



ROYAL BAFOKENG
PLATINUM
MORE THAN MINING

Integrated Report 2016



MORE THAN
MINING >



Forward looking statements

Certain statements in this report constitute forward looking statements. Such statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance, objectives or achievements of Royal Bafokeng Platinum Limited (RBPlat) and its subsidiary companies (the RBPlat Group), as well as the industry in which it operates, to be materially different from future results, performance, objectives or achievements expressed or implied by these forward looking statements.

The performance of the RBPlat Group is subject to the effect of changes in commodity prices, currency fluctuations, the risks involved in mining and concentrating operations and the operating procedures and performance of the Group.

The Company undertakes no obligation to update publicly or to release any revisions to these forward looking statements to reflect events or circumstances after the date of publication of this report or to reflect the occurrence of unanticipated events.

Give us your feedback

We would welcome your feedback on our reporting for 2016 and any suggestions you have in terms of what you would like to see incorporated in our report for 2017. To do so please contact Lindiwe Montshiwagae at Lindiwe@bafokengplatinum.co.za.

Contents

01	FAST FACTS	
	About this report	14
	A guide to our 2016 integrated reporting and Board approval	15
16	MEASURING OUR PERFORMANCE	
	Performance over the past seven years	18
	Value creation	20
22	OUR INTEGRATED APPROACH	
	Our business model	22
	The changing business context	24
	Risk management – a strategic imperative	25
	Material issues	34
	Corporate governance review	44
	Social and Ethics Committee report	53
	Remuneration	54
	Board of Directors	60
66	OUR OPERATING CONTEXT	
	The global PGM environment	66
	The South African PGM environment	72
74	STRATEGIC REVIEW	
	Chairman's letter to stakeholders	76
	Chief Executive Officer's strategic review	79
84	OUR PERFORMANCE	
	Financial capital	86
	Manufactured capital	96
	Human capital	112
	Intellectual capital	128
	Social and relationship capital	134
	Natural capital	144
162	INDEPENDENT ASSURANCE REPORT	
165	SHAREHOLDER STATISTICS	
167	GLOSSARY OF TERMS AND ACRONYMS	
172	NOTICE OF ANNUAL GENERAL MEETING	
	Form of proxy	181
	Notes to form of proxy	182
IBC	ADMINISTRATION	

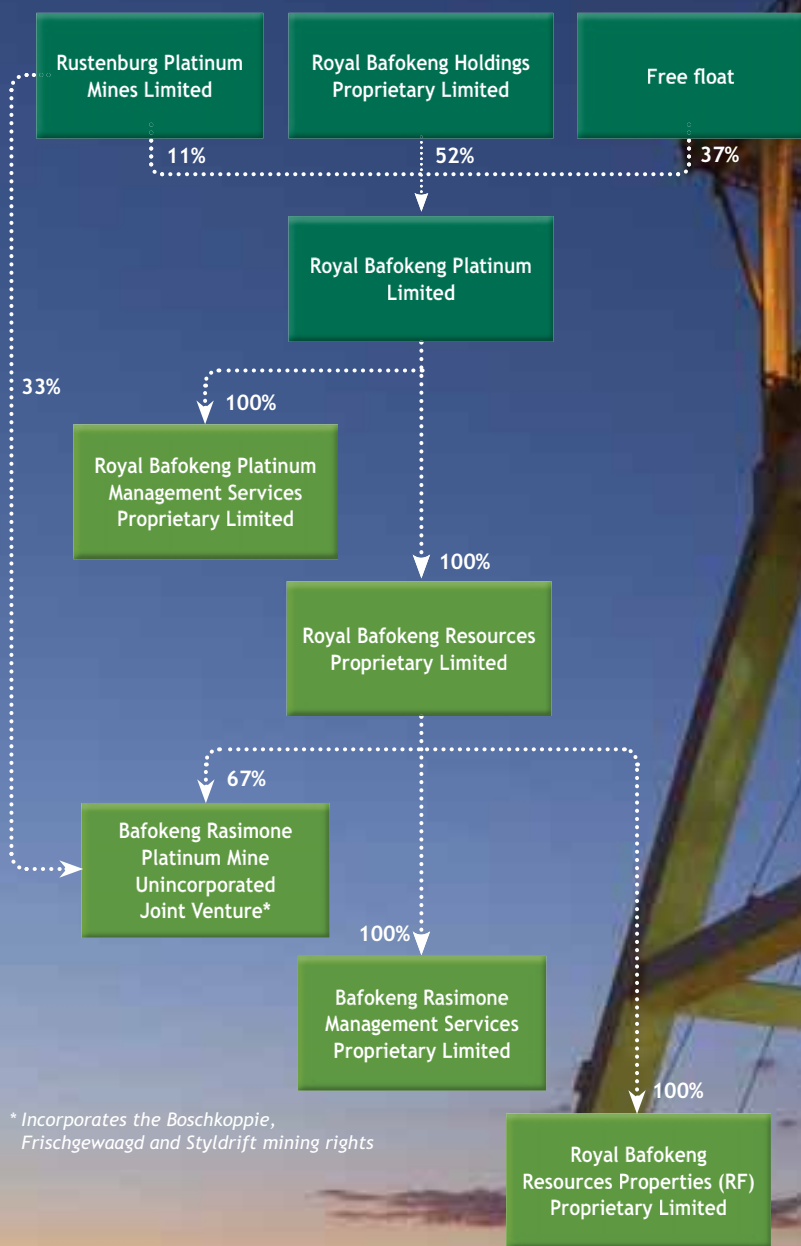


Royal
Bafokeng
Platinum
fast facts

MORE THAN
MINING >

RBPlat fast facts

Group structure



* Incorporates the Boschkoppie, Frischgewaagd and Styldrift mining rights

This profile is intended to provide you with a brief introduction to Royal Bafokeng Platinum Limited (RBPlat). Detailed information is available on our website (www.bafokengplatinum.co.za), in our integrated report and our annual financial statements, which are also available on our website.

OUR VISION

- > To seek and deliver the good from mining

OUR MISSION

- > To leave a lasting legacy of sustainable benefits for our stakeholders

OUR PURPOSE

- > To create economic value for all our stakeholders

OUR VALUES

Safety and people first

Mining is a high-risk business and cannot succeed without total trust, respect, teamwork and an uncompromising commitment to safety and people first

Promises delivered

We do what we say we will do

Mutual interests and mutual rewards

We have mutual goals and mutual interests and we depend on each other to realise our vision and mission. We operate in good faith, openly and transparently.

These values are designed to deliver earnings and growth and create shared value for our stakeholders through responsible safe mining

OWNERSHIP

> RBPlat is a JSE-listed, **52% black-owned**, controlled and operated mid-tier platinum group metals (PGMs) producer

> RBPlat originates from the Bafokeng Rasimone Platinum Mine Joint Venture (BRPM JV) between the Royal Bafokeng Nation and Anglo American Platinum, which has been in operation since 2002, of which RBPlat owns 67%



> The BRPM JV's operations are located in the North West province of South Africa, 120 kilometres from Johannesburg and 30 kilometres from the city of Rustenburg

> First and only **community-owned** company to list on the JSE



> **Benefits** from RBPlat flow to the communities for social and economic development



Value creation driven by a simple, effective and achievable strategy

The four pillars of our strategy have been in place since we took over operational control of the BRPM JV in 2010. Every year the Board and the Executive Committee review our strategy and the key material issues that need to be addressed if we are to achieve our strategic objectives.

- > We measure our achievements in terms of our four strategic pillars by annually setting key financial and non-financial performance indicators
- > We continually measure our performance against these indicators

We identified the following key issues that we need to address in our quest to achieve operational excellence:

- > Achieve zero harm
- > Optimise volumes
- > Reduce unit costs
- > Labour stability
- > Community stability
- > Meet Mining Charter commitments

We believe that building flexibility into our business will increase its sustainability and support productivity improvements.

We have identified three key issues that will provide this flexibility in the short, medium and long term:

- > Maintaining our target immediately stopable reserves (IMS) panel ratio
- > Leveraging the flexibility our UG2 mining provides
 - > Additional processing capacity



Seek out possible synergies with our neighbours and other potential partners in the platinum industry:

- > Royalty agreements with Impala Platinum
- > Mergers and acquisitions

We believe that by growing organically and using cash flows from existing operations to fund growth, we will be able to use our existing resources to the benefit of all our stakeholders. We will achieve this strategic objective by:

- > Completing Styldrif I
- > Continuing to investigate the feasibility of Styldrif II

RBPlat fast facts continued

Robust and flexible operations

Positioned for long-term growth 	Operational flexibility 	Organic growth through Styldrift I 
<ul style="list-style-type: none"> > Low-risk growth: $\pm 70\%$ increase in production by 2020 subject to market conditions > RBPlat's assets are the only significant shallow high grade Merensky resources and reserves still available for mining on the Western Limb of the Bushveld Complex in South Africa > Inclusive mineral resources of 46.70Moz (4E): 23.25Moz measured, 15.29Moz indicated and 8.16Moz inferred > ± 60 years life of mine > Competitive position on the industry cost curve 	<ul style="list-style-type: none"> > Shallow long-life Merensky-biased with UG2 mining > IMS panel ratio of 1.5 > Modular approach to processing our PGMs > Toll treatment facilities for UG2 ore 	<ul style="list-style-type: none"> > High margin mechanised operation > Sufficient concentrator capacity to process 150ktpm from Styldrift I > Will increase production to 350ktpm by 2020 subject to market conditions

A decisive, experienced management team

Prudent financial management 	Flexible, rapid responders 
<ul style="list-style-type: none"> > Successful cash preservation strategy supporting organic growth > Protected business stability through capex deferral in response to current market conditions > Focus on cost management > Strong balance sheet 	<ul style="list-style-type: none"> > Ability to respond rapidly and reschedule and restructure operational activities. This allows us to maximise business value by aligning operational activities with prevailing market conditions

Corporate governance and risk management



<ul style="list-style-type: none"> > Our Board is committed to providing ethical leadership and maintaining an ethical culture in RBPlat. It ensures that our code of ethics as well as fraud and corruption policy are applied throughout the organisation > Enterprise risk management framework is applied across our business > We met and exceeded the requirements of the 2010 – 2014 Mining Charter scorecard and continue to apply its final year targets > Broad-based ownership structure provides stability, certainty and sustainability in terms of revised Mining Charter black economic empowerment requirements > We comply with the JSE Listings Requirements and all relevant laws and regulations
--

Our approach to business sustainability

We are committed to achieving sustainability by balancing our aspirations for a prosperous mining business with responsibility and accountability for our impact on the natural environment, society and the broader economic environment.

Our approach to managing the sustainability of our business is aligned with the four pillars of our business strategy.

Towards achieving *More than mining*

Our people

- > **RBPlat employed 7 400 people***
(permanent employees and contractors)
- > **We enjoy labour and union stability**
- > **93.5%** of the members of our workforce are HDSAs
- > **54.5%** of the members of our Board are HDSAs
- > **55.6%** of the members of our senior management team are HDSAs
- > **R493 million** has been invested in the training and development of our workforce since RBPlat was listed on the JSE in 2010



Styldrift I 708 level tipping arrangement

* As at 31 December 2016

Our social responsibility

The communities in which we operate are key stakeholders with whom we share the economic value we create and to whom we wish to leave a lasting legacy of sustainable benefits. Since taking over control of the BRPM JV we have invested over R763 million in our social and labour plans (SLPs)

The main focus of our investment is:

- > human resource development through which we have increased the number of young people and adults with employable skills
- > education support aimed at improving the maths and science skills of learners and the management skills of school leadership and governing bodies
- > health support
- > community infrastructure
- > poverty alleviation and job creation
- > community skills development
- > employee home ownership



A science class at Charora High School. RBPlat provided the laboratory and pays the teacher's salary

Our environmental responsibility

Our aim is to:

- > optimally mine the mineral resources available to us
- > prevent environmental pollution and degradation
- > continually improve on our environmental performance
- > reduce our dependence on fossil fuels and external water supplies
- > manage resources efficiently
- > eliminate waste by reusing or recycling whenever possible
- > protect biodiversity and ecosystems
- > comply with environmental legislation

Our performance

Total injuries

40.3% decrease

2015: 9.0% decrease

Tonnes delivered

12.3% increase

2015: 0.6% decrease

Cost per platinum ounce

R15 639 /Pt oz

2015: R14 504/Pt oz

Average rand basket price

R18 906 /Pt oz

2015: R17 256/Pt oz

Revenue

R3.3 billion

2015: R3.0 billion

EBITDA margin

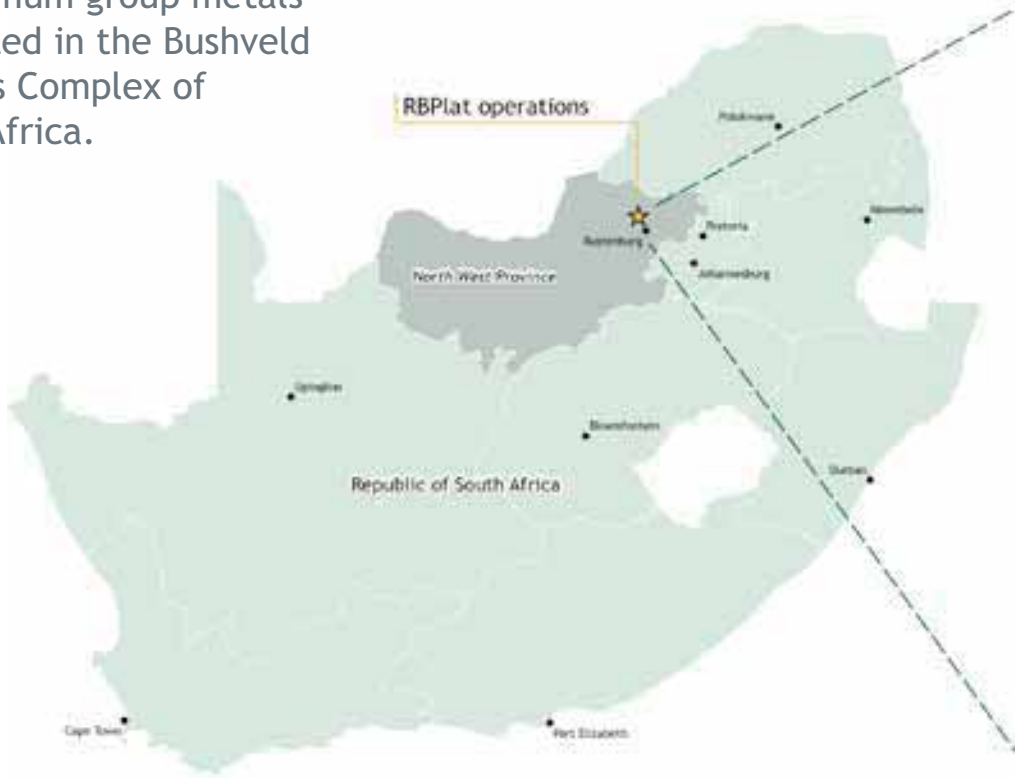
14.7%

2015: 9.8%



RBPlat fast facts continued

The world's largest deposit of platinum group metals is located in the Bushveld Igneous Complex of South Africa.

