Standard on Quality Control 1 *Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements* and, accordingly, maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

#### Independent reporting accountant's responsibility

Our responsibility is to express an opinion about whether the *Pro forma* Financial Information of the Company has been compiled, in all material respects, by the Directors on the basis of the Applicable Criteria, based on our procedures performed.

We conducted our engagement in accordance with International Standard on Assurance Engagements (ISAE) 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, issued by the International Auditing and Assurance Standards Board. This standard requires that the reporting accountants comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled, in all material respects, the *Pro forma* Financial Information of the Company on the basis of the Applicable Criteria.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on the Reviewed Financial Information used in compiling the *Pro forma* Financial Information of the Company, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the *Pro forma* Financial Information of Company.

The purpose of the *Pro forma* Financial Information of the Company included in the Circular is solely to illustrate the impact of the *Pro Forma* Adjustments on the Reviewed Financial Information as if the *Pro Forma* Adjustments occurred on 1 January 2017 (and it should be noted that adjustments relating to actual and *pro forma* interest have been prepared based on the date of initial draw down of the Stillwater Bridge Facility and date from which actual interest on the Stillwater Bridge Facility was incurred, being 4 May 2017) for purposes of the *pro forma* earnings, diluted earnings and the *pro forma* statement of profit or loss and other comprehensive income and on 30 June 2017 for purposes of the *pro forma* net asset value and net tangible asset value per share and *pro forma* statement of financial position. Accordingly, we do not provide any assurance that the actual outcome of the *Pro Forma* Adjustments, subsequent to its implementation, will be as presented in the *Pro forma* Financial Information of the Company.

A reasonable assurance engagement to report on whether the *Pro forma* Financial Information of the Company has been properly compiled, in all material respects, on the basis of the Applicable Criteria involves performing procedures to assess whether the Applicable Criteria used by the Directors in the compilation of the *Pro forma* Financial Information of the Company provide a reasonable basis for presenting the significant effects directly attributable to the *Pro Forma* Adjustments and to obtain sufficient appropriate evidence about whether:

- the related *Pro Forma* Adjustments give appropriate effect to the Applicable Criteria; and
- the *Pro Forma* Financial Information of the Company reflects the proper application of those *Pro Forma* Adjustments to the unadjusted Reviewed Financial Information.

The procedures selected depend on the reporting accountant's judgement, having regard to the reporting accountant's understanding of the nature of the Company, the *Pro Forma* Adjustments in respect of which the *Pro forma* Financial Information of the Company has been compiled and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the *Pro forma* Financial Information of the Company.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## **Opinion**

In our opinion, the *Pro forma* Financial Information of the Company has been compiled, in all material respects, on the basis of the Applicable Criteria.

### **KPMG Inc**

*Registered Auditor*  
KPMG Crescent  
85 Empire Road  
Parktown, 2193

### **Henning Opperman**

*Director*

Registered Auditor  
Chartered Accountant (SA)

26 October 2017

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**TRADING DETAILS OF SIBANYE-STILLWATER SHARES**


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	Share price <sup>(1)</sup>		Average daily trading volume <sup>(1)</sup>	Average daily value
	High	Low		
	<i>(R per Share)</i>		<i>(Number of Shares)</i>	<i>(R)</i>
<b>Month ended</b>				
30 September 2016	59.40	44.83	4,655,076	236,759,824
31 October 2016	49.05	35.84	6,806,521	277,743,849
30 November 2016	41.99	28.85	6,234,485	217,217,704
31 December 2016	29.88	21.44	9,769,343	240,868,194
31 January 2017	30.63	24.79	5,717,955	159,716,057
28 February 2017	32.21	25.20	6,781,483	197,147,949
31 March 2017	30.89	23.71	5,812,632	154,603,128
30 April 2017	35.40	26.44	6,894,993	217,957,625
31 May 2017	29.88	15.52	8,750,424	204,002,511
30 June 2017	17.70	14.14	17,459,321	280,539,605
31 July 2017	16.81	14.38	7,547,075	116,899,966
31 August 2017	21.90	16.72	6,939,548	133,261,014
30 September 2017	21.47	14.47	13,651,769	234,687,083



