

# Form of proxy

Sibanye-Stillwater

Registration number: 2014/243852/06 ("the Company")  
Share codes: SSW (JSE) and SBSW (NYSE) ISIN: ZAE000259701

For use by certificated shareholders and own-name dematerialised shareholders at the AGM of the Company to be held entirely by electronic communication at 09:00 (CAT) on Tuesday, 24 May 2022.

Certificated shareholders or dematerialised shareholders with "own-name" registration, and who are entitled to attend and vote at the AGM, are entitled to appoint one or more proxies to attend, speak and vote in their stead. A proxy need not be a shareholder and shall be entitled to vote on a poll. It is required (in light of COVID-19) that proxy forms be forwarded so as to reach the Transfer Secretaries in South Africa by no later than 09:00 on Friday, 20 May 2022, being the last practicable and reasonable date for the Company to verify the identity of shareholders and their proxies who wish to participate by electronic communication in the AGM. If shareholders who have not dematerialised their shares or who have dematerialised their shares with own name registration and who are entitled to participate in and vote at the AGM do not deliver the proxy forms to the Transfer Secretaries, they will nevertheless be entitled to lodge the form of proxy in respect of the AGM, by emailing those proxy forms to Computershare at proxy@computershare.co.za as soon as possible.

Dematerialised shareholders, other than dematerialised shareholders with "own-name" registration, must not return this form of proxy to the Transfer Secretaries. Dematerialised shareholders, other than dematerialised shareholders with "own-name" registration, should instruct their CSDP or broker as to what action they wish to take. This must be done in the manner and time stipulated in the agreement entered into between them and their CSDP or broker.

I/We (name in block letters) \_\_\_\_\_

of (address in block letters) \_\_\_\_\_

being the holder/s of \_\_\_\_\_<sup>1</sup> ordinary shares in the issued share capital of the Company, hereby appoint

\_\_\_\_\_ of \_\_\_\_\_ or, failing him/her

\_\_\_\_\_ of \_\_\_\_\_ or, failing him/her, the Chair of the AGM

as my/our proxy, to attend, speak on my/our behalf at the AGM to be held entirely by way of electronic communication at 9:00 South African time on Tuesday, 24 May 2022 and at any adjournment thereof, and to vote or abstain from voting on my/our behalf on the resolutions to be proposed at such AGM, with or without modification, as follows:

		For	Against	Abstain
<b>Ordinary Resolution Number 1</b>	- Re-appointment of Auditors and Designated Individual Partner			
<b>Ordinary Resolution Number 2</b>	- Re-election of a director: NJ Froneman			
<b>Ordinary Resolution Number 3</b>	- Re-election of a director: SC van der Merwe			
<b>Ordinary Resolution Number 4</b>	- Re-election of a director: SN Danson			
<b>Ordinary Resolution Number 5</b>	- Re-election of a director: HJR Kenyon-Slaney			
<b>Ordinary Resolution Number 6</b>	- Election of a member and chair of the Audit Committee: KA Rayner			
<b>Ordinary Resolution Number 7</b>	- Election of a member of the Audit Committee: TJ Cumming			
<b>Ordinary Resolution Number 8</b>	- Election of a member of the Audit Committee: SN Danson			
<b>Ordinary Resolution Number 9</b>	- Election of a member of the Audit Committee: RP Menell			
<b>Ordinary Resolution Number 10</b>	- Election of a member of the Audit Committee: NG Nika			
<b>Ordinary Resolution Number 11</b>	- Election of a member of the Audit Committee: SC van der Merwe			
<b>Ordinary Resolution Number 12</b>	- Election of a member of the Audit Committee: SV Zilwa			
<b>Ordinary Resolution Number 13</b>	- Approval for the issue of authorised but unissued ordinary shares			
<b>Ordinary Resolution Number 14</b>	- Issuing equity securities for cash			
<b>Ordinary Resolution Number 15</b>	- Non-binding advisory vote on Remuneration Policy			
<b>Ordinary Resolution Number 16</b>	- Non-binding advisory vote on Remuneration Implementation Report			
<b>Special Resolution Number 1</b>	- Approval for the remuneration of non-executive Directors			
<b>Special Resolution Number 2</b>	- Approval for a per diem allowance			
<b>Special Resolution Number 3</b>	- Approval for the Company to grant financial assistance in terms of sections 44 and 45 of the Act			
<b>Special Resolution Number 4</b>	- Acquisition of the Company's own shares and American depository shares			

Every person entitled to vote who is participating at the AGM shall be entitled to:

- one vote irrespective of the number of shares such person holds or represents, provided that a proxy shall, irrespective of the number of shareholders she/he represents, have only one vote;
- that proportion of the total votes in the Company which the aggregate amount of the nominal value of the shares held by the shareholder bears to the aggregate amount of the nominal value of all shares issued by the Company in respect of every matter that may be decided by polling.

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

<sup>1</sup> Insert number of securities in respect of which you are entitled to exercise voting rights.

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

Signed \_\_\_\_\_ at \_\_\_\_\_ on \_\_\_\_\_ 2022

(Name in block letters)

Signature \_\_\_\_\_ Assisted by me (where applicable)

# Notes to the form of proxy

This proxy form is not for use by holders of American depository shares issued by the Bank of New York Mellon Corporation. Please read the notes and instructions.