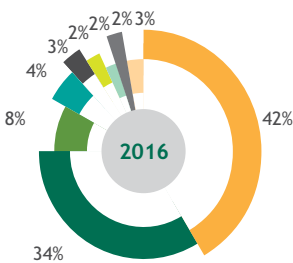


Platinum group metals (PGMs)

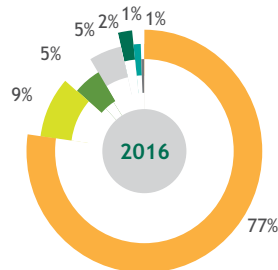
PGM demand in terms of regions and application

Platinum has the widest range of end uses of the PGM metals. Platinum investment products are available in markets around the world. Investors can buy securities, which offer direct exposure to platinum – most typically exchange traded funds (ETFs) or

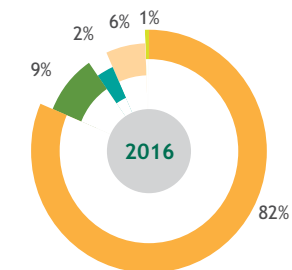
Platinum demand by application in 2016



Palladium demand by application in 2016

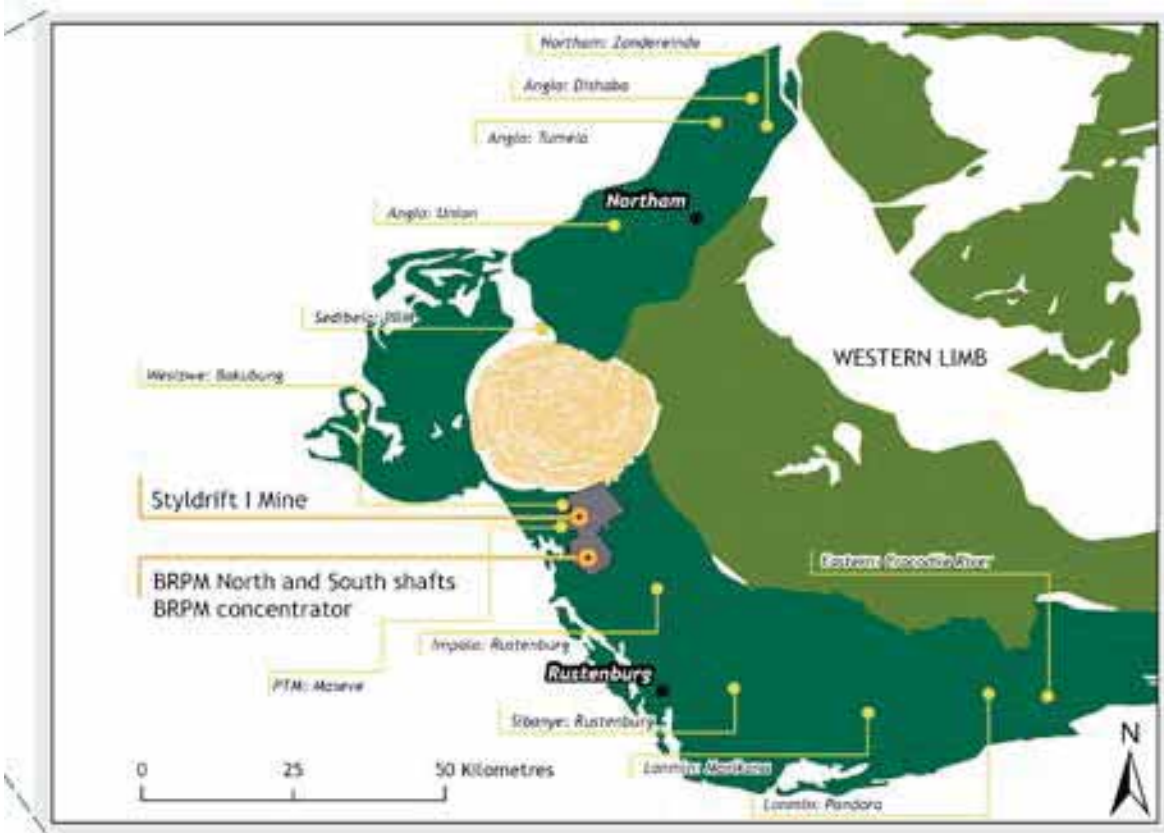


Rhodium demand by application in 2016



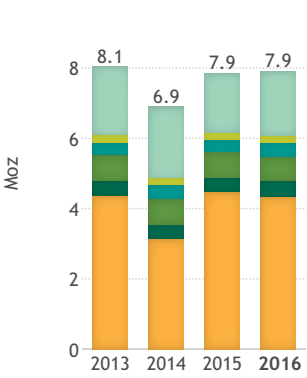
- Auto
- Jewellery
- Chemical
- Other
- Medical and biomedical
- Electrical
- Petroleum
- Non-road
- Glass
- Dental

Source: SFA (Oxford)

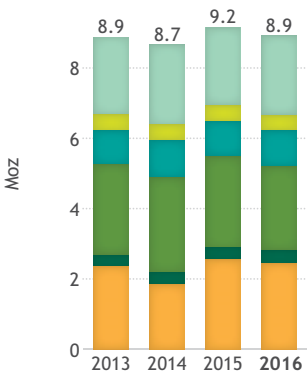


physical platinum bars either directly or via platinum accounts, certificates or as coins. Palladium is mainly used in light duty gasoline and diesel autocatalysts and rhodium is mostly used in gasoline autocatalysts.

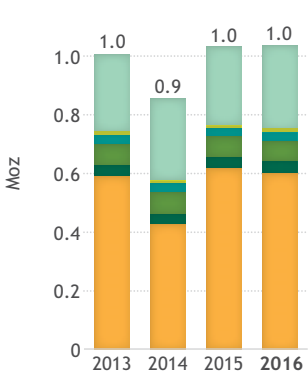
Platinum supply (both primary and secondary)



Palladium supply (both primary and secondary)



Rhodium supply (both primary and secondary)



Source: SFA (Oxford)

RBPlat fast facts continued

Board of Directors

as at 31 December 2016

Non-executive directors



Advocate Kgomotso Moroka SC (62)
Chairman (Independent)



Linda de Beer (47)
(Independent)



Robin Mills (70)
(Independent)



Mark Moffett (57)
(Independent)



Thoko Mokgosi-Mwantembe (54)
(Independent)



Velile Nhlapo (38)



Mike Rogers (72)
(Independent)



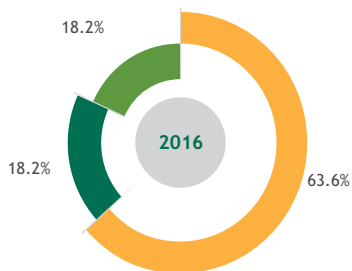
Louisa Stephens (40)
(Independent)



David Wilson (46)

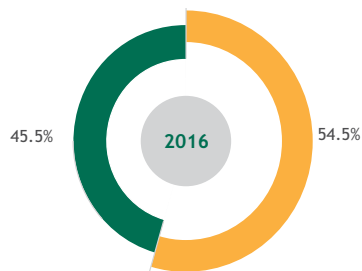
Board statistics

Independence



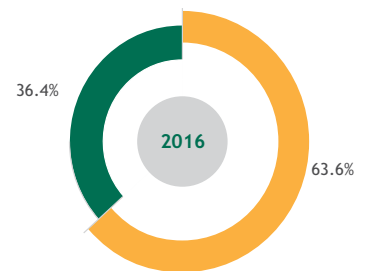
■ Independent non-executive directors
■ Executive directors
■ Non-executive directors

Racial profile



■ White
■ Black

Gender profile



■ Males
■ Females

Executive directors and members of the Executive Committee



Steve Phiri (60)
Chief Executive Officer



Martin Prinsloo (48)
Financial Director

Executive Committee

as at 31 December 2016



Neil Carr (57)
Executive Head: Operations



Reginald Haman (42)
Executive: Risk, Assurance and Sustainability



Glenn Harris (55)
Head of Operations for the BRPM Joint Venture



Lindiwe Montshiwagae (45)
Executive: Investor Relations



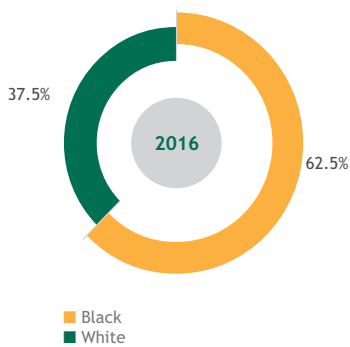
Mpueleng Pooe (57)
Executive: Corporate Affairs



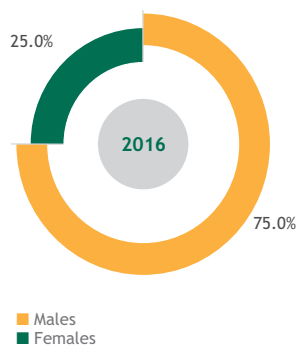
Vicky Tlhabanelo (56)
Executive: Human Resources

Executive Committee statistics

Racial profile



Gender profile



About this report

Reporting scope and boundary

Our integrated report, which is our primary report to our stakeholders, covers the period 1 January 2016 to 31 December 2016. It covers RBPlat's mining operations and projects, which are based in the North West province of South Africa, and the key functions over which we exercise control. None of these have undergone any significant change to their size, structure or ownership during the year under review.



Details of our structure are available on our website at <http://www.bafokengplatinum.co.za/ovr-structure.php>.

Our reporting process for both our integrated reporting and our financial reporting is guided by the principles and requirements of the International Financial Reporting Standards (IFRS), the International Integrated Reporting Council's (IIRC) integrated report <IR> framework, the GRI's G4 Sustainability Reporting Guidelines, the King code on Corporate Governance 2016 (King IV), the JSE Listings Requirements and the Companies Act, 71 of 2008. In terms of human rights, labour, the environment and our anti-corruption efforts we apply the Principles of the United Nations Global Compact (UNGC) of which we are a signatory. Wherever possible we are integrating the UN's Sustainable Development Goals (SDGs) into how we do business and our efforts to support their application in the broader society. The SDGs represent the world's plan of action for social inclusion, environmental sustainability and economic development. We have also been guided in our application of the SDGs by the White Paper Mapping Mining to the Sustainable Development Goals: An Atlas, which was submitted to the World Economic Forum by Columbia Center on Sustainable Investment (the Center), which is the only university-based applied research centre and forum dedicated to the study, practice and discussion of sustainable international investment worldwide. The Center's aim with the Atlas is to encourage mining companies to incorporate relevant SDGs into their business and operations, validate their current efforts and spark new ideas.

To ensure comparability all significant information is reported on a like-for-like basis and there are no significant restatements.

We were very proud to be a Best Performer on the JSE's Socially Responsible Investment (SRI) Index and are disappointed that the newly implemented FTSE/JSE Responsible Investment Index only assesses the top 100 companies on the JSE by market capitalisation. While we were pleased to have our sustainability efforts recognised their main purpose is to ensure that, in keeping with our aspiration of achieving *More than mining*, our business remains sustainable and socially responsible.

Our approach to reporting

Our aim with our reporting is to provide our stakeholders with information that we believe is of material interest and that will provide you with the information you need to make an informed assessment of RBPlat's ability to create value over the short, medium and long term. To achieve this, we have provided you with information on:

- > the four pillars of our strategy designed to achieve *More than mining* (page 5)
- > how we apply our business model to create long-term value by employing our stock of resources and relationships in certain capitals to increase the stock of resources and relationships in other capitals (pages 86 to 161)
- > our management of risk (pages 25 to 33)
- > our material issues which our reporting on our performance in the six capitals is based (pages 34 to 43)
- > our approach to governance (pages 44 to 52)
- > our leadership team (pages 60 to 65)
- > our performance against our strategic pillars (pages 74 to 83)

Our sustainability reporting forms part of this report. We do not publish a separate sustainability report.

Assurance

We use a combined assurance model to provide us with assurance obtained from management and internal and external assurance providers. PricewaterhouseCoopers Inc (PwC) assured our annual financial statements. Their unqualified audit report is available in our annual financial statements. Ibis ESG Assurance provided independent assurance over material sustainability information. The items that were independently assured by Ibis ESG Assurance are indicated with **A**. Their assurance statement is available on pages 162 to 164 of this report. The Group's financial, operating, compliance and risk management controls are assessed by KPMG, who provide the Group's internal audit function, which is overseen by the Executive: Risk, Assurance and Sustainability, and the Audit and Risk Committee. The Audit and Risk Committee monitors the execution of the combined assurance plan and reports to the Board annually on its execution. The Audit and Risk Committee's report is available on pages 3 and 4 of the annual financial statements.



Board approval

The RBPlat Board acknowledges its responsibility for ensuring the integrity of our integrated report. It also confirms that it has collectively reviewed the report's contents and leveraged off the assurance obtained from our various internal and external assurance providers. We are of the view that, to the best of our knowledge and belief, RBPlat's integrated report addresses the matters material to its stakeholders' decision-making by explaining how RBPlat creates value over time and considering the organisation's impact on the environment and its stakeholders. The Board unanimously approved our integrated report for 2016 on 21 February 2017.

Kgomotso Moroka (<i>Chairman</i>)	Steve Phiri (<i>Chief Executive Officer</i>)
Linda de Beer	Martin Prinsloo (<i>Financial Director</i>)
Robin Mills	Velile Nhlapo
Mark Moffett	Mike Rogers
Thoko Mokgosi-Mwantembe	Louisa Stephens
	David Wilson

How to access the information you need from our print and online integrated reporting, our annual financial statements and our mineral resources and reserves statement

Integrated report available in **PRINT**



Available **ONLINE**

- > Our online integrated report for 2016
- > Our online annual financial statements for 2016

Available online in interactive html format

- > RBPlat online results for 2016

Available online in **PDF** format

Integrated report



Annual financial statements



Mineral resources and reserves statement



Navigation

How to access additional information in the report



Directs you to page/s in this report with more information



Directs you to page/s in the AFS with more information



Directs you to information on a material issue



Directs you to more detailed information on our website www.bafokengplatinum.co.za



This icon identifies a material issue



This icon identifies assurance

Measuring our performance

FINANCIAL CAPITAL

- ↑ EBITDA of **R489.7 million**
(2015: R297.9 million)
- ↑ EBITDA margin of **14.7%**
(2015: 9.8%)
- ↓ **R585.3 million** in cash generated by operating activities
(2015: R619.2 million)
- ↓ **R835.5 million** in cash reserves
(2015: R917.6 million)
- ↑ **74%** of BRPM JV capex requirements funded from excess cash flows from our BRPM operations and Styldrift I on-reef development revenue
(2015: 30%)

see page 86

MANUFACTURED CAPITAL

- ↑ **Steady progress** with Styldrift I build-up to **50ktpm**
- ↑ **12.3% increase** in total tonnes delivered
- ↑ **9.4% increase** in 4E ounces produced
- 
- ↑ **10.4% increase** in unit cash cost per tonne milled to R1 177
(2015: R1 066)
- ↑ **7.8% increase** in unit cash cost per Pt ounce to R15 639
(2015: R14 504)

see page 96

HUMAN CAPITAL

- Safety**
- ↑ **80.0% improvement** in fatal injury frequency rate (FIFR)
- ↑ **7.1% improvement** in lost time injury frequency rate (LTIFR)
- ↓ **62.4% deterioration** in serious injury frequency rate (SIFR)
- ↑ **31.5% improvement** in total injury frequency rate (TIFR)
- Health and wellness**
- ↓ **Reduction** in TB incidence rate to 767/100 000
(2015: 937/100 000)

see page 112



INTELLECTUAL CAPITAL

Measuring our performance

We have measured our performance against our material issues. While we have not identified specific material issues in terms of our intellectual capital, we use our intellectual capital to achieve our material issue targets in financial, manufactured, human, social and relationship and natural capital

see page 128



NATURAL CAPITAL

↑ RBPlat awarded CDP **A grade for water management** – one of only 24 global leaders in water management

↓ **40.5% decrease** in potable water usage year-on-year

↓ **7.8% reduction** in carbon intensity

↑ **5.6% increase** in total energy consumption as a result of increased activity at Styldrift I



see page 144



SOCIAL AND RELATIONSHIP CAPITAL

↓ **R36.0* million** spent on our **SLP commitment**

(2015: R74.6 million)

** This amount excludes R251.1 million invested in our employee home ownership scheme to date*

↑ **R1.6 billion** spent with **HDSA suppliers**
(79.6% of our total discretionary spend procurement)

see page 134

58.6%

increase in revenue
over the past seven years

R6.5 billion

investment in expansion capital
over the past seven years of which 89% was
funded from cash generated by our operations

Seven-year financial summary

	Unit	2016	2015	2014	2013	2012	2011	2010
Financial statistics								
Revenue	R (million)	3 342.2	3 044.7	3 767.5	3 251.1	2 865.3	2 974.9	2 106.8
Cash operating costs	R (million)	2 765	2 548	2 361	2 093	2 051	1 802	1 700
EBITDA*	R (million)	489.7	297.9	1 189.4	1 008.0	633.8	1 035.5	815.3
Profit/(loss) attributable to owners of the Company	R (million)	168.3	(3 044.8)	440.9	284.2	170.3	273.4	3 164.8
Headline earnings/(loss)	R (million)	166.7	(159.6)	440.9	283.9	170.3	273.7	290.2
Headline earnings/(loss) per share	cents	86.7	(83.2)	239	173	104	167	191
Normalised headline earnings**	R (million)	119.8	16.4	506.9	348.4	233.2	350.2	399.3
Normalised headline earnings per share**	cents	62.3	8.7	274	212	142	214	283
Weighted average number of ordinary shares in issue for earnings per share	number	192 145 127	191 592 060	184 797 002	164 319 791	163 960 709	163 677 799	141 132 832
Average rand basket price***	R/Pt oz	18 906	17 256	19 842	17 927	16 404	16 282	15 555
Gross profit/(loss) margin	%	7.2	(1.3)	23.0	18.5	11.9	19.0	23.7
EBITDA margin*	%	14.7	9.8	31.6	31.0	22.1	34.8	38.7
Number of shares issued outside the Group at year-end	number	192 277 990	191 743 614	191 130 657	164 459 662	164 150 804	163 677 799	163 677 799
Cash on hand at year-end	R (million)	835.5	917.6	1 864.2	772.9	649.9	1 099.2	899.4
Borrowings	R (million)	434.0	366.9	6.6	–	–	–	–
R:US\$ exchange rate								
Average annual R:US\$ exchange rate	R:US\$	14.70	12.78	10.85	9.65	8.21	7.26	7.30
Year-end R:US\$ exchange rate	R:US\$	13.68	15.50	11.57	10.47	8.47	8.09	6.62
RBPlat share price performance on the JSE (ordinary shares)								
High	cents/share	5 300	5 996	7 690	6 499	6 749	7 001	7 100
Low	cents/share	2 235	2 261	4 740	4 201	4 374	5 261	6 050
Year-end	cents/share	3 561	2 665	5 271	5 900	5 750	5 500	6 675
Volume of shares traded	number	52 887 853	70 395 450	45 595 706	37 834 520	24 529 533	33 584 214	23 296 886
Net cash generated by operating activities	R (million)	585.3	619.2	1 426.5	907.8	732.6	1 025.1	785.3
Net asset value (NAV) per share	cents	58.0	57.0	72.8	72.2	70.2	68.9	66.9
Capital expenditure								
Expansion capital	R (million)	972	1 692	1 365.0	737.0	646.0	635.7	487.9
Replacement capital	R (million)	44	205	204.1	184.0	307.7	376.0	363.4
Stay-in-business (SIB) capital	R (million)	110	112	154.4	137.8	238.3	146.1	97.0
SIB % of operating costs	%	4.0	4.4	6.5	7	12	6	6