Day ended	Share price <sup>(1)</sup>		Daily trading volume <sup>(1)</sup>	Value
	High	Low	(Number of Shares)	(R)
	(R per Share)			
Tuesday, 24 October 2017	17.12	16.70	6,316,123	106,625,428
Monday, 23 October 2017	17.04	16.60	4,295,803	72,519,461
Friday, 20 October 2017	17.07	16.67	11,212,370	190,299,719
Thursday, 19 October 2017	16.88	16.30	10,659,780	177,272,621
Wednesday, 18 October 2017	16.69	16.17	12,070,070	199,459,741
Tuesday, 17 October 2017	16.55	16.05	17,707,920	288,064,368
Monday, 16 October 2017	16.57	16.11	12,033,170	197,959,148
Friday, 13 October 2017	16.30	15.85	11,280,820	181,640,740
Thursday, 12 October 2017	16.08	15.83	3,780,138	60,245,515
Wednesday, 11 October 2017	16.00	15.59	5,973,040	94,417,832
Tuesday, 10 October 2017	16.36	16.01	6,170,878	100,253,417
Monday, 9 October 2017	16.45	16.05	13,364,950	216,641,616
Friday, 6 October 2017	15.94	15.50	7,171,621	112,756,908
Thursday, 5 October 2017	15.75	15.17	8,639,135	134,825,390
Wednesday, 4 October 2017	15.93	15.46	16,522,199	259,720,393
Tuesday, 3 October 2017	15.78	15.03	6,883,221	106,315,623
Monday, 2 October 2017	15.38	14.91	6,727,445	101,917,367
Friday, 29 September 2017	15.49	15.07	7,640,066	116,730,223
Thursday, 28 September 2017	15.25	14.47	19,082,000	284,728,056
Wednesday, 27 September 2017	15.04	14.61	12,223,630	180,932,656
Tuesday, 26 September 2017	15.90	14.96	13,823,600	210,991,971
Friday, 22 September 2017	15.68	15.23	10,764,580	166,290,188
Thursday, 21 September 2017	16.09	15.22	17,482,570	273,680,455
Wednesday, 20 September 2017	16.48	16.00	16,122,830	261,497,308
Tuesday, 19 September 2017	17.57	15.70	61,354,670	998,986,308
Monday, 18 September 2017	18.20	17.41	5,804,245	103,342,052
Friday, 15 September 2017	18.75	17.90	17,464,630	315,700,432
Thursday, 14 September 2017	19.00	18.11	15,833,720	291,897,399
Wednesday, 13 September 2017	19.65	18.82	10,892,630	209,800,093
Tuesday, 12 September 2017	19.07	18.21	6,961,365	130,873,474

**Note:**

(1) As reported by FactSet, a multinational financial data and software company.



## **Sibanye Gold Limited**

(Incorporated in the Republic of South Africa)

Trading as Sibanye-Stillwater

(Registration number 2002/031431/06)

Share code: SGL ISIN ZAE000173951

("Sibanye-Stillwater", or "the Company", or "the Group")

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## **NOTICE OF GENERAL MEETING**

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**All terms defined in the Circular to which this Notice of General Meeting is attached shall bear the same meanings herein.**

Notice is hereby given to Sibanye-Stillwater Shareholders that a General Meeting of the Sibanye-Stillwater Shareholders will be held at Sibanye-Stillwater Academy, Rietkloof 349, Glenharvie, 1786, South Africa, at 09:00 (South African time) on Monday, 4 December 2017 to consider and, if deemed fit, pass, with or without amendment, the Ordinary Resolution set out hereunder, in the manner required by the Act, and the JSE Listings Requirements, and other stock exchanges on which Sibanye-Stillwater Shares are listed.

Kindly note that in terms of section 63(1) of the Act, meeting participants (including proxies) will be required to present reasonably satisfactory identification and the person presiding at the General Meeting must be reasonably satisfied that the right of that person to participate and vote at the General Meeting, either as a Sibanye-Stillwater Shareholder, or as a proxy for a Sibanye-Stillwater Shareholder, has been reasonably verified before being entitled to attend or participate in the General Meeting. Forms of identification that will be accepted include original and valid identity documents, driver's licences and passports.