## SUMMARY OF HOLDERS' 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 a 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 may be delivered to the Company by or before 9:00 on Friday, 20 May 2022 before a proxy may exercise any voting rights at the AGM by:
  - hand delivery to Computershare Investor Services Proprietary Limited at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, or to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; or
  - postal delivery to Computershare: Private Bag X9000, Saxonwold, 2132; or
  - electronic delivery by email to proxy@computershare.co.za or alternatively register on www.smartagm.co.za
4. Each person entitled to exercise any voting rights at the AGM 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 Chair of the AGM. Any such deletion must be initialled. The person whose name stands first on the form of proxy and who is participating at the AGM shall be entitled to act as proxy to the exclusion of the person whose name follows as an alternative. In the event the proxy is given to the Chair without direction or that no proxy names are indicated, the proxy shall be exercised by the Chair of the AGM to vote in favour of any resolution.
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 AGM, as the proxy deems fit in respect of all your voting rights exercisable thereat but, as noted above, if the proxy is the Chair, 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 that are exercisable, but the total of the voting rights cast may not exceed the total of the voting rights that may be exercised by you.
8. Your authorisation to the proxy, including the Chair of the AGM, to vote on your behalf, shall be deemed to include the authority to vote on procedural matters at the AGM.
9. The completion and lodging of this form of proxy will not preclude you from attending the AGM 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 voting rights at the AGM.
10. The Company's memorandum of incorporation does not permit delegation by a proxy.
11. Documentary evidence establishing the authority of a person participating in the AGM 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 a certified copy of 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 as per note 3 above, to be received before 09:00 on Friday, 20 May 2022.
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; or (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 memorandum of incorporation 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
    - (ii) has 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.



**SIBANYE STILLWATER LIMITED**

(Incorporated in the Republic of South Africa)

(Registration number 2014/243852/06)

JSE share code: SSW ISIN: ZAE000259701

ADR code: SBSW

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

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## ELECTRONIC PARTICIPATION FORM

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### Electronic participation in the Sibanye-Stillwater Virtual AGM to be held on 24 May 2022

- Sibanye-Stillwater Shareholders or their proxies who wish to participate in the AGM via electronic communication ("Participants"), must apply to Computershare Investor Services Proprietary Limited ("Computershare") via email to proxy@computershare.co.za
- Sibanye-Stillwater Shareholders who have Dematerialised their Sibanye-Stillwater Shares, other than those Dematerialised Shareholders with "own-name" registration, should contact their Central Securities Depository Participant ("CSDP") or Broker in the manner and time stipulated in their agreement with their CSDP or Broker:
  - to furnish them with their voting instructions; and
  - in the event that they wish to participate in the AGM, to obtain the necessary authority to do so.
- Participants will be able to vote during the AGM through an electronic participation platform. Such Participants, should they wish to have their vote(s) counted at the AGM, must provide Computershare with the information requested below
- Each Sibanye-Stillwater Shareholder, who has complied with the requirements below, will be contacted by 23 May 2022 via email/mobile with a unique link to allow them to participate in the electronic AGM
- The cost of the Participant's phone call or data usage will be at his/her own expense and will be billed separately by his/her own telephone service provider
- The Participant's unique access credentials will be forwarded to the email/cell number provided below

### APPLICATION FORM

Name and surname of Sibanye-Stillwater Shareholder	
Name and surname of Sibanye-Stillwater shareholder representative (if applicable)	
ID number of Sibanye-Stillwater Shareholder or representative	
Email address	
Mobile number	
Telephone number	
Name of CSDP or Broker (if Sibanye-Stillwater Shares are held in Dematerialised format)	
SCA number/Broker account number or own name account number	
Number of Sibanye-Stillwater shares	
Signature	
Date	

By signing this form, I agree and consent to the processing of my personal information above for the purpose of participation in the AGM.

## TERMS AND CONDITIONS FOR PARTICIPATION AT THE SIBANYE-STILLWATER AGM TO BE HELD ON 24 MAY 2022 VIA ELECTRONIC COMMUNICATION

- The cost of dialling in using a telecommunication line/webcast/web-streaming to participate in the AGM is for the expense of the Participant and will be billed separately by the Participant's own telephone service provider
- The Participant acknowledges that the telecommunication lines/webcast/web-streaming are provided by a third party and indemnifies Sibanye-Stillwater, the Transfer Secretaries, the JSE and/or third party service providers against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the telecommunication lines/webcast/web-streaming, whether or not the problem is caused by any act or omission on the part of the Participant or anyone else. In particular, but not exclusively, the Participant acknowledges that he/she will have no claim against Sibanye-Stillwater, the Transfer Secretaries, the JSE and/or third party service providers, whether for consequential damages or otherwise, arising from the use of the telecommunication lines/ webcast/web- streaming or any defect in it or from total or partial failure of the telecommunication lines/webcast/web-streaming and connections linking the telecommunication lines/webcast/web-streaming to the AGM
- Participants will be able to vote during the AGM through an electronic participation platform. Such Participants, should they wish to have their vote(s) counted at the AGM, must act in accordance with the requirements set out above
- Once the Participant has received the link, the onus to safeguard this information remains with the Participant. The Sibanye-Stillwater Shareholder hereby indemnifies Sibanye-Stillwater from any claims or losses that may arise as a result of the Participant failing to safeguard the link and/or permitting any unauthorised person to access the AGM and/or vote at the AGM utilising such link
- The application will only be deemed successful if this application form has been fully completed and signed by the Participant and delivered or e-mailed to Computershare at [proxy@computershare.co.za](mailto:proxy@computershare.co.za)

Sibanye-Stillwater Shareholder name:	
Signature:	
Date:	

**Important:** You are required to attach a copy of your identity document/driver's licence/passport when submitting the application.