* The Company utilises certain non-IFRS performance measures and ratios (e.g. EBITDA) in managing the business and may provide users of the financial information with additional meaningful comparisons between current results and results in the prior periods. Non-IFRS financial measures should be viewed in addition to and not as an alternative for the reported operating results or cash flow from operations or any other measure of performance prepared in accordance with IFRS. In addition, the presentation of these measures may not be comparable to similarly titled measures used by other companies

** Normalised headline earnings are based on headline earnings adjusted for fair value depreciation, amortisation and tax thereon

*** Net proceeds from total concentrate sales including revaluation of pipeline divided by total platinum ounces produced

62%

improvement in LTIFR
over the past seven years

59%

improvement in SIFR over
the past seven years

41%

improvement in IMS panel
ratio since 2010

Seven-year operational summary

	Unit	2016	2015	2014	2013	2012	2011	2010
Safety								
Fatal injuries	number	1	5	2	2	1	0	3
LTIFR	/200 000 hours	0.380	0.409	0.533	0.614	0.676	0.897	1.001
SIFR	/200 000 hours	0.216	0.133	0.289	0.265	0.421	0.467	0.531
Section 54 stoppages	number	11	16	10	11	12	12	7
Safety stoppage losses	kt	102	275	79	89	117	92	68
Mining production								
Total tonnes delivered	kt	2 759	2 457	2 471	2 310	2 384	2 284	2 366
Merensky	kt	2 176	1 872	1 908	1 895	1 959	2 026	2 288
UG2 – BRPM	kt	583	585	563	415	425	258	78
Total development	km	36.2	35.5	39.9	36.5	39.4	30.2	33.4
Mining replacement rate – BRPM	m ² /m	36.2	31.9	28.9	32.4	27.1	32.2	35.0
IMS panel ratio – BRPM	ratio	1.58	1.51	1.70	1.52	1.48	1.01	1.12
Concentrator production								
Total tonnes milled	kt	2 762	2 461	2 479	2 301	2 375	2 305	2 407
BRPM concentrator	kt	2 453	2 044	2 112	2 010	2 214	2 162	2 380
Waternat (toll)	kt	309	417	367	291	160	142	27
BRPM	kt	2 348	2 389	2 467	2 301	2 375	2 305	2 407
Styldrift I	kt	414	72	12	–	–	–	–
Built-up head grade (4E)	g/t	4.03	4.11	4.29	4.38	4.07	4.35	4.31
Merensky	g/t	4.08	4.20	4.45	4.51	4.22	4.44	4.32
UG2	g/t	3.82	3.79	3.74	3.76	3.36	3.60	3.83
Total recovery	%	84.98	85.68	86.05	86.37	86.71	87.47	86.43
4E metals in concentrate	koz	304	278	294	280	269	282	288
Pt metal in concentrate	koz	196	180	190	181	174	183	187
Labour**								
Working cost labour	number	6 271	6 256	6 272	6 180	6 057	6 553++	6 793++
Capital labour	number	1 103	999	2 601	1 727	1 686	1 389	877
Stopping crew efficiencies	m ² /crew	334	321	336	320	307	308	343
Tonnes milled/TEC	t/emp	30.8	31.8*	33.0*	31.6	29.8	29.3	29.5
Operating costs								
Cash operating costs	R (million)	2 765	2 548	2 361	2 093	2 051	1 802	1 700
Cash operating cost per tonne milled	R/t	1 177	1 066	957	920	864	782	707
Cash operating cost per 4E ounce	R/4E oz	10 068	9 359	8 040	7 519	7 616	6 399	5 902
Cash operating cost per Pt ounce	R/Pt oz	15 639	14 504	12 463	11 592	11 775	9 863	9 076

++ 2010 and 2011 numbers are averaged for the year, thereafter year-end numbers are provided

* Milled tonnes per total employee costed have been restated on the basis of a revised calculation methodology to align efficiencies with an average 23 shift roster

** These numbers exclude corporate office employees

ESG information	Unit	2016	2015	2014	2013	2012	2011	2010
Employees	Number	7 400	7 281	8 900	7 929	7 518	8 273	7 669
Total discretionary procurement spend in HDSA companies	%	79.6	74.2	68.1	64.6	59.3	68.0	–
GHG emission CO ₂ e (Scope 1 and 2)	tCO ₂ e	318 220**	304 674	326 606	292 773	320 017	300 396	304 503
Water intensity	ML/t milled	0.986	1.333	1.049	0.908	0.912	0.948	1.002
SLP expenditure	R (million)	287.1	74.6	133.0	105.2	127.1	35.8	1.4*

* Local economic spend prior to start of Mining Charter SLPs in 2010

** The increase in GHG emissions in 2016 is as a result of the increased activity in mechanised mining at Styldrift I

Value creation

	2016	2015	2014	2013	2012	2011	2010
Value added consists of:							
Revenue	3 342.2	3 044.7	3 767.5	3 251.1	2 865.3	2 974.9	2 106.8
Add: Other income	88.1	68.7	18.5	76.2	64.2	54.8	1.6
Add: Profit on remeasurement of previously held interest in BRPM JV	–	–	–	–	–	–	2 896.4
Add: Net finance income	84.4	81.1	91.3	39.0	56.3	58.6	3.2
Total value added [A]	3 514.7	3 194.5	3 877.3	3 366.3	2 985.8	3 088.3	5 008.0
Value distributed consists of:							
BRPM JV employees and contractors	1 562.5	1 438.0	1 271.4	1 181.7	1 145.7	973.9	682.7
Corporate office employees and non-executive directors	74.7	72.0	68.0	60.5	61.9	58.3	29.3
Water and electricity providers	252.5	233.6	208.4	179.4	171.1	144.5	87.6
Magalies Water	15.8	23.3	16.5	15.1	14.6	10.8	7.2
Eskom	236.7	210.3	191.9	164.3	156.5	133.7	80.4
Government	295.4	304.5	234.3	183.1	174.1	168.0	95.5
Mining and non-mining income tax (excludes deferred tax)	24.7	76.9	23.7	15.6	17.4	29.9	0.4
STC	–	–	–	–	–	–	–
Royalties	12.4	10.4	12.6	10.9	9.6	14.1	8.4
PAYE	234.4	196.3	178.5	140.2	131.5	110.7	77.0
UIF	11.7	10.3	10.1	8.0	7.9	7.1	5.1
SDL	12.2	10.6	9.4	8.4	7.7	6.2	4.6
Providers of capital	94.4	(722.2)	157.9	163.6	105.0	137.4	11.7
Non-controlling interest	94.4	(722.2)	157.9	163.6	105.0	137.4	1.9
Dividends	–	–	–	–	–	–	–
Finance cost	–	–	–	–	–	–	9.8
Suppliers of materials	487.5	447.3	450.3	365.2	407.6	391.5	243.4
Suppliers of services	208.3	247.2	248.7	254.6	203.7	239.4	94.1
Suppliers of corporate office and housing project services and goods	63.4	58.8	45.1	24.6	22.1	32.1	22.7
Employee housing assets	83.2	262.5	138.2	–	–	–	–
Capital expenditure	1 136.5	2 018.4	1 675.6	1 036.6	1 173.9	1 146.5	718.5
Broader community (excluding housing project contribution)	37.1	75.5	133.1	105.2	126.9	35.9	7.6
Total value distributed [B]	4 295.5	4 435.6	4 631.1	3 554.5	3 592.0	3 327.5	1 993.1
Value (distributed)/retained by Group [A – B]	(780.8)	(1 241.1)	(753.7)	(188.2)	(606.2)	(239.2)	3 014.9

Beneficiaries of RBPlat Group value distribution over the past two years





























Broader community spend as a percentage of net profit after tax was 14.1% (2015:48.6%).



Sampling of primary rougher flotation feed at the BRPM concentrator

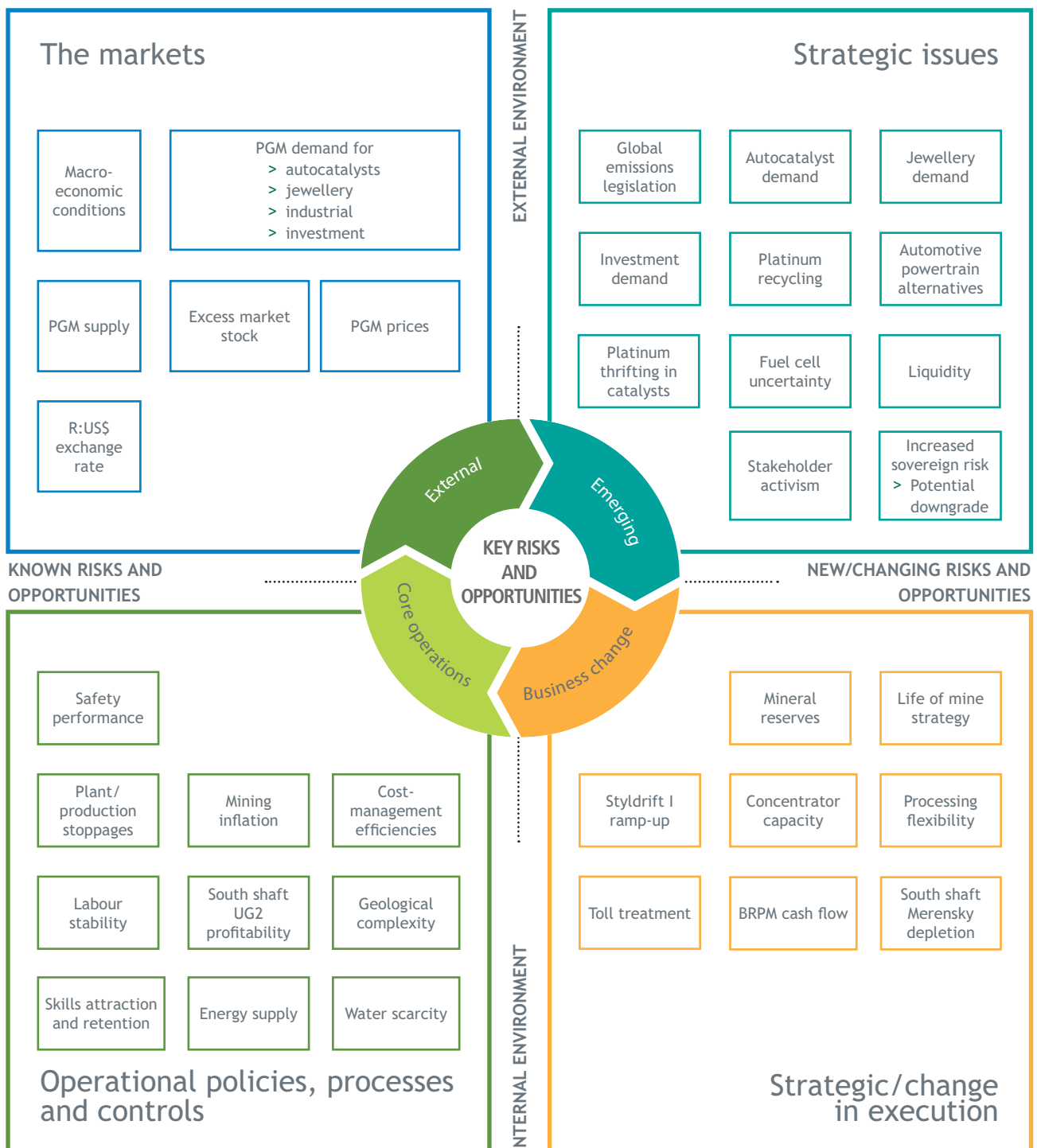
How we use our business model to deliver against the four pillars of our strategy and create value beyond financial return

	The stock of capital we had at the beginning of the year	What we did with our stock of capital
 <p>Financial capital</p>	<ul style="list-style-type: none"> > R918 million cash on hand > R500 million available in revolving credit facility > R458 million general banking facilities of which R159 million was utilised for guarantees > Net asset value (NAV) of R10.9 billion 	<p>We prudently managed our stock of <i>financial capital</i> to ensure RBPlat's sustainability, investing cash from the sale of our concentrate to grow our stock of <i>manufactured capital</i> through investing:</p> <ul style="list-style-type: none"> > R154 million in stay-in-business (SIB) and replacement capex at BRPM > R972 million in expansion capital at Styldrift I > production costs <p>We invested:</p> <ul style="list-style-type: none"> > R62 million in growing our stock of <i>human capital</i> and R287.1 million in growing our <i>social and relationship capital</i> <p>We used our stock of <i>manufactured capital</i> to mine and process our Merensky and UG2 ore and develop and mine Styldrift I</p>
 <p>Manufactured capital</p>	<ul style="list-style-type: none"> > Mining infrastructure above and below ground at BRPM > Mining infrastructure above and below ground at Styldrift I > BRPM concentrator infrastructure > Stock of natural capital (reserves) 	<ul style="list-style-type: none"> > We maintained our stock of <i>manufactured capital</i> at BRPM by investing SIB capital and replacement capital in the North shaft Phase III replacement project > We also grew our stock of <i>manufactured capital</i> by investing expansion capex in Styldrift I > We increased our concentrating capacity by completing the upgrading of our BRPM concentrator
 <p>Human capital</p>	<ul style="list-style-type: none"> > 7 281 employees > Effective, experienced leaders > Skilled workforce > Training and development skills > R83.9 million invested in training and development during 2015 	<p>We also invested <i>financial capital</i> in our <i>human capital</i> through:</p> <ul style="list-style-type: none"> > paying salaries, wages and benefits > human resource development > safety, health and environment (SHE) management <p>In turn our investment in our stock of <i>human capital</i> helped grow our stock of <i>manufactured</i> and <i>financial capital</i> when our workforce used our <i>manufactured capital</i> to mine and process our natural capital (reserves)</p>
 <p>Intellectual capital</p>	<ul style="list-style-type: none"> > Sustainability, risk management, assurance and governance structures > Systems, controls and processes > Geological model > Ability to innovate 	<p>To grow our stock of <i>intellectual capital</i> we draw on our stocks of <i>financial</i> and <i>human capital</i> for:</p> <ul style="list-style-type: none"> > enterprise risk management (ERM) > developing, implementing and monitoring our governance structures and processes > continued reassessment of the effectiveness of our operating systems and processes > investing in the digitalisation of our business > developing innovative solutions that will help us mine more safely and cost effectively
 <p>Social and relationship capital</p>	<ul style="list-style-type: none"> > Social licence to operate > Investment in SLP commitments during 2015: <ul style="list-style-type: none"> • R74.6 million > Local HDSA discretionary procurement: <ul style="list-style-type: none"> • R437 million in 2015 > Effective stakeholder relationships 	<p>To grow our stock of <i>social and relationship capital</i> we also invested <i>financial</i> and <i>human capital</i> in:</p> <ul style="list-style-type: none"> > implementing our SLP (R287.1 million) in 2016 > engaging with stakeholders to address areas of interest or concern to them and establishing suitable engagement structures
 <p>Natural capital</p>	<ul style="list-style-type: none"> > Resources and reserves as at 31 December 2015: <ul style="list-style-type: none"> Resources: 241.78Mt Reserves: 81.75Mt > Approved environmental management programme > 8% decrease in RBPlat's total CO₂e tonnes > 24% reduction in potable water consumption > Commissioned water treatment plant 	<ul style="list-style-type: none"> > Increased our stock of <i>natural capital</i> (mineral reserves) due to the conversion of our Frischgewaagd prospecting right to a mining right. This enabled us to include the Frischgewaagd resource into our mineral reserves, resulting in a new gain in reserves despite the depletion of current reserves through our mining process <p>We also invested <i>financial, human, social and relationship capital</i> in:</p> <ul style="list-style-type: none"> > exploration > securing our mineral rights > environmental management of our natural capital > monitoring our use of energy and water and making every effort to make it efficient