### **RECORD DATES, PROXIES AND VOTING**

In terms of sections 59(1)(a) and (b) of the Act (and to the extent relevant, the JSE Listings Requirements), the Board has set the record dates for the purposes of determining which Sibanye-Stillwater Shareholders are entitled to:

- receive notice of the General Meeting (being the date on which a Sibanye-Stillwater Shareholder must be registered in the Register in order to receive notice of the General Meeting), which date is Friday, 27 October 2017; and
- participate in and vote at the General Meeting (being the date on which a Sibanye-Stillwater Shareholder must be registered in the Register in order to participate in and vote at the General Meeting), which date is Friday, 24 November 2017.

Sibanye-Stillwater Shareholders who have not Dematerialised their Shares or who have Dematerialised their Shares with "own name" registration, and who are entitled to attend, participate in and vote at the General Meeting, are entitled to appoint a proxy to attend, speak and vote in their stead. A proxy need not be a Sibanye-Stillwater Shareholder and shall be entitled to vote on a show of hands or a poll. It is requested that proxy forms be forwarded so as to reach the Transfer Secretaries in South Africa or the UK by no later than 48 (forty-eight) hours before the commencement of the General Meeting, i.e. by 09:00 (South African time) on Thursday, 30 November 2017. If Sibanye-Stillwater Shareholders who have not Dematerialised their Shares or who have Dematerialised their Shares with "own name" registration, and who are entitled to attend, participate in and vote at the General Meeting do not deliver proxy forms to the Transfer Secretaries in South Africa or the UK by the time stipulated above, such Sibanye-Stillwater Shareholders will nevertheless be entitled to lodge the form of proxy in respect of the General Meeting immediately prior to voting at the General Meeting, in accordance with the instructions therein.

Sibanye-Stillwater Shareholders who have Dematerialised their Shares, other than those Sibanye-Stillwater Shareholders who have Dematerialised their Shares with "own name" registration, should contact their CSDP or broker in the manner and within the time stipulated in the agreement entered into between them and their CSDP or broker:

- to furnish them with their voting instructions; or
- in the event that they wish to attend the General Meeting, to obtain the necessary letter of representation to do so.

On a show of hands, every Sibanye-Stillwater Shareholder present in person or represented by proxy and entitled to vote shall have only one vote irrespective of the number of Shares such Sibanye-Stillwater Shareholder holds. On a poll, every Sibanye-Stillwater Shareholder present in person or represented by proxy and entitled to vote, shall be entitled to cast one vote per Sibanye-Stillwater Share held.

## **ELECTRONIC PARTICIPATION**

The Company intends to offer Sibanye-Stillwater Shareholders reasonable access to attend the General Meeting through electronic conference call facilities, in accordance with the provisions of the Act. Sibanye-Stillwater Shareholders wishing to participate electronically in the General Meeting are required to deliver written notice to the Company at Constantia Office Park, Cnr 14th Avenue and Hendrik Potgieter Road, Bridgeview House, Ground Floor, Weltevreden Park, 1709, (marked for the attention of Cain Farrel, the Company Secretary), by no later than 09:00 (South African time) on Monday, 20 November 2017 that they wish to participate via electronic communication at the General Meeting. In order for the Electronic Notice to be valid it must state and be accompanied by: (a) if the Sibanye-Stillwater Shareholder is an individual, notification thereof and a certified copy of his/her identity document and/or passport (the certification on the copy must be in original form); (b) if the Sibanye-Stillwater Shareholder is not an individual, notification thereof and a certified copy of a resolution by the relevant entity and a certified copy of the identity documents and/or passports of the persons who passed the relevant resolution, which resolution must set out who from the relevant entity is authorised to represent the relevant entity at the General Meeting via electronic communication (the “**Authorised Representative**”) as well as a certified copy of the identity document and/or passport of the Authorised Representative (the certification on the copy must be in original form); and (c) a valid email address and/or facsimile number (“**the contact address/number**”). Voting on Shares will not be possible via electronic communication and accordingly Sibanye-Stillwater Shareholders participating electronically and wishing to vote their Shares at the General Meeting will need to be represented at the General Meeting, either in person, by proxy or by letter of representation. The Company shall use its reasonable endeavours to notify on or before 09:00 (South African time) on Friday, 24 November 2017, each Sibanye-Stillwater Shareholder who has delivered a valid Electronic Notice, at its contact address/number, of the relevant details through which the Sibanye-Stillwater Shareholder can participate via electronic communication.