The outputs from these activities	The stock of capitals we achieved by year-end	Trade-offs
<ul style="list-style-type: none">  > Saleable product in the form of PGM concentrate  > Cash flow generated by the sale of our concentrate achieved by employing <i>financial</i>, <i>human</i>, <i>manufactured</i> and <i>natural capital</i> 	<ul style="list-style-type: none"> > R836 million in cash on hand at year-end > R500 million available in revolving credit facility > R458 million general banking facilities of which R202 million was used for guarantees > NAV of R11.2 billion 	
<ul style="list-style-type: none">  > 2 759kt of ore delivered  > IMS flexibility above our target of 1.5  > BRPM concentrator upgrade completed  > 36.2km of total development  > 2 762kt milled  > 196koz Pt metal in concentrate  > 304koz 4E metals in concentrate  > North shaft Phase III replacement project at BRPM 94% complete  > Development targets at Styldrift I met 	<p>Stock of <i>manufactured capital</i> increased through:</p> <ul style="list-style-type: none"> > 9.4% increase in production of saleable product > Fully operating mine with two shafts (BRPM) > Good progress with North shaft Phase III replacement project ensured BRPM's stock of <i>manufactured capital</i> is maintained > Further development of Styldrift I and progress with our strategic objective of growing organically increased our stock of <i>manufactured capital</i> and contributed to our production by delivering 410kt tonnes of Merensky ore > Mineable reserves available on a sustainable basis 	<p>Slowdown in development rate at Styldrift I allowed us to preserve cash and improve our project management model but delayed ramp-up</p> <p>Slow start at the beginning of 2016 enhanced safety but initially affected production</p>
<ul style="list-style-type: none">  > The R1.9 billion of our stock of <i>financial capital</i> we invested in <i>human capital</i> in the form of salaries, wages and benefits and human resource development provided us with a workforce qualified to mine and process our <i>natural capital</i>  > Improved SHE management 	<p>Maintained and grew our stock of <i>human capital</i> through:</p> <ul style="list-style-type: none"> > Enhanced safety leadership skills > Effective, agile leadership > Skilled employees > Safety culture enhanced at operations > Reduction in fatality rate > Increased <i>human capital</i> by 1.6% (7 400 employees) > R62 million spend on training and development 	<p>The conveyor belt to transport ore from Styldrift I to the BRPM concentrator was deferred to reduce expansion capex.</p>
<ul style="list-style-type: none">  > Risks and opportunities identified and responded to  > Effective corporate governance  > Increased safety in terms of mechanised mining processes at Styldrift I (collision avoidance system (CAS))  > Business planning and consolidation system (BPC) in place  > SILO safety risk management system in place 	<ul style="list-style-type: none"> > Well-managed ethical business with access to accurate information > Effective decision-making resulting in strong governance, proactive risk management, ability to react rapidly to changing business conditions > Innovative ways of working > Ability to rapidly identify and address safety risk > Integrated thinking 	<p>A temporary dedicated road is being used to transport up to 50ktpm of Styldrift I ore to the BRPM concentrator. For volumes in excess of 50ktpm the conveyor belt will be constructed as it will be a more cost effective method of transporting the ore</p>
<ul style="list-style-type: none">  > Poverty alleviation  > Enhanced community skills and employability of community members  > Improved maths and science results  > Increased HDSA, and in particular local HDSA procurement 	<ul style="list-style-type: none"> > R287.1 million invested in SLP commitments > R1.65 billion in HDSA discretionary procurement in 2016 > R513.7 million spend on local HDSA discretionary procurement > Increased sustainability of communities > Effective community engagement 	
<ul style="list-style-type: none">  > Effective waste management  > Waste material management  > Effective environmental management  > Efficient use of the energy and water we employ in our mining activities 	<ul style="list-style-type: none"> > Increased sustainability through the availability of additional reserves > Impact of our mining activities minimised > Disturbed land rehabilitated > 8% increase in mineral reserves year-on-year > Waste material treated and correctly disposed of > Energy and water use efficiency targets met at BRPM concentrator > 40% reduction in potable water consumption > 85% increase in paper recycled 	

The changing business context

RBPlat always considers the external environment in which we operate and seek to achieve our business objectives. The external factors we consider that could impact or provide opportunities for RBPlat include business, social, competitive, financial, political, regulatory and legislative measures.



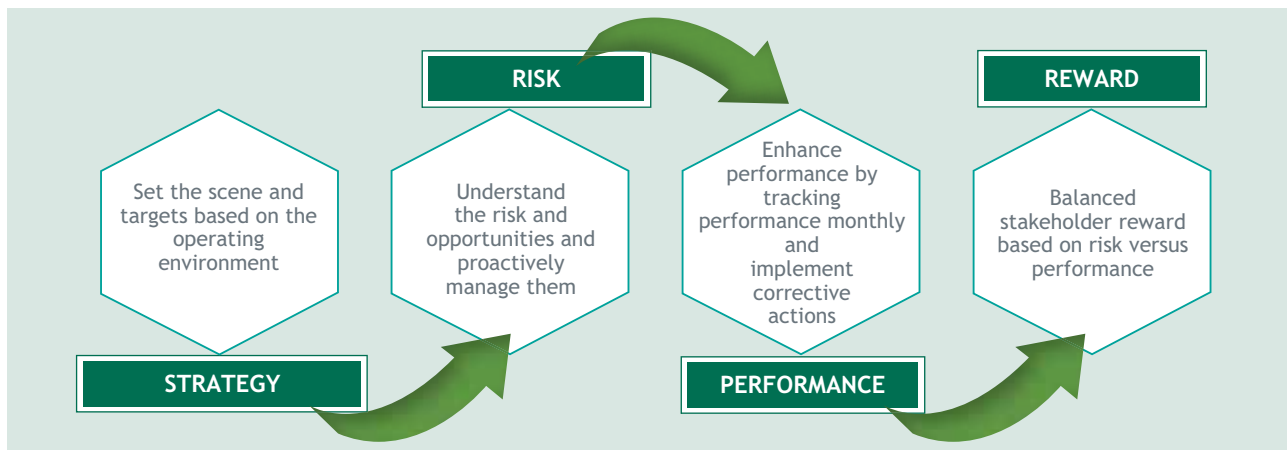
Risk management – a strategic imperative

In an environment where there is no room for error but ample opportunity, risk management remains a strategic imperative.

The Board of RBPlat sets the direction for how we approach and address risk. Our enterprise risk management (ERM) framework aligns our strategy, processes, people, technology and knowledge with the purpose of evaluating and managing the uncertainties we face in protecting and creating stakeholder value. Our risk governance structures and processes, which include the oversight, management and assurance of risk management, are based on the three lines of defence and a combined assurance model. It enables an effective internal control environment and supports the integrity of information used for internal decision-making, strategy development and planning by management, the Board and its committees.

To take risk management in RBPlat to the next level we aim to maintain an Optimised level of risk management.

Linking strategy, risk, performance and reward



Our approach to risk appetite and risk tolerances

In line with the recommendations of King IV RBPlat's Board has ultimate responsibility for risk management including the development of our risk appetite and the setting and monitoring of risk tolerances. Our risk appetite statements are designed to ensure that the RBPlat Group includes risk factors in any major strategic or tactical decision and the compatibility of a course of action with our risk appetite, is always questioned.

RBPlat's risk appetite statements

All companies must assume a certain degree of risk, but there are limits as to how much risk RBPlat can accept in its pursuit of creating economic value for all its stakeholders. Assuming too much risk could cause the fabric of the organisation to unravel if several of these risks materialise, and in extreme cases could cause it to collapse. Failure to contain risk exposures within acceptable limits could also cause harm to people and jeopardise the interests of stakeholders. It is vital, therefore, that the Company manages risk within defined limits.

RBPlat has a low tolerance for an aggregate level of risk that jeopardises the Company's four-pillar strategy. The Company's strategy is to sustain asset quality, so the Board of Directors set a low appetite for the pursuit of lower-grade assets and thus has no appetite to acquire lower-grade businesses or assets merely for the sake of market consolidation.

Risk management – a strategic imperative continued

The Board set the following risk appetite at strategic level:

Risk appetite statement	Risk appetite measure	Key risk indicator	Risk appetite measure
The Company will seek to meet or exceed budgeted earnings and minimise the volatility of earnings to meet shareholders' expectations	The Company has a low appetite for a drop in six-month or full year HEPS	Headline earnings per share (HEPS)	20% fall in HEPS 10% fall in HEPS 0% fall in HEPS

The risk appetite measures for each capital can be found under the relevant capital.

RBPlat Group risk appetite dashboard as at 31 December 2016





Risk	Key performance areas	Key risk indicator	Performance	More information
Potential for operating costs to escalate above CPI 1	Reduce unit costs	> Unit cash cost per tonne milled > Unit cash costs (per Pt oz) > Unit cash costs (per 4E ounce)	 	page 91 page 105
Safety performance 1	Achieve zero harm	> Fatalities > LTIFR/200 000 hrs > SIFR/200 000 hrs > Tonnes milled lost to section 54 safety stoppages	 	page 111 page 117
Revenue: Global economic market conditions (i) PGM prices (ii) Movements in the R:US\$ exchange rate 1	Optimise volumes	> Pt rand basket price > 4E rand basket price	 	page 86
Capital projects: ability to deliver on time and within budget 3	Complete Styldrift I > deliver 150ktpm by 2018 > deliver full 230ktpm by 2020	> Total capital expenditure for Styldrift I > Completion stage (deferred development) > Capitalised development	 	page 94 page 106
Utilities: Lack of availability of utilities 2	Managing limited resources	> Production losses due to load curtailments		

Legend

- Towards operational excellence
- Build flexibility
- Grow organically
- Pursue value enhancing opportunities

Legend

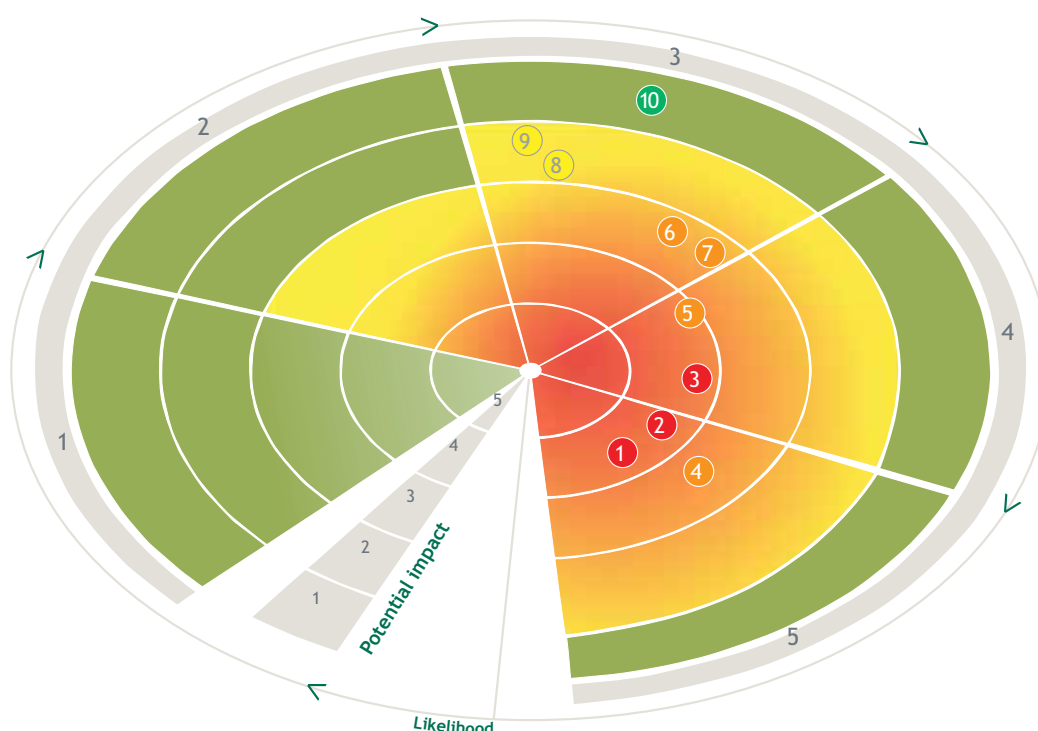
- Meets risk appetite
- Within limits
- Risk appetite breached

Risk	Key performance areas	Key risk indicator	Performance	More information
<p>Sustainability: environmental and climate change management</p> <p>1 2</p>	<p>Sustainably manage climate change and critical resources</p>	<ul style="list-style-type: none"> > Water usage – processing > Energy usage – processing > Water usage – BRPM mining > Energy usage – BRPM mining 	<p>✓</p> <p>✓</p> <p>✓</p> <p>✓</p>	<p> page 153 page 155 page 158</p>
<p>Skills: failure to have available, adequate and appropriate skills (key employees)</p> <p>1 2 3 4</p>	<p>Stable and competitive labour</p>	<ul style="list-style-type: none"> > Staff turnover: A and B bands > Staff turnover: C to D1 bands > Staff turnover: D2 and above bands 	<p>✓</p> <p>✓</p> <p>✓</p>	<p> page 121</p>
<p>Performance against the life of mine strategy</p> <p>1 2 3 4</p>	<ul style="list-style-type: none"> > Improve production volumes and key ratios > Leveraging UG2 mining platform > Adding processing capacity 	<ul style="list-style-type: none"> > Merensky tonnes milled > UG2 tonnes milled > Pt metals in concentrate > 4E metals in concentrate > 4E built-up head grade > IMA (immediately available ore reserves) – Merensky > IMA – UG2 > IMS (Immediately stopable faces) – Merensky > IMS – UG2 	<p>✓</p> <p>✓</p> <p>✓</p> <p>✓</p> <p>✓</p> <p>✓</p> <p>✓</p> <p>✓</p>	<p> page 103</p>
<p>Potential breakdown in stakeholder engagement and responsiveness</p> <p>1 2 3 4</p>	<p>Continually improve stakeholders' relationships</p>	<ul style="list-style-type: none"> > BRPM Mine – human resource development > BRPM Mine – community economic development > Styldrift I – human resource development > Styldrift I – community economic development > Tonnes milled lost due to unrest 	<p>✓</p> <p>✓</p> <p>✓</p> <p>✗</p> <p>✓</p>	<p> page 134 page 142</p>

Risk management – a strategic imperative continued

Our risk landscape

2016 was marked by significant change at political and economic level, both locally and internationally. In this context, we need to ensure that our risk management processes are sufficiently flexible to adjust rapidly to the changing environment, while retaining what we need to ensure comparability. While adverse PGM prices remain a key risk for RBPlat and the platinum industry, increased cost pressures have resulted in operating costs becoming our top strategic risk. Safety also remains a strategic risk for RBPlat and will probably always be a high inherent risk to the industry.



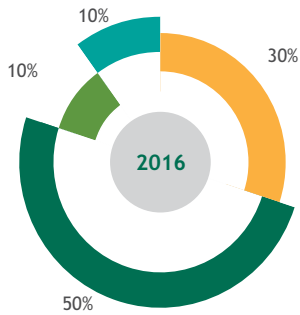
Residual risk rankings	2016	2015
Operating costs, cash preservation	1	3
Adverse PGM prices	2	1
Project delivery (Styldrift I)	3	4
Safety performance	4	2
Breakdown in stakeholder engagement and responsiveness	5	5
Poor performance against life of mine strategy	6	8
Potential misalignment of information management strategy with business strategy	7	10
Climate change management	8	9
Skills shortage	9	7
Water and energy supply	10	6

Legend

- Extremely high
- High
- Moderate
- Low

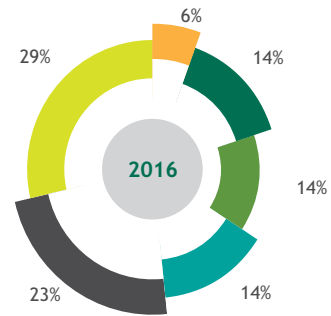
Strategic analysis of top 10 risks

Business context risks



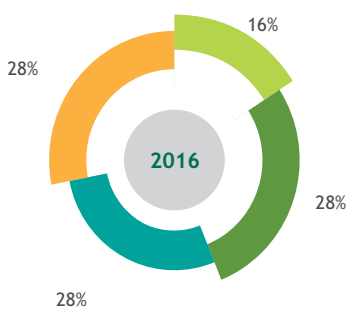
- Internal environment – strategic/execution change
- Internal environment – operational policies and controls
- External environment – the markets
- External environment – strategic/emerging market issues

Risks in the capitals



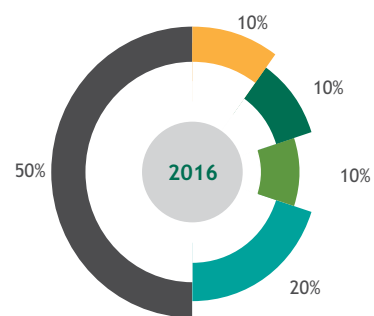
- Natural capital
- Social and relationship capital
- Intellectual capital
- Financial capital
- Human capital
- Manufactured capital

Strategic objective risks



- Towards operational excellence
- Build flexibility
- Grow organically
- Pursue value enhancing opportunities

Risk categories



- Safety, health and environmental risk
- Regulatory and legal risk
- Strategic risk
- Financial risk
- Operational risk

Risk management – a strategic imperative continued

Our top strategic risks






Risk description, root cause and potential impact	Response to risk	Residual risk		Inherent risk	
		2016	2016	2015	2014
<p>Potential for operating costs to escalate above CPI</p> <p>1 2 3</p>	<ul style="list-style-type: none"> > Increased focus on improving productivity and cost reduction across our operations and corporate office 	1	3	5	4
<p>Adverse PGM price fluctuations and/or strengthening of the rand (basket price risk), driven by global economic and market conditions, could result in significant financial exposure</p> <p>1 3</p>	<ul style="list-style-type: none"> > Continual monitoring of the PGM market > Focus on cost optimisation strategies and maintaining a low cost base 	2	1	2	6
<p>Inability to deliver projects on time and fund them within budget, especially the Styldrift I project, could negatively impact future revenue, costs and reputation</p> <p>1 2 3</p>	<ul style="list-style-type: none"> > Effective project management capacity > Sound governance and financial management structures in place > Regular review of project progress by management and Board 	3	4	1	2
<p>Unsatisfactory safety performance resulting in injuries, fatalities and/or section 54 work stoppages may impact on RBPlat's ability to meet production and financial targets</p> <p>1 2 3</p>	<ul style="list-style-type: none"> > Zero harm philosophy, cross audits and internal shaft audits > Investigation to determine the root cause of our fatal accidents > Revised safety turnaround strategy implemented 	4	2	1	2
<p>Potential breakdown in stakeholder engagement and responsiveness could result in a deterioration in stakeholder relationships, particularly with employees, unions and doorstep communities. This could put our social licence to operate at risk</p> <p>1 2 3 4</p>	<ul style="list-style-type: none"> > Continued engagement in accordance with a robust stakeholder engagement framework to ensure stable stakeholder relations > Five-year wage agreement signed for both enrolled employees and contractors (three years remaining) 	5	5	4	1

Legend


- 1 Towards operational excellence
- 2 Build flexibility
- 3 Grow organically
- 4 Pursue value enhancing opportunities

Legend

- Extremely high
- High
- Moderate
- Low

Risk description, root cause and potential impact	Response to risk	Residual risk	Inherent risk		
		2016	2016	2015	2014
<p>Operational exposures due to performance against the life of mine (LOM) strategy (South shaft UG2 and Styldrift I ramp-up) which could impact unit costs and operating profit</p> <p>1 2 3 4</p> 	<ul style="list-style-type: none"> > Formalised business plan and LOM plan process reviewed annually 	6	8	5	5
<p>Potential misalignment of the information management (IM) strategy and business requirements may affect the business requirements also resulting in vulnerabilities in the security of RBPlat's IM systems</p> <p>1 2 3</p> 	<ul style="list-style-type: none"> > IM Steering Committee in place. IM strategy developed in line with business strategy, including an IM governance framework and IM security policies 	7	9	10	15
<p>Ineffective environmental and climate change management could result in non-compliance with key legislation, which may lead to the withdrawal of mining-related licences (mineral rights/ water, etc.) negatively impacting mining operations and costs</p> <p>1 2 3</p> 	<ul style="list-style-type: none"> > Approved new sustainability, climate change, water and energy management strategies to enhance our compliance > Ongoing monitoring of licence requirements 	8	10	9	11
<p>Failure to have available adequate and appropriate skills could negatively impact RBPlat achieving operational efficiencies</p> <p>1 2 3 4</p> 	<ul style="list-style-type: none"> > Human resource development strategy to meet operational requirements, develop talent and retain key skills > Skills development programme in place 	9	7	8	10
<p>Lack of or inadequate utilities (potable water and power) supplies may force RBPlat to halt or curtail business operations, which could lead to business interruptions and delays in expansion projects. The lack of water could have a potentially negative impact on our operations and cause reputational risk should communities be affected. Increased power costs may place further pressure on the operations' financial results</p> <p>1 2 3 4</p> 	<ul style="list-style-type: none"> > Commissioning of a water treatment plant at BRPM has reduced our dependence on Magalies Water > Water supply agreement in place with Magalies Water > BRPM's usage requirements met with additional capacity available to supply Styldrift I until completion of its power supply infrastructure > Ongoing energy saving initiatives including approval of climate change, water and energy management strategies and targets in line with our revised sustainability framework 	10	6	6	9

Risk management – a strategic imperative continued

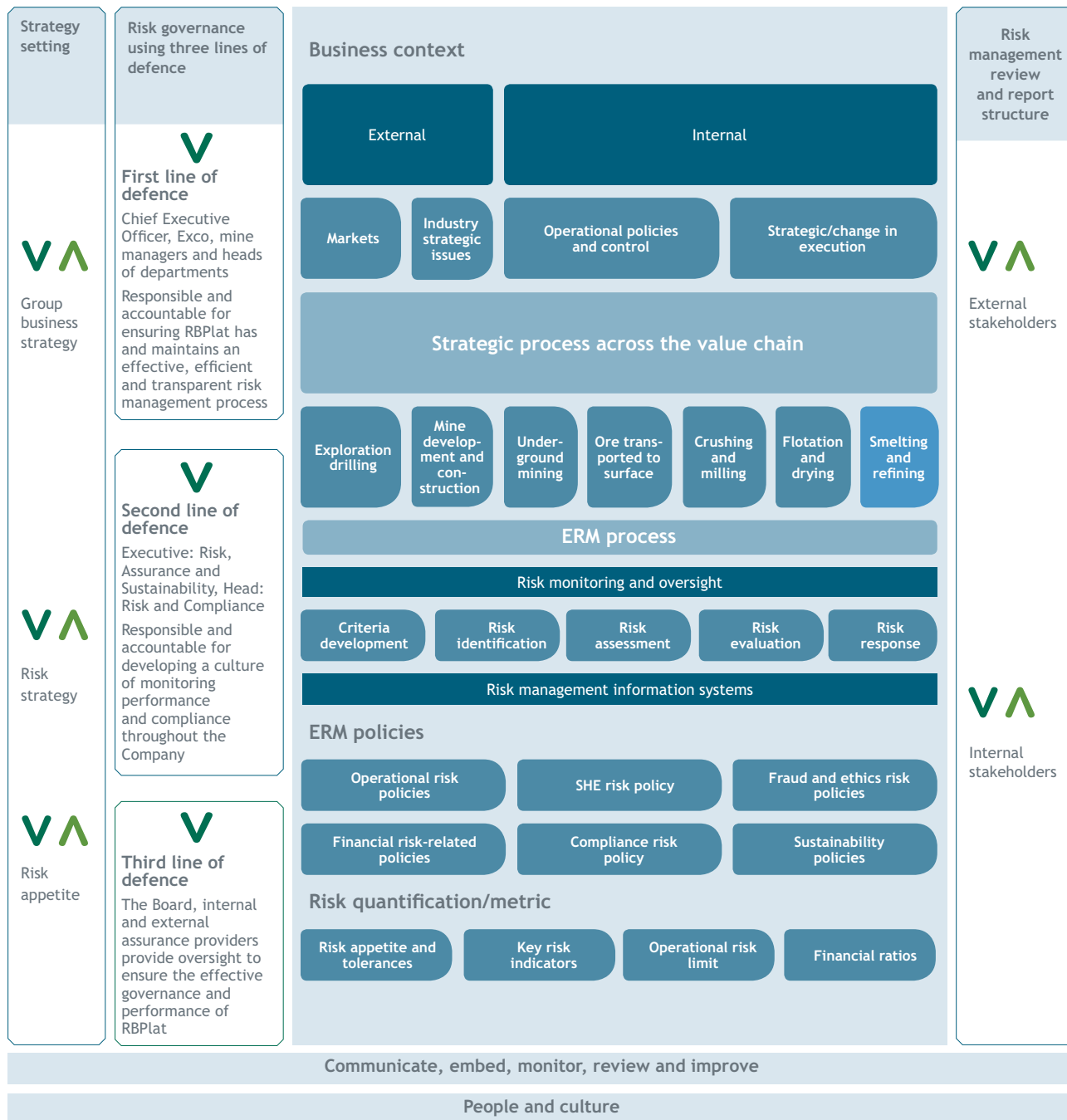
Emerging risk	
Risk description	Response to risk
<p>Sovereign, political and regulatory risk, due to uncertainty regarding the DMR’s approach to safety stoppage and the new Mining Charter</p> <p>Potential downgrade of South Africa’s credit rating could negatively impact on capital raising</p> <p>1 2 3 4</p> 	<ul style="list-style-type: none"> > To mitigate negative investor sentiment we enhanced our stakeholder management and our investor relations strategy > Addressed our concerns to government directly and through the Chamber of Mines, our advocacy body > Participated in industry bodies and other forums to raise our concern regarding sovereign, political and regulatory risk > To mitigate the possible increase in the cost of funding resulting from a downgrade of South Africa’s credit rating we raise the majority of our funding locally

ERM framework

Our ERM strategy framework and policy are closely aligned with RBPlat’s business strategy and business plan, which form the basis for RBPlat’s risk appetite statements and related risk tolerances. The aim of the ERM framework is to:

- > provide a structure within which management can operate to enforce the proactive ERM process
- > inculcate a risk management culture throughout RBPlat and its mining operations
- > further ensure that the risk management efforts of RBPlat are optimised
- > facilitate enhanced performance.

The framework also embeds the culture and practice of risk management in our day-to-day business activities by aligning strategy, processes, people, technology, knowledge and reward with the purpose of evaluating and managing the uncertainties RBPlat faces in creating stakeholder value.



The way forward

Linking strategy and risk has never been more important than it will be going forward. We also have to ensure in running our business that there is full alignment between strategy, risk, performance and reward. We recognise that if there is any misalignment between these elements we will not be able to protect and build stakeholder value. Going forward we will be reviewing our existing risk universe and key risk indicators to ensure they remain relevant in this new business context.

Material issues

Our approach

Our materiality determination process is an integral part of our efforts to embed integrated thinking in RBPlat in order to create value for our stakeholders over the short, medium and long term and ensure the long-term sustainability of our business. The material issues we identify form the basis of our internal and external reporting throughout the year.

To assess what value we have added to the business in the year under review and what we need to do to add value in the year ahead, our materiality process is both retrospective and forward looking.

To achieve this it:

- > reviews our progress in terms of the issues we previously identified as being material for the year under review and the targets we set to address them
- > sets out the issues we have identified as being material to our business and its stakeholders in the year ahead and the targets we have established to address them.

While we strive to set clearly defined targets we recognise that we still need to make progress in this regard.

We establish what our most material issues are by:

- > identifying the issues that could have the greatest impact on our ability to achieve our strategy and create value for our stakeholders
- > identifying external local and global factors that could have a negative or positive impact on the sustainability of our business, which also assists with the

identification of our most material stakeholders

- > identifying our internal and external stakeholders and the capitals they affect (see pages 142 and 143 of *social and relationship capital* for information on how we identify our material stakeholders and their issues)
- > engaging with these stakeholders and establishing what is most material to them in relation to RBPlat
- > identifying the positive or negative impacts we could or do have on each other.



2016 material issues

> Actions taken to address the risks and opportunities they present

Financial capital

Global economic and market conditions resulting in continuing soft commodity prices in dollar terms

Possible impact on value:

This issue can affect our ability to grow organically and meet our Mining Charter commitments which is one of the targets under our strategic objective of achieving operational excellence and retaining our social licence to operate

Residual risk ranking: **2**

Ability to influence impact: Limited

Strategic pillars affected by this issue: **1** **3**

Other capitals affected:



- > Focused on containing costs at BRPM and adopting a flexible approach to investing our available cash in Styldrif I, our organic growth project

Political and country risk

Possible impact on value:

Uncertainty regarding the DMR's approach, excessive safety stoppages, and the mining industry's response to the new Mining Charter; together with the threat of a credit rating downgrade for South Africa and the impact of uncertainty on foreign monetary policy on the rand/dollar/euro exchange rate, would have a negative impact on investor sentiment and in particular foreign investor sentiment. This is likely to have a negative impact on the share price. While a depreciation of the rand could be positive for our rand basket price, it could also have a negative impact on our costs (higher CPI)

Ability to influence impact: Very limited

Strategic pillars affected by this issue: **1** **2** **3** **4**

Other capitals affected:



- > We addressed our concerns to government through the Chamber of Mines, our advocacy body
- > Mitigated negative investor sentiment through regular transparent communication and roadshows

Legend

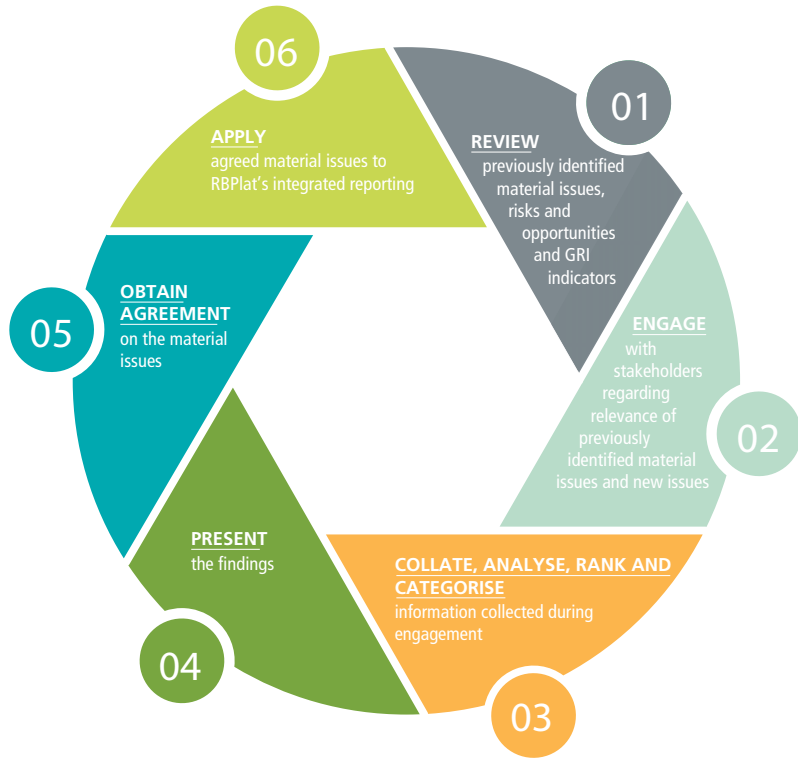
- 1** Towards operational excellence
- 2** Build flexibility

- 3** Grow organically
- 4** Pursue value enhancing opportunities

We then establish targets to address these issues in the year ahead. We also have certain key targets assured independently. This icon **A** indicates when a key performance indicator has been assured.

Performance

More detailed information including our performance is available on these issues in the Performance section of this report under the various capitals (financial capital pages 86 to 95, manufactured capital pages 96 to 111, human capital pages 112 to 127, intellectual capital pages 128 to 133, social and relationship capital pages 134 to 143, natural capital pages 144 to 161).



Performance > Actions we will take to address the risks and opportunities these issues may present in 2017


<p>✓</p> <p>MI 86</p>	<ul style="list-style-type: none"> > Increase focus on containing and improving costs at BRPM > Maintain a flexible approach to investing available cash in Styldrift I, transitioning to the next phase of the ramp-up to a 150ktpm operation by end of 2018, which will secure the optimal level of Merensky production without incurring significant expenditure on processing in the current PGM environment
<p>✓</p> <p>✓</p> <p>MI 86</p>	<ul style="list-style-type: none"> > We will continue to address our concerns through the Chamber of Mines > Adapt business plans to address all possible scenarios regarding the rand/dollar/euro exchange rate

Legend: ✓ Achieved ✓ Partially achieved ✗ Not achieved

Material issues continued

2016 material issues	> Actions taken to address the risks and opportunities they present
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Financial capital continued


Prudent financial management to deal with the impact of weak PGM prices
Possible impact on value:
 Prudent financial management is essential to the long-term sustainability of the business and value creation
Residual risk ranking: 1
Ability to influence impact: Significant
Strategic pillars affected by this issue: 1 2 3 4
Other capitals affected: 

- > Effective cash flow management to ensure we can fund our business and achieve our strategic objectives
- > Prudent capital management
- > Managed our supply chain to reduce the costs over which we have control, assist with containing costs overall and increase our operational efficiency
- > Managed our inventory to optimise cash flow and minimise stock on hand
- > Identified critical spares requirement and ensured they are maintained at optimal level

The funding of the outstanding capital requirement for the ramp-up of the Styldrift I project
Possible impact on value:
 Without the necessary funding we will not be able to continue with the next phase of the ramping up of Styldrift I
Residual risk ranking: 3
Ability to influence impact: Limited
Strategic pillars affected by this issue: 1 2 3
Other capitals affected: 

- > Implemented a robust funding solution to secure the next phase of ramping up Styldrift I to 150ktpm

Manufactured capital

Deliver Styldrift I as a growth project
Possible impact on value:
 Our ability to deliver on our strategic objective of growing organically is dependent on our ability to complete the Styldrift I project
Residual risk ranking: 3
Ability to influence impact: Significant
Strategic pillars affected by this issue: 1 2 3
Other capitals affected: 

- Continued with construction activities at Styldrift I:
 - > 600 level development
 - > 642 footwall development
 - > Water and ore handling conveyor infrastructure
 - > 250kt upgrade of BRPM concentrator

Operating costs
Possible impact on value:
 It is essential that we contain operating costs as they affect the profitability of our business and our ability to implement our strategy, ensure our business is sustainable and create value for our stakeholders
Residual risk ranking: 1
Ability to influence impact: Significant
Strategic pillars affected by this issue: 1 2 3
Other capitals affected: 

- > Commissioned water treatment plant to reduce consumption and cost of using potable water from Magalies Water
- > Cost management efforts to keep stores and consumable cost increases below CPI
- > Improved stoping efficiencies

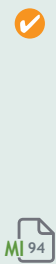
Performance



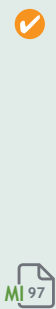
Actions we will take to address the risks and opportunities these issues may present in 2017



- > Effective cash flow management to ensure we can fund our business and achieve our strategic objectives
- > Prudent capital management
- > Managing our supply chain to reduce the costs over which we have control, assist with containing costs overall, increase our operational efficiency
- > Managing our inventory to optimise cash flow and minimise stock on hand



- > Prudent capital management
- > Implementing project support office (PSO) to assist the existing project management office (PMO) (see page 132 for details)