## **ORDINARY RESOLUTION NUMBER 1**

### **Granting of authority for the Specific Issue upon conversion of the Convertible Bonds**

1. As required by article 8 of the MOI, the Shares in the authorised but unissued stated capital of the Company be and are hereby placed under the control of the Directors, with specific authority to allot and issue such number of Shares which the Company is required by the Terms and Conditions to issue to those holders of Convertible Bonds who exercise their rights to convert their Convertible Bonds into Shares, and that the Board be and is hereby authorised to take all the steps and actions that may be required to allot and issue those Shares to those holders in accordance with the Terms and Conditions.
2. The number of Shares that may be allotted and issued to holders of Convertible Bonds who have exercised their rights to convert Convertible Bonds to Shares will be determined by reference to the Terms and Conditions, and unless adjusted pursuant to the Terms and Conditions, the Convertible Bonds will be convertible into Shares at the adjusted conversion price of US\$1.6254 per Share, provided that the number of Shares that may be issued in terms of this Ordinary Resolution Number 1 is limited to 385,000,000 (three hundred and eighty five million) Shares.

### **Reason for Ordinary Resolution Number 1**

The reason for proposing the above Ordinary Resolution Number 1 is to seek a specific authority and approval from the Shareholders for the Directors to allot and issue up to a maximum of 385,000,000 (three hundred and eighty five million) Shares in the authorised but unissued share capital of the Company, to the holders of the Convertible Bonds issued by the Company, who have exercised their rights under the Terms and Conditions to convert their Convertible Bonds into Shares.

The adoption of this Ordinary Resolution Number 1 will grant the Directors the aforesaid authority for the Specific Issue to those holders of Convertible Bonds who have exercised their rights to convert their Convertible Bonds into Shares in accordance with the Terms and Conditions.

**Percentage of voting rights required**

The percentage of voting rights that is required for Shareholders to pass this Ordinary Resolution Number 1 is a 75% (seventy-five percent) majority of the votes cast in favour of the resolution by all the disinterested Shareholders present in person or represented by proxy at the meeting of the Shareholders at which Ordinary Resolution Number 1 will be proposed. At the Record Date Shareholders who are also holders of Convertible Bonds are interested parties and shall not be permitted to vote.

By order of the Directors

**C Farrel**

*Company Secretary*

Westonaria

26 October 2017



## Sibanye Gold Limited

(Incorporated in the Republic of South Africa)

Trading as Sibanye-Stillwater

(Registration number 2002/031431/06)

Share code: SGL ISIN ZAE000173951

("Sibanye-Stillwater", or "the Company", or "the Group")

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## FORM OF PROXY

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### FOR USE BY CERTIFICATED SIBANYE-STILLWATER SHAREHOLDERS AND OWN-NAME DEMATERIALIZED SIBANYE-STILLWATER SHAREHOLDERS AT THE GENERAL MEETING OF SIBANYE-STILLWATER TO BE HELD AT SIBANYE-STILLWATER ACADEMY, RIETKLOOF 349, GLENHARVIE, 1786, SOUTH AFRICA, AT 09:00 (SOUTH AFRICAN TIME) ON MONDAY, 4 DECEMBER 2017

Certificated Sibanye-Stillwater Shareholders or Dematerialised Sibanye-Stillwater Shareholders with "own-name" registration, and who are entitled to attend and vote at the General Meeting, are entitled to appoint one or more proxies to attend, speak and vote in their stead. A proxy need not be a Sibanye-Stillwater Shareholder and shall be entitled to vote on a show of hands or poll.