- > Meet project plan commitments that will ensure delivery of the Styldrift I 150ktpm plan
- > Strengthen project management support through the newly implemented PSO
- > Improve management oversight and control by separating production and capital development/ construction responsibilities
- > Improve earned value management (EVM) system




- > Our focus in 2017 will remain on achieving the targets we have set for measuring operational and extracted efficiency. We plan to do so by focusing on our absolute, fixed and variable costs and achieving improved efficiencies


Material issues continued

2016 material issues	> Actions taken to address the risks and opportunities they present
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Manufactured capital continued

Impact of safety stoppages on production and costs
Possible impact on value:
 Safety stoppages can have a major impact on production, which in turn can negatively affect costs and profitability
Residual risk ranking: 4
Ability to influence impact: Significant
Strategic pillars affected by this issue: 1 2 3 4
Other capitals affected: 

> Safety initiatives (see below under human capital and detailed on pages 114 to 116 of human capital) were implemented during 2016 to address our safety performance and support our revised safety turnaround strategy

Profitability of South shaft UG2
Possible impact on value:
 The closure of South shaft will reduce the size of the business
Residual risk ranking: 6
Ability to influence impact: Significant
Strategic pillars affected: 1 2 3 4
Other capitals affected: 

> We revisited our strategy regarding the South shaft UG2 in view of the impact of the platinum price on the feasibility of mining this ore



Human capital

Improve our safety performance
Possible impact on value:
 Poor safety performance puts our employees' lives at risk, affects employee morale, reduces productivity, increases our costs, and affects our reputation
Residual risk ranking: 4
Ability to influence impact: Significant
Strategic pillars affected by this issue: 1 2 3 4
Other capitals affected: 

- > Implemented our safety turnaround strategy
- > Internal audit teams made up of subject matter specialists introduced at both BRPM and Styldrift I to audit systems effectiveness against the focus areas of our turnaround strategy. These are in addition to cross audits that have been in place for some time at BRPM where teams from one shaft assess teams from the other shaft
- > Safety leadership training to achieve effective, enabling safety leadership by line supervisors
- > Coaching and mentoring of mine overseers by experienced mine overseers in technical and leadership skills
- > Development of planned task observations (PTOs)
- > SILO risk management database system rolled out
- > Reviewed and aligned volume contractor management safety strategies with RBPlat requirements
- > Improved contractor safety culture through 4th Wave culture intervention

Performance



Actions we will take to address the risks and opportunities these issues may present in 2017



- > We will continue to focus on the key safety initiatives identified in our safety turnaround strategy to avoid the major impact safety stoppages can have on production, costs and profitability
- > Address any safety stoppages that we deem unfair through the Chamber of Mines



- > Secure toll treatment agreements beyond 2018
- > Quarterly review of South shaft UG2 performance



Processing flexibility and capacity (a new issue identified for 2017)
Strategic pillars affected by this issue: 1 2 3 4
Residual risk: 6
Ability to influence impact: Significant
 > Renegotiate toll treating arrangements for our UG2 ore at the Waterval Smelter Complex



- > We will continue with the medium- and long-term initiatives of our safety turnaround strategy that have proved helpful in improving our safety performance during 2016 and build on our efforts in 2017

Material issues continued

2016 material issues	> Actions taken to address the risks and opportunities they present
----------------------	---

Human capital continued

Health and wellness of our employees

Possible impact on value:

A healthy workforce is important to our business because it means that our employees are fit to work at their full potential and absences due to sickness are reduced

Residual risk ranking: 8

Ability to influence impact: Significant

Strategic pillars affected by this issue: 1 2 3 4

Other capitals affected:



- > All our volume contractors and enrolled employees are on the Platinum Health medical aid
- > Apply simple non-negotiable health and safety standards across our organisation to prevent occupation-related illnesses
- > Addressed causes of fatigue, particularly in contractors, by ensuring they take stipulated time off to rest
- > Measured and monitored key health indicators

Remuneration and reward structures that encourage safe behaviour and are acceptable to our employees and other stakeholders

Possible impact on value:

To retain skilled employees we need to ensure they are fairly rewarded. To encourage excellence we need to ensure these rewards are linked to clearly defined performance measures. We also need to ensure that our remuneration and rewards encourage safe behaviour. Transparency around executive remuneration is important to our stakeholders

Residual risk ranking: 8

Ability to influence impact: Significant

Strategic pillars affected by this issue: 1

Other capitals affected:



- > Monitored the effectiveness of our incentive programmes
- > Reviewed our remuneration to ensure it is encouraging desired behaviours
- > Attempted to meet shareholders' transparency requirements regarding reporting on executive remuneration

Ensure we have the appropriate skills available

Possible impact on value:

If we do not have these skills we will not be able to deliver against our strategy or achieve our production targets

Residual risk ranking: 9

Ability to influence impact: Significant

Strategic pillars affected by this issue: 1 2 3 4

Other capitals affected:



- > Monitored skilled employee turnover as a measure of our retention of skills, as well as an indication of the health of our relationship with our employees
- > Invested in employee skills development over and above our requirements in mandatory skills training

Social and relationship capital

Meeting our commitments both in terms of our wage agreement and our SLPs without putting the sustainability of our business at risk

Possible impact on value:

It is our aim to create economic value for our stakeholders, which includes providing our employees with the opportunity for home ownership and contributing to the sustainability of our communities through meeting our SLP commitments. It is also important that we retain our social licence to operate, however, this all requires a substantial financial commitment

Residual risk ranking: 5

Ability to influence impact: Significant

Strategic pillars affected by this issue: 1 2 3 4

Other capitals affected:



- > Proceeded with Phase II of the employee home ownership scheme based on the number of homes required by employees
- > Depressed market conditions meant we needed to cut all our budgets for 2016, including our SLP budget, but we continued with our investment in education and SLP training and development. We also provided assistance to local farmers to cope with drought conditions

Performance



Actions we will take to address the risks and opportunities these issues may present in 2017



- > Apply simple non-negotiable health and safety standards across our organisation to prevent occupation-related illnesses
- > Address causes of fatigue in our workforce
- > Measure and monitor key health indicators



- > Monitor the effectiveness of our incentive programmes
- > Review our remuneration to ensure it is encouraging desired behaviours
- > Meet shareholders' transparency requirements regarding reporting on executive remuneration



- > Monitor skilled employee turnover as a measure of our retention of skills, as well as an indication of the health of our relationship with our employees
- > Monitor safety performance
- > Invest in employee skills development over and above our requirements in mandatory skills training



- > We will continue to hold discussions with the Department: Mineral Resources as well as participating in discussions through our membership of the Chamber of Mines
- > We will use our own targets until such time as the Mining Charter targets are finalised
- > While RBPlat substantially complies with a number of the proposed new conditions of the Mining Charter, certain of the investments proposed could impact the sustainability of our business. To address these we will continue to make representations through the Chamber of Mines

Material issues continued

2016 material issues

> Actions taken to address the risks and opportunities they present

Social and relationship capital continued

Stakeholder engagement and responsiveness

Possible impact on value:

Our ability to build a stock of relationship capital depends on how effectively we can engage, listen and respond to our stakeholders and build effective relationships with them. Each capital consists of resources and relationships and it is difficult to always get these relationships right. Stakeholder engagement can affect every aspect of our business, positively or negatively, including our social licence to operate and our ability to achieve long-term sustainability

Residual risk ranking: 5

Ability to influence impact: Significant

Strategic pillars affected by this issue: 1 2 3 4

Other capitals affected:



- > Continued to strengthen our relationships with employees, unions and communities to reduce the likelihood of operational disruptions through our ongoing employee communication programme and our regular interaction with the union and the communities
- > Engaged with the investor community through our integrated report, results and other presentations and one-on-one meetings, to ensure open and transparent communication with them
- > Ongoing engagement with government and regulators, suppliers, customers, industry bodies and business and joint venture partners

Labour stability

Possible impact on value:

Strikes impact business negatively in a number of ways, which include financial losses and unhealthy employee-employer relationships

Residual risk ranking: 5

Ability to influence impact: Significant

Strategic pillars affected by this issue: 1 2 3 4

Other capitals affected:



- > We continued to focus on maintaining labour stability

Natural capital

Addressing environmental and climate change impacts

Possible impact on value:

It's important that we manage the significant environmental impacts of our operations, continually improve our environmental performance and comply with all relevant environmental legislation. It is also important that we assess the possible impacts of climate change on our organisation and the communities in which we operate and our organisation's possible impact on climate change so we can take steps to minimise this impact

Residual risk ranking: 8

Ability to influence impact: Limited

Strategic pillars affected by this issue: 1 2 3 4

Other capitals affected:



- > Implemented our climate change strategy
- > Conducted external legal compliance audit
- > Reduced the intensity of our greenhouse gas (GHG) emissions
- > Maintained ISO 14001 certification at BRPM and obtaining ISO 14001 certification at Styldrift I
- > Obtained authorisations for environmental impact assessments, water use licences and environmental management programme amendments submitted to the authorities
- > Obtained Board approval of our revised sustainability framework

Addressing the availability of utilities (water and electricity)

Possible impact on value:

Assess the impacts of climate change on the availability of water and make every effort to ensure there is sufficient water for all in the water scarce region in which we operate. We need to continue reducing our electricity use intensity. We have secured an electricity supply for Styldrift I

Residual risk ranking: 10

Ability to influence impact: Limited

Strategic pillars affected by this issue: 1 2 3 4

Other capitals affected:



- > Implemented our energy management strategy
- > Formalised and obtained Board approval of our water management strategy
- > Reduced water and electricity use intensity
- > Using our new water treatment plant to reduce our use of Magalies Water at BRPM

Performance



Actions we will take to address the risks and opportunities these issues may present in 2017



> RBPlat will be conducting a further survey into the quality of our relationships with a range of stakeholders during 2017. While the previous survey we conducted in 2015 indicated that the quality of our relationships with the community, organised labour, the DMR and providers of debt are good, the survey also provided useful feedback for improving our relationships



> The closed shop agreement in place in our operations will assist with maintaining labour stability



- > Implement our climate change strategy
- > Comply with applicable environmental legislation and best practice
- > Reduce the intensity of our GHG emissions
- > Maintain ISO 14001 certification for both BRPM and Styldrift I
- > Implement the sustainability framework



> We will continue to have the same focus as in 2016, but in addition we will implement our formalised water management strategy approved by the Board

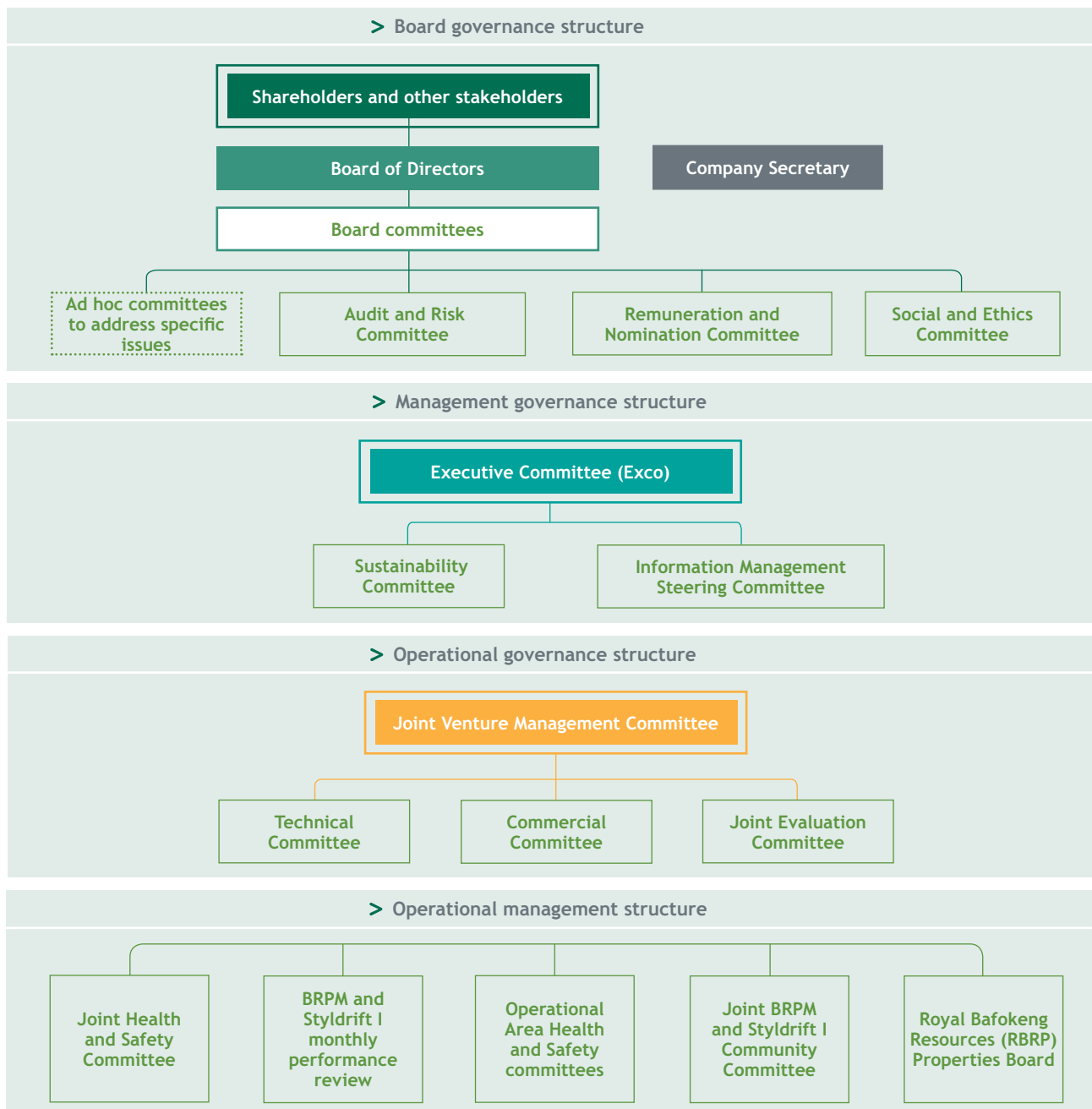
Corporate governance review

We believe that effective corporate governance, as well as considering our stakeholders’ interests, also contributes value to our Group and its stakeholders.

Our Board has applied the King Code of Governance Principles (King III) throughout the RBPlat Group since its inception and took the decision to be an early adopter of King IV following its release in late 2016. In line with the approach of King IV this corporate governance review includes our assessment, against the King IV principles applicable to our business, of the outcomes our approach to corporate governance has achieved. We recognise that this is the first step on our King IV journey. We will, through our Audit and Risk Committee, be spending time in 2017 further analysing our practices to support the various principles and outcomes in terms of King IV. This analysis may well result in a change in our practices to support our application of the principles.

An important element of our corporate governance is the effective control achieved by our governance framework.

Our governance framework



The RBPlat Board and its committees

Our Board met seven times in 2016. The Audit and Risk Committee met six times, the Remuneration and Nomination Committee met four times and the Social and Ethics Committees met five times in 2016. The average length of service of the current membership of our Board is four years, six months.