Sibanye-Stillwater Shareholders who have Dematerialised their Sibanye-Stillwater Shares, other than own-name Dematerialised Sibanye-Stillwater Shareholders, with a Central Securities Depository Participant (CSDP) or broker should advise their CSDP or broker as to what action they wish to take. This must be done in terms of the agreement entered into between them and their CSDP or broker. Sibanye-Stillwater Shareholders, other than own name Dematerialised Sibanye-Stillwater Shareholders who have Dematerialised their Sibanye-Stillwater Shares must not return this form of proxy to the Transfer Secretaries or deliver it to the chairman of the General Meeting. Their instructions must be sent to their CSDP or broker for action.

I/We (full name in BLOCK LETTERS) \_\_\_\_\_

of (address) \_\_\_\_\_

Telephone number ( ) \_\_\_\_\_

Cellphone number \_\_\_\_\_

Email address \_\_\_\_\_

being the holder/s of  Shares in the issued share capital of the Company

hereby appoint:

- \_\_\_\_\_ or failing him/her,
- \_\_\_\_\_ or failing him/her,
- the chairman of the General Meeting,

as my/our proxy to attend, speak on my/our behalf at the General Meeting to be held at Sibanye-Stillwater Academy, Rietkloof 349, Glenharvie, 1786, South Africa, at 09:00 (South African time) on Monday, 4 December 2017 and at any adjournment thereof, and to vote or to abstain from voting on my/our behalf on the Ordinary Resolution to be proposed at the General Meeting as follows:

	For	Against	Abstain
<b>Ordinary Resolution number 1 – Granting of authority for the Specific Issue</b>			

Every person entitled to vote who is present at the General Meeting or its proxy shall be entitled to

- on a show of hands, one vote, irrespective of the number of Sibanye-Stillwater Shares such person holds or represents, provided that a proxy shall irrespective of the number of shareholders he/she represents, have only one vote; or 13
- on a vote by poll, one vote for each Sibanye-Stillwater Share such person holds or represents.

A proxy may not delegate his/her authority to act on his/her behalf to another person (see note 10).

This proxy form will lapse and cease to be of force and effect immediately after the General Meeting of the Company and any adjournment(s) thereof, unless it is revoked earlier (as to which see notes 15 and 16).

Signed at

on

2017

Name in block letters

Signature

Assisted by me (where applicable)

**This proxy form is not for use by holders of American Depository Receipts issued by the Bank of New York Mellon. Please read the notes and instructions below.**

**Summary of Sibanye-Stillwater Shareholders' rights in respect of proxy appointments as set out in sections 56 and 58 of the Act and notes to the form of proxy:**

1. Section 56 grants voting rights to holders of beneficial interest in certain circumstances, namely if the beneficial interest includes the right to vote on the matter, and the person's name is on the Company's register of disclosures as the holder of a beneficial interest. A person who has a beneficial interest in any securities that are entitled to be voted on by him/her, may demand a proxy appointment from the registered holder of those securities, to the extent of that person's beneficial interest, by delivering such a demand to the registered holder, in writing, or as required by the applicable requirements of a central securities depository.
2. A proxy appointment must be in writing, dated and signed by the person appointing the proxy.
3. Forms of proxy must be delivered to the Company before a proxy may exercise any voting rights at a general meeting. In respect of the General Meeting this must be done either by returning the Form of Proxy to Computershare Investor Services Proprietary Limited at Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, or to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, to be received on or before 09:00 (South African time) on Thursday, 30 November 2017 or if not so received, by presenting it to a representative of Computershare Investor Services Proprietary Limited at the premises of the venue for the General Meeting immediately before the commencement of the General Meeting; alternatively by presenting it to the Company Secretary at the premises of the Company at any time up to the last Business Day before the date of the General Meeting. Shareholders who have not delivered their proxy forms by the aforementioned date will nevertheless be entitled to lodge their proxy forms with the chairman of the General Meeting immediately prior to commencement of the voting at the General Meeting. Forms can be posted or hand delivered.
4. Each person entitled to exercise any voting rights at the General Meeting may appoint a proxy or proxies to attend, speak, vote or abstain from voting in place of that holder.
5. A person entitled to vote may insert the name of a proxy or the name of an alternative proxy of the holder's choice in the space provided, with or without deleting the name of the chairman of the General Meeting as default proxy. Any such deletion must be initialled. The person whose name stands first on the form of proxy and who is present at the General Meeting shall be entitled to act as proxy to the exclusion of the person whose name follows as an alternative. In the event that no names are indicated, the proxy shall be exercised by the chairman of the General Meeting.
6. An "X" in the appropriate box indicates that all your voting rights are exercisable by that holder. If no instructions are provided in the form of proxy, in accordance with the above, then the proxy shall be entitled to vote or abstain from voting at the General Meeting, as the proxy deems fit in respect of all your voting rights exercisable thereat, but if the proxy is the chairman of the General Meeting, failure to provide instructions to the proxy in accordance with the above will be deemed to authorise the proxy to vote only in favour of the resolution.
7. You or your proxy are not obliged to exercise all your voting rights exercisable, but the total of the voting rights cast by you or on your behalf may not exceed the total of the voting rights exercisable by you.
8. Your authorisation to the proxy, including the chairman of the General Meeting, to vote on your behalf, shall be deemed to include the authority to vote on procedural matters at the General Meeting.
9. The completion and lodging of this form of proxy will not preclude you from attending the General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, in which case the appointment of any proxy will be suspended to the extent that you choose to act in person in the exercise of your speaking and voting rights at the General Meeting.
10. The Company's MOI does not permit delegation by a proxy.
11. Documentary evidence establishing the authority of a person attending the General Meeting on your behalf in a representative capacity or signing this form of proxy in a representative capacity must be attached to this form.
12. The Company will accept an original and valid identity document, driver's licence or passport as satisfactory identification.
13. Any insertions, deletions or alterations to this form must be initialled by the signatory(ies).
14. The appointment of a proxy is revocable unless you expressly state otherwise in the form of proxy.
15. You may revoke the proxy appointment by: (i) cancelling it in writing, or making a later, inconsistent appointment of a proxy; and (ii) delivering a copy of the revocation instrument to the proxy and to the Company at its premises or at Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg for the attention of Computershare Investor Services Proprietary Limited, or to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, to be received before the replacement proxy exercises any of your rights at the General Meeting.
16. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on your behalf at the later of (i) the date stated in the revocation instrument, if any; and (ii) the date on which the revocation instrument is delivered as required in paragraph 15.
17. If this form of proxy has been delivered to the Company in accordance with paragraph 3 then, as long as that appointment remains in effect, any notice that is required by the Act or the Company's MOI to be delivered by the Company to the holder of the voting rights must be delivered by the Company to:
  - (a) the holder; or
  - (b) the proxy, if the holder has:
    - (i) directed the Company to do so, in writing; and
    - (i) as paid any reasonable fee charged by the Company for doing so.
18. In terms of section 56 of the Act, the registered holder of any Shares in which any person has a beneficial interest, must deliver to each such person a notice of any meeting of the Company at which those Shares may be voted on, within two Business Days after receiving such a notice from the Company.

## **TRANSFER OFFICES**

### **South Africa**

Computershare Investor Services Proprietary Limited  
Rosebank Towers  
15 Biermann Avenue  
Rosebank  
Johannesburg, 2196

PO Box 61051  
Marshalltown, 2107

Tel: +27 11 370 5000  
Fax: +27 11 688 5248

### **United Kingdom**

Capita Registrars Limited  
The Registry  
34 Beckenham Road  
Beckenham  
Kent BR3 4TU  
United Kingdom

Tel: 0871 664 0300. Calls cost 12p per minute plus your phone company's access charge. If you are outside the UK, please call +44 371 664 0300. Calls outside the UK will be charged at the applicable international rate. The helpline is open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.

Email: [ssd@capita.co.uk](mailto:ssd@capita.co.uk)