Name of director	Status	Date of appointment	Length of service at 31 December 2016	Board attendance	Audit and Risk Committee attendance	Remuneration and Nomination Committee attendance	Social and Ethics Committee attendance	Directors to be elected or re-elected
Non-executive Chairman of the RBPlat Board								
Kgomotso Moroka ⁽¹⁾	Independent	1.6.2010	6 years 7 months	7/7	6/6**	4/4	5/5**	
Executive directors								
Steve Phiri (CEO)	Executive	1.4.2010	6 years 9 months	7/7	6/6**	4/4**	5/5**	
Martin Prinsloo (FD)	Executive	1.3.2009	7 years 10 months	7/7	6/6**			
Non-executive directors								
Linda de Beer ⁽²⁾⁺⁺	Independent	1.6.2010	6 years 7 months	7/7	6/6	4/4		
Robin Mills ⁺	Independent	20.9.2010	6 years 3 months	7/7	6/6		5/5	
Mark Moffett ⁺⁺	Independent	22.9.2014	2 years 3 months	7/7	6/6			Re-elected
Thoko Mokgosi-Mwantembe ⁽³⁾	Independent	5.11.2014	2 years 2 months	7/7		4/4	5/5	Re-elected
Velile Nhlapo ⁺	Non-executive	18.11.2015	1 year 1 month	7/7			2/2*	
Mike Rogers ⁽⁴⁾⁺	Independent	7.12.2009	7 years 1 month	7/7		4/4	5/5	
Louisa Stephens ⁺⁺	Independent	22.9.2014	2 years 3 months	7/7	6/6			Re-elected
David Wilson	Non-executive	24.4.2014	2 years 7 months	7/7			5/5	Re-elected

⁽¹⁾ Chairman of Nomination Committee

⁽²⁾ Chairman of Audit and Risk Committee

⁽³⁾ Chairman of Remuneration Committee

⁽⁴⁾ Chairman of Social and Ethics Committee

* Appointed to the Social and Ethics Committee on 2 June 2016

** Attendee

+ Members of the ad hoc Technical Committee (met three times in 2016)

++ Members of the ad hoc Financial Committee (met twice in 2016)



Our reporting in terms of section 3.84 of the JSE Listings Requirements on Board governance processes is available on our website, as is our application of King III

Corporate governance review continued

The outcome of our efforts towards achieving good corporate governance in RBPlat

King IV principles	> Ethical culture
<p>Principle 1 The governing body should lead ethically and effectively</p>	<p>Ethical leadership</p> <ul style="list-style-type: none"> > RBPlat’s Board-approved code of ethics (the code) and fraud and corruption prevention policy (the policy) are designed to ensure the effective management of ethics and fraud and corruption in RBPlat. They are in line with international best practice and make it clear that we do not tolerate acts of bribery or fraud by our employees, contractors, suppliers, joint venture partners and other business partners. A policy is also in place covering the trading of the Company’s securities during closed periods, as is a procedure to address conflicts of interest. The code also commits us to fair trade and purchasing in an ethical manner. > The Chairman of our Board ensures that the behaviour of Board members is in accordance with both the code and the policy governing ethics. > In turn the Board and its committees monitor compliance with both the code and the policy by the business. We apply Principle 10 of the UNGC to our Board decision-making processes. (Principle 10 states that business should work against corruption in all its forms including extortion and bribery.) > Our Chief Executive Officer is ultimately responsible for the implementation of both the code and the policy in RBPlat. > The Executive: Risk, Assurance and Sustainability provides the Audit and Risk and Social and Ethics committees with quarterly reports on RBPlat’s ethical performance, which include feedback from our whistle-blower hotline and our internal audit department and the actions we have taken to promote and instil an ethical culture. > Ethics and corruption-related issues are addressed at Executive Committee meetings when they arise. > As part of our future fraud prevention activities all members of management are required to declare their interests, and our first level of management is responsible for cascading the code and policy down their management line.
<p>Principle 6 The governing body should serve as the focal point and custodian of corporate governance in the organisation</p>	<p>Addressing corruption in our business</p> <p>We recognise that corruption in all its forms is a major hindrance to sustainable development and work against it in our business. It impedes economic growth, distorts competition and represents serious legal and reputational risks. It also has a major impact on poor communities and corrodes the very fabric of society. We have taken steps to mitigate fraud and corruption risks in our business and our operating environment and continually review their effectiveness.</p> <p>Our formal disciplinary processes and corrective action procedures ensure that any corrupt behaviour we become aware of is dealt with appropriately. Incidents of fraud and corruption that are reported or detected through management controls are formally investigated by the Executive: Risk, Assurance and Sustainability and/or our Protection Service Manager, depending on the severity of the incident. Where control weaknesses are identified, we implement control enhancement measures. Nineteen cases of fraud and corruption were reported via our confidential hotline facility during the year under review of which four are still being investigated. The assessment of fraud and corruption risks is part of the risk assessment process we conduct at all our business units.</p>
<p>Principle 2 The governing body should govern the ethics of the organisation in a way that supports the establishment of an ethical culture</p>	<p>Addressing corruption in our business</p> <p>We recognise that corruption in all its forms is a major hindrance to sustainable development and work against it in our business. It impedes economic growth, distorts competition and represents serious legal and reputational risks. It also has a major impact on poor communities and corrodes the very fabric of society. We have taken steps to mitigate fraud and corruption risks in our business and our operating environment and continually review their effectiveness.</p> <p>Our formal disciplinary processes and corrective action procedures ensure that any corrupt behaviour we become aware of is dealt with appropriately. Incidents of fraud and corruption that are reported or detected through management controls are formally investigated by the Executive: Risk, Assurance and Sustainability and/or our Protection Service Manager, depending on the severity of the incident. Where control weaknesses are identified, we implement control enhancement measures. Nineteen cases of fraud and corruption were reported via our confidential hotline facility during the year under review of which four are still being investigated. The assessment of fraud and corruption risks is part of the risk assessment process we conduct at all our business units.</p>

King IV principles

> Ethical culture

Principle 3

The governing body should ensure that the organisation is and is seen to be a responsible corporate citizen

Achieving our aspiration to be a responsible corporate citizen

Through our code of ethics, we require all our representatives to act in good faith and in a manner that promotes and supports RBPlat's aspiration to be a responsible corporate citizen. We also require all our suppliers to acknowledge and confirm in all supply contracts that they have read and understood our code of ethics and agree to be guided by it in terms of their actions and behaviour.

Our delivery against our social and labour plans (SLPs), which is an important part of our commitment to being a responsible corporate citizen, is monitored by the Social and Ethics Committee. The committee also monitors our performance in terms of legislative compliance, stakeholder engagement and sustainability-related matters (details of the committee's role and responsibilities are provided in its terms of reference, which are available on our website).

Principle 16

In the execution of its governance role and responsibilities, the governing body should adopt a stakeholder-inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of the organisation over time

Our approach to stakeholder relations

Balancing the needs, interests and expectations of RBPlat's stakeholders has been identified as being one of RBPlat's most material issues. Information on how we have approached our stakeholder relations can be found in the social and relationship capital section of this report (pages 142 and 143) and also in each of the capitals. The Board also identified stakeholder relations in terms of its role regarding investors as being a material corporate governance issue. To address this issue RBPlat engaged with the investor community, both locally and internationally, during 2016 to keep them informed regarding RBPlat and to obtain feedback through:

- > interim and quarterly reporting
- > presentations at the Bank of America Merrill Lynch Global Metals, Mining and Steel Conference 2016 and the Mining Indaba in Cape Town
- > one-on-one sessions held with investors and our Chief Executive Officer, Financial Director and Executive: Investor Relations
- > JSE SENS announcements.

(See the stakeholder communication section of our website for details of these presentations.)

RBPlat's recognition of the importance of engaging with the investor community resulted in the member of management responsible for investor relations being appointed a member of the Executive Committee.



Corporate governance review continued

King IV principles

> Ethical culture

Principle 4

The governing body should appreciate that the organisation’s core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process



Performance (Guided by King IV Principle 4)

The role of our Board in ensuring RBPlat can create value for its stakeholders

Our Board and our Executive team review our strategy annually with the aim of examining whether it still addresses our core purpose of creating value for our stakeholders or needs to be revised or changed. The Board also ensures that our business model and sustainability efforts are designed to support the achievement of our strategic objectives and create value for our stakeholders. It sets the direction for how we approach and address risk and has established an Audit and Risk Committee to address risk on its behalf. The Board also established RBPlat’s risk appetite and tolerance in 2015 in line with our risk appetite policy. Our ERM strategy framework and policy, approved by the Board, embed the culture and practice of risk management in our organisation. The governance framework established by the Board (see page 44) receives regular monthly and quarterly reports on key financial and sustainability performance indicators for all six capitals (financial, human, intellectual, social and relationship and natural). This ensures the Board and the executives of RBPlat receive the information they need to make informed business decisions.

Impact of our investment approach on our financial performance

By taking the decision to scale down the development of Styldrift I, our organic growth project, in 2015, during what amounted to a crisis in the South African platinum industry, hit by falling PGM prices and weak demand growth, our Board ensured that we preserved cash, maintained a strong balance sheet and protected the sustainability of our business. It assessed the risks and opportunities, the possible impact on our strategy and our business model, and our sustainability and value creation process, and took decisions that protected value and our sustainability. The plan that the Board approved for 2016, which allowed for development to continue at a pace dictated by the rand basket price achieved, protected both value and sustainability and proved to be a successful one (see page 94 of financial capital and page 106 of manufactured capital for details).

The treasury management system we implemented in 2015 as part of the investment approach approved by the Board has positively impacted returns on our cash investments.



King IV principles

> Effective control

Principle 4

The governing body should appreciate that the organisation's core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process

Principle 6

The governing body should serve as the focal point and custodian of corporate governance in the organisation

Principle 11

The governing body should govern risk in a way that supports the organisation in setting and achieving its strategic objectives

The leadership role of the Board in taking responsibility for the good governance of the Group

Through the appointment of strong independent directors and the separation and clear definition of the roles and responsibilities of the Chairman and Chief Executive Officer, RBPlat has established a clear balance of power and authority at Board level.

Our Board performs its duties within a framework of policies and controls which provide for effective risk assessment and management of our economic, environmental and social performance. The RBPlat Board Charter, which is closely aligned with the recommendations of King IV, details the responsibilities of the Board. Our Memorandum of Incorporation also addresses certain of the directors' responsibilities and powers.

Standing items on the Board's agenda include:

- > operational, financial, risk, Board sub-committee and investor relations reporting as well as a solvency and liquidity assessment and a market assessment. At every alternate Board meeting we conduct a deep dive into the management of risk in the Group.

The Board also has a formal schedule of matters reserved for its consideration and decision which include, among others, approving:

- > strategy
- > business plans and budgets
- > significant acquisitions and disposal of assets
- > executive directors' appointment and remuneration
- > review and approval of significant Group-wide policies and frameworks
- > dividend policy
- > the integrated annual report
- > capital expenditure for investment
- > granting of varying authority levels.

The RBPlat Board plays an important role in setting ethical standards of conduct. For details see Principle 1 under Ethical culture on page 46.

Oversight of risk

The Board determines the Group's risk appetite and levels of risk tolerance (see the risk management section on page 25 for our approach to risk appetite and risk tolerances and page 26 for the Group's risk appetite dashboard). RBPlat also establishes the issues that could have the greatest impact on our ability to achieve our strategy and create value for our stakeholders. This process allows us to assess what value we have added to the business and what we need to do to add value in the future (see page 34 of this report).

Our Audit and Risk Committee oversees the governance of risk in conjunction with our Social and Ethics Committee through our enterprise risk management framework and our system of internal controls.

The ERM approach we have adopted at RBPlat provides us with an integrated approach to the management of our business risks within a complex and ever changing environment. In addition, our ERM framework (see page 33 of this report) allows for risk-based decision-making and provides a streamlined process for evaluating opportunities within the business. Our ERM strategy, framework and policy are closely aligned with RBPlat's business strategy and business plan, which form the basis of RBPlat's risk appetite statement and related risk tolerances. In addition to the ERM policy, our risk management policy suite includes a safety, health, environment and risk (SHER) policy, a fraud corruption prevention policy and a Code of Ethics.

Our ERM framework also embeds the culture and practice of risk management in our day-to-day business activities by aligning strategy, process, people, technology, knowledge and reward with the purpose of evaluating and managing the uncertainties RBPlat faces in creating stakeholder value.



Corporate governance review continued

King IV principles

> Effective control

Principle 10

The governing body should ensure that the appointment of, and delegation to, management contribute to role clarity and responsibilities

Delegation of authority in RBPlat

Through the delegation of authority policy the Board delegates authority to the Executive Committee. It has appointed an Executive: Risk, Assurance and Sustainability to whom it has delegated responsibility for risk management and sustainability. The Board has delegated some of its responsibilities for stakeholder engagement to the Executive: Corporate Affairs, who is responsible for stakeholder engagement and the implementation of our stakeholder engagement framework, and the Executive: Investor Relations, who is responsible for engaging with the investor community.

The Board's delegation of certain matters to its committees is described under Principle 8 under Legitimacy and in the terms of reference of these committees. The roles and responsibilities of the Board's committees are set out in the governance section of our website.

Principle 12

The governing body should govern technology and information in a way that supports the organisation setting and achieving its strategic objectives

Technology and information governance

A Board approved information management (IM) strategy, governance framework and policy sets the direction for RBPlat's approach to technology and information. The Audit and Risk Committee assists the Board in carrying out its technology and information governance responsibilities. An Information Management Steering Committee (a sub-committee of the Executive Committee) oversees the implementation of the IM governance framework and the management of related risks and reports into the Audit and Risk Committee through the Executive Committee.

IM is an integral part of our risk management process and where key risks are identified through assurance processes the necessary remedial action is taken and key issues addressed. IM assets are managed through an asset register, financial and cost accounting and various IM and human resource policies.



Principle 15

The governing body should ensure that assurance services and functions enable an effective control environment and that these support the integrity of information for internal decision-making and of the organisation's external reports

Combined assurance

To ensure we have adequate assurance across the RBPlat Group, and to prevent gaps or duplication in assurance efforts, we have adopted a combined assurance approach. Our Risk and Assurance unit is responsible for maintaining the combined assurance plan in consultation with functional and operational management and our outsourced internal audit service provider. Progress on assurance activities is tracked monthly and reported on to the Audit and Risk Committee and/or the Social and Ethics Committee every quarter, depending on the nature of the area assured.

Compliance with laws and regulations

Our Board's commitment to full compliance with all applicable laws and regulations, and its support and application of certain non-binding codes, standards and plans, includes all 10 principles of the UNGC, the South African Government's National Development Plan and the UN's Sustainable Development Goals. Our regulatory compliance framework and our regulatory risk management process ensure that the effectiveness of the key internal controls in place to mitigate our compliance risks is continually monitored and that risk management plans are in place to ensure compliance with new legislation or amendments to current legislation.

RBPlat compliance during 2016

RBPlat has complied with the JSE Listings Requirements during the year under review.



King IV principles

> Legitimacy

Principle 5

The governing body should ensure that reports issued by the organisation enable stakeholders to make informed assessments of the organisation's performance and its short-, medium- and long-term prospects

Providing stakeholders with reporting that enables them to make informed assessments of RBPlat

The Board of RBPlat collectively reviews the Group's integrated report to ensure it addresses all matters material to its stakeholders and its short-, medium- and long-term prospects. The review process includes a workshop attended by all Board members and the team responsible for our integrated report. The Board's unanimous signed approval of the integrated report can be found on page 15. It also reviews all other reports issued by RBPlat during the financial year including the mineral resources and reserve statement.



Principle 7

The governing body should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively

A board with an appropriate balance of knowledge, skills, experience, diversity and independence

The Remuneration and Nomination Committee is responsible for identifying and evaluating candidates for appointment to the RBPlat Board and monitoring succession planning at Board level. New directors appointed to the RBPlat Board receive informal and formal induction related to the Group and their duties as directors of RBPlat. The RBPlat Board members annually evaluate the performance of the Board as a whole, its sub-committees and that of individual members through a self-appraisal process. In 2016 this process was facilitated by the Institute of Directors (IOD) together with an evaluation conducted by independent IOD appraisers. The results indicated that, overall, the Board was functioning well. The need to improve the level of ongoing training and development of Board members was highlighted by the evaluation. An annual development programme was developed and is being implemented to address this need.

Principle 9

The governing body should ensure that the evaluation of its own performance and that of its committees, its chair and its individual members, support continued improvement in performance and effectiveness

An analysis of the expertise and experience of the RBPlat Board and the significant or key directorships held by Board members can be found on pages 62 and 63 of this report. An analysis of the independence, gender and racial diversity of the RBPlat Board can be found in the fast facts section at the beginning of this report.



Principle 8

The governing body should ensure that its arrangements for delegation within its own structures promote independent judgement, and assist with balance of power and the effective discharge of its duties

Delegation of authority

The Memorandum of Incorporation (MOI) sets out the shareholders' delegation of authority to the Board, which has a formal schedule of matters reserved for its consideration and decision. Its delegation of certain matters to its committees and subsidiary companies is described in the terms of reference of these committees, which can be found in the governance section of our website (www.bafokengplatinum.co.za/bus-trans-policies.php). In addition, the Board delegates authority to the Executive Committee, which in turn delegates authority to heads of department, who in turn delegate authority to members of the RBPlat leadership team.



Corporate governance review continued

King IV principles > Legitimacy

Principle 13

The governing body should govern compliance with applicable laws and adopted, non-binding rules, codes and standards in a way that supports the organisation being ethical and a good corporate citizen

Compliance governance

The Audit and Risk Committee obtained assurance on the financial statements, internal controls and sustainability information included in RBPlat’s integrated annual report and carried out its statutory duties set out in section 90 of the Companies Act 71 of 2008. It satisfied itself as to the expertise and experience of the Financial Director and the financial function and assessed the independence and performance of the internal and external audit functions. (See the Audit and Risk Committee report on page 3 of the annual financial statements.)

The Social and Ethics Committee advised and provided guidance to the Board on the effectiveness of management’s efforts in respect of social, ethics and sustainable development-related matters. It also carried out its duties as prescribed in the Companies Act 71 of 2008 and reported on its discharge of its duties in this regard to the Board and stakeholders (see its report on page 53 of this report).

Rotation of directors

In terms of our MOI one-third of our directors are required to retire from office at every annual general meeting, based on their tenure since they were previously elected or re-elected to the Board.

Company Secretary

RBPlat’s Company Secretary is not a director of RBPlat or any of its subsidiaries and on that basis, the Board is comfortable that he maintains an arm’s length relationship with the executive team. Also, the Board does not interfere with his performance of his corporate governance responsibilities. The Board has also assessed his abilities based on his qualifications, experience and the levels of competence he has demonstrated as RBPlat’s Company Secretary over the past seven years, as required in terms of section 3.84(i) of the JSE Listings Requirements. Following this assessment, the Board endorsed and confirmed his appointment as Company Secretary at its meeting held in February 2017.



Principle 14

The governing body should ensure that the organisation remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term

Remuneration

RBPlat understands that it is essential that our strategy, risks, performance and rewards are aligned if we are to create shareholder value. The Remuneration and Nomination Committee is charged with ensuring that executive directors and senior management are fairly rewarded for their individual contributions to the Company’s overall performance and for ensuring that RBPlat’s remuneration policies and practices are designed to align performance with reward and to attract and retain the right talent, while having regard to the interests of stakeholders and the financial condition of the Group. The individual performance of executives is measured against key performance indicators linked to our strategic objectives (see page 56 of this report for these measures). The remuneration review on pages 54 to 59 sets out our remuneration philosophy and structure and how we measure executive performance.



Social and Ethics Committee report

My responsibility as Chairman of RBPlat’s Social and Ethics Committee is to report on the matters within this committee’s mandate for the period ended 31 December 2016, in accordance with the requirements of the Companies Act 71 of 2008 (as amended).

The committee reviews quarterly reporting on:

- > safety and occupational hygiene
- > occupational health and wellness
- > environmental stewardship and climate change
- > compliance with the Mineral and Petroleum Resources Development Act 28 of 2002 (MPRDA) and the Mine Health and Safety Act 29 of 1996 (MHS) and the Mining Charter and legislative compliance



- > climate change strategy implementation plan
- > water and energy efficiency targets
- > water management strategy
- > energy management strategy
- > environmental, social and governance (ESG) disclosures
- > CDP climate change and water projects disclosures
- > an update on the BRPM closure rehabilitation trust obligations and closure assessments for BRPM and Styldrift I.

- > ethics status report and policies
- > fraud risk profile
- > Group insurance programme.



- > stakeholders in terms of:
 - social and labour plans
 - community development
 - stakeholder engagement
 - the Mining Charter



- > human resource development, employment equity and transformation



- > asset protection and security, which includes an update on ethics performance and the ethics hotline cases



- > mine rehabilitation programme and commitments.

This year in terms of sustainability we also reviewed the:

- > 2016 sustainability focus areas
- > the revised sustainability and stakeholder engagement framework
- > materiality process for 2016



We also considered and approved the revised risk management methodology and were updated on the employee home ownership scheme.

The Social and Ethics Committee and the Audit and Risk Committee have joint sessions as required, at which we address the following topics:



- > enterprise risk management
- > Group and mine risk profiles and registers
- > risk management-related policies and framework
- > sustainability-related policies and framework
- > the integrated assurance process, scope and findings



Conclusion

RBPlat continues to meet its environmental, social and governance responsibilities. The Group also has suitable policies and frameworks in place to sustain its commitment to social and economic development, fair labour practices, environmental responsibility and good corporate citizenship.

There has been no material non-compliance with legislation or regulations or non-adherence to codes of best practice in terms of the areas within the committee’s mandate during 2016.

This committee is accountable to the Board and reports, through its Chairman, to shareholders at the Company’s Annual General Meeting on matters within its mandate.

Mike Rogers
Chairman
Social and Ethics Committee

Remuneration

If we are to create shareholder value it is essential that our strategy, risks, performance and rewards are aligned.

The Remuneration Committee's terms of reference can be found on the RBPlat website (www.bafokengplatinum.co.za/bus-trans-policies.php).



RBPlat has identified the need to ensure it has the appropriate skills available to deliver on its strategic objectives as a material issue. In this connection the Board has made our committee responsible for ensuring that RBPlat's remuneration policies and practices are designed to align performance with reward and to attract and retain the right talent. There is also a need to ensure that these policies aligned with our four strategic pillars and the risks and opportunities we have identified.

To execute its long-term business strategy, RBPlat also needs to ensure that the core of its business is intact, which requires the retention and attraction of key skills. This was particularly relevant in a difficult operating period during which executives and senior management agreed to forgo salary increments and performance bonuses due in 2016.

To achieve our goal of retaining and attracting key skills RBPlat introduced an improved performance-driven retention scheme with key performance indicators during 2016. The scheme is aimed at aligning the reward of executives and senior management with shareholders' interests.

During the year under review the committee:

- > reviewed and recommended for approval the performance assessments and proposed remuneration reviews for executives for the 2015 financial year
- > approved the Chief Executive Officer's key performance indicators for 2016
- > received and considered feedback from management on the progress made with the talent management programme at operational level, as well as the executive talent management programme and succession plan.

Talent management

The Board's primary focus regarding talent management is on managing executive talent, ensuring we have a healthy talent bench strength and managing vacancies, succession, transition and portfolio risks.

Implementation of RBPlat's remuneration policy

The Remuneration Committee is satisfied that RBPlat's implementation of its remuneration policy and its new harmonised employee incentive scheme rules, which were both approved by shareholders at its AGM on 13 April 2016, achieved its stated objectives of remunerating its employees fairly and incentivising performance during 2016.

At our annual general meeting (AGM) held on 13 April 2016, 179 430 915 voting shares were present (93.8% of the issued share capital), 94.6% of whom voted in favour of the RBPlat remuneration policy, 5.4% voted against the policy and 1.2% abstained. Management did engage with shareholders who wished to discuss the remuneration policy with them prior to the AGM.

Thoko Mokgosi-Mwantembe
Chairman
Remuneration Committee

Our philosophy

RBPlat is committed to remunerating its employees fairly and to ensuring that our pay levels remain competitive while managing employment costs, which represent 56.8% (2015: 51.0%) of our fixed costs. To achieve this, we benchmark our pay levels with those of the:

- > general market in South Africa
- > South African mining industry
- > peer group as approved by the Remuneration Committee.

We believe that remuneration should match and incentivise performance.

To deliver on our commitment we:

- > maintain pay levels on a total cost to employer basis that reflects an individual's worth to RBPlat
- > utilise a performance management system that allows us to differentiate between individual and/or team performance
- > offer incentives that recognise and reward, where appropriate, both operational performance and strategic achievements.

Our approach to remuneration is supported by our:

- > remuneration policies, which are regularly reviewed to ensure they remain appropriate and relevant
- > investment in the training and development of our employees (see pages 124 to 126 of the human capital section of this report for more information)
- > our employee home ownership scheme, which provides our enrolled employees with the opportunity to own an asset that is expected to appreciate over time, become homeowners in a local community and integrate into society as a whole (see page 123 of the human capital section of this report for more information).



Our remuneration structure

Our remuneration structure has four segments:

- > executives
- > management
- > mining operations
- > mining support.

The on-target proportions of the pay mix of executive directors and executives are set out in this section of our integrated report. The pay mix is designed to ensure that the achievement of both the Group's short-term operational and long-term strategic objectives is appropriately incentivised.

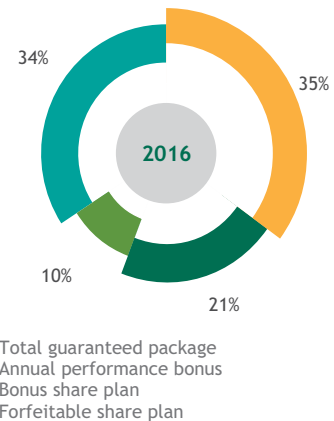
We are committed to providing all our employees with the opportunity to benefit from the Company's performance on the JSE through share option schemes. The Mahube employee share ownership plan (ESOP), a five-year plan, had its final vesting in 2015. As we advised in our 2015 report, we had planned to have a new longer-term ESOP in place that would allow our employees to benefit from the long-term performance of our share price, as soon as the Mahube ESOP came to an end. We have not as yet been able to achieve this goal as we are still in discussions with labour representatives regarding the structure of the replacement ESOP.

Measuring executive performance

Fifty percent of the performance of our executives is assessed on the Company's performance and the other 50% is based on their individual performance. This assessment forms the basis for the determination of all short-term incentives, including salary increases and bonuses and some long-term incentives.

The performance of our executives is measured against agreed performance measures, and scorecards determine the rewards they receive

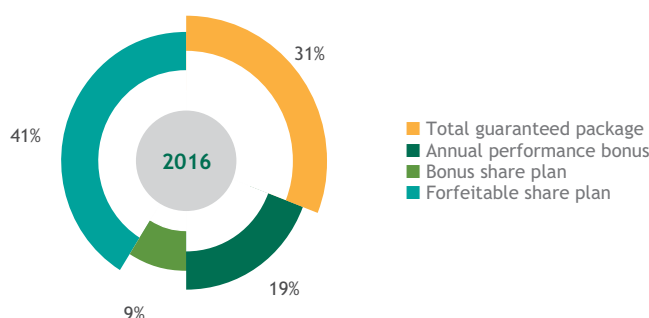
Structure of the 'on-target' remuneration of our executives



We introduced retention bonuses for executive and senior management in 2016 following a benchmarking that indicated that their remuneration was not competitive in terms of our industry. This made the Company vulnerable in terms of losing key members of its management team. As a result, the Board approved the introduction of retention incentives.

The retention incentive awards introduced in 2016 are in the form of cash (36%) and performance-linked forfeitable share-based incentives (64%) over the five-year period 2017 to 2021. The first two years will be cash settled and the remaining three years will be settled in FSP retention shares, in equal tranches. These shares will vest subject to performance-linked targets being met in 2019, 2020 and 2021, respectively.

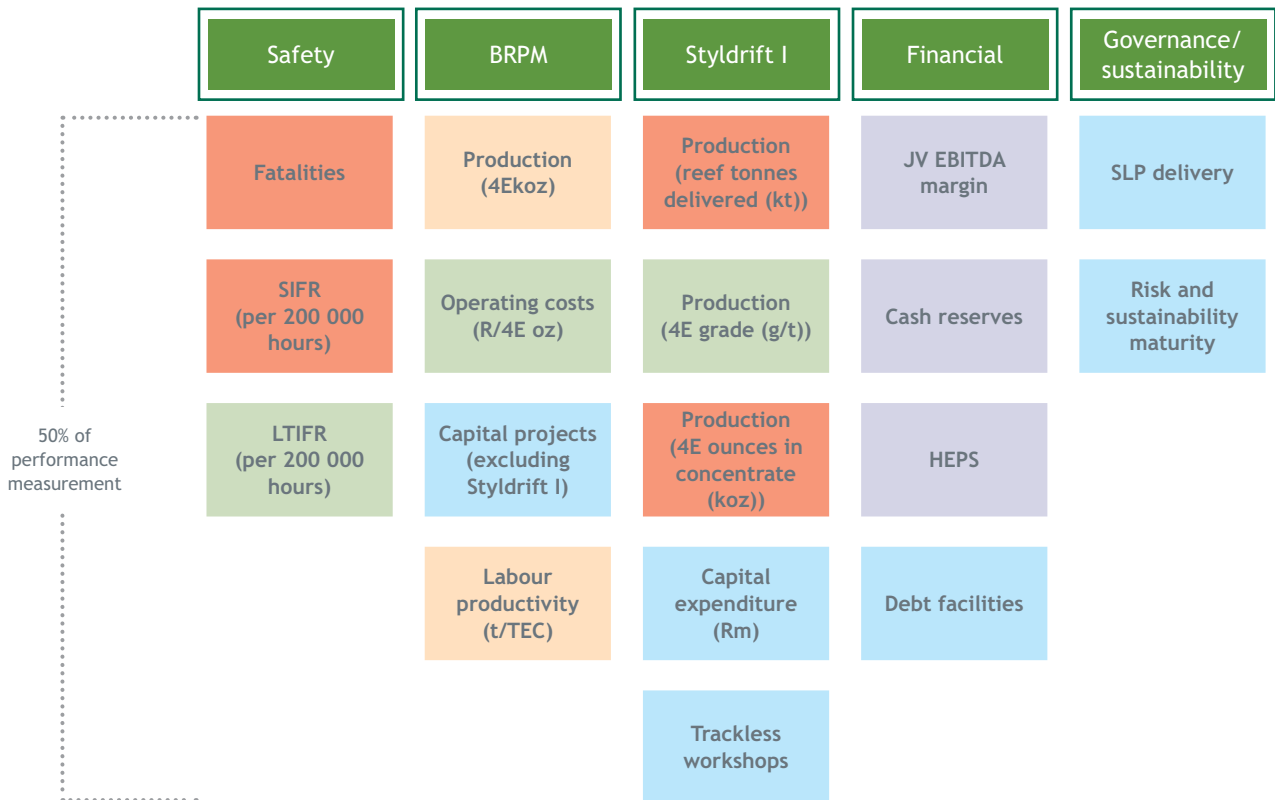
Structure of the 'on-target' remuneration of our executive directors



Remuneration continued

The measurement of executive performance in 2016

How Company performance is measured



How the individual performance of executives is measured*



- Performance ratings**
- Not met
 - Partially met
 - Met
 - Exceeded some targets
 - Exceeded all targets

*Determined by CEO/Board

The annual increases, performance bonuses and bonus share plan awards of executives and senior management are decided on once the financial results for the year under review have been audited by our external auditors.

Remuneration structure

	Executives (Executive Committee and key senior operational management staff)	Management (D2 and above: Central Services, Operations at BRPM and Styldrift I, Corporate office)	Mining operations (D1 and below: Shafts – stoping and development, concentrator)	Mining support (D1 and below: Engineering and Central Services)
GUARANTEED REMUNERATION	<p>Total guaranteed package (TGP)</p> <ul style="list-style-type: none"> > Remuneration for area of responsibility > Based on mining industry and peer group benchmarks (market median) > Reviewed annually against market and individual performance > Benchmarking to select peer group biennially 	<p>Total guaranteed package (TGP)</p> <ul style="list-style-type: none"> > Remuneration for area of responsibility > Based on mining industry benchmarks > Reviewed annually against market and individual performance 	<p>Wages and benefits</p> <ul style="list-style-type: none"> > Remuneration for area of responsibility > Wage agreement (bargaining unit) > Various benefits including housing, medical aid, etc. 	<p>Wages and benefits</p> <ul style="list-style-type: none"> > Remuneration for area of responsibility > Wage agreement (bargaining unit) > Various benefits including housing, medical aid, etc.
SHORT-TERM INCENTIVE SCHEMES	<p>Annual performance bonus</p> <ul style="list-style-type: none"> > Rewards historical performance > Percentage of TGP based on performance > Company performance (50%): includes safety, production, costs, sustainability, project performance and governance > Individual targets (50%): includes leadership, management direction and teamwork 	<p>Annual performance bonus</p> <ul style="list-style-type: none"> > Rewards historical performance > Percentage of TGP based on performance > Company and/or operational targets, including: safety, production, costs, and project performance 	<p>Monthly performance bonus</p> <ul style="list-style-type: none"> > Rewards historical performance > Monthly bonus based on safety, performance, and production volumes 	<p>Biannual performance bonus</p> <ul style="list-style-type: none"> > Rewards historical performance > Biannual bonus based on operational targets, including safety, production, costs, and project performance

Remuneration continued

	Executives (Executive Committee and key senior operational management staff)	Management (D2 and above: Central Services, Operations at BRPM and Styldrift I, Corporate office)	Mining operations (D1 and below: Shafts – stoping and development, concentrator)	Mining support (D1 and below: Engineering and Central Services)
MEDIUM- TO LONG-TERM INCENTIVE SCHEMES	<p>Bonus share plan scheme</p> <ul style="list-style-type: none"> > Deferred reward for historical performance > Percentage of annual performance bonus > Vest on third anniversary > Vesting condition: continuous employment > Consideration for retention 	<p>Bonus share plan scheme</p> <ul style="list-style-type: none"> > Deferred reward for historical performance > Percentage of annual performance bonus > Vest on third anniversary > Vesting condition: continuous employment > Consideration for retention 	<p>Employee share ownership plan (ESOP) The Mahube ESOP</p> <ul style="list-style-type: none"> > Five-year scheme with final vesting in 2015 > Units allocated annually > Pre-determined dividend paid as per trust deed > A third of the units vest annually (2013, 2014 and 2015) <p>New ESOP</p> <ul style="list-style-type: none"> > Not finalised, discussions under way between labour representatives and RBPlat 	<p>Employee share ownership plan (ESOP) The Mahube ESOP</p> <ul style="list-style-type: none"> > Five-year scheme with final vesting in 2015 > Units allocated annually > Pre-determined dividend paid as per trust deed > A third of the units vested annually (2013, 2014 and 2015) <p>New ESOP</p> <ul style="list-style-type: none"> > Not finalised, discussions under way between labour representatives and RBPlat
	<p>Share options scheme</p> <ul style="list-style-type: none"> > Future performance > Upon joining Company, promotion or discretionary Remuneration Committee award > Four to six times annual TGP (depending on level and responsibility) > Consideration for retention 	<p>Share options scheme</p> <ul style="list-style-type: none"> > Future performance > Upon joining Company, promotion or discretionary Remuneration Committee award > 0.5 to 2.5 times annual TGP (dependent on level and responsibility) > Consideration for retention 		
	<p>Forfeitable share scheme</p> <ul style="list-style-type: none"> > Incentivise future performance > Up to 130% of TGP > Sliding vesting scale based on future performance vs peers and total shareholder return > Vest on third, fourth and fifth anniversary > Consideration for retention 			

Executive directors and executive management remuneration

The Board, having assessed prevailing market conditions and the Company's performance in 2015, did not award salary increases and performance bonuses to executive directors and the executive management team in 2016.

	Salary benefits and bonuses R		Share options awarded*	Award value of forfeitable shares issued Number of shares		Award value of bonus shares issued Number of shares		Award value of forfeitable shares – retention issued in 2016 Number of shares
	2016	2015 [#]		2016	2015	2016**	2015	
Executive directors								
Steve Phiri	4 998 000	8 746 360	297 521	6 300 854 (162 435)	4 298 314 (75 808)	–	1 874 162 (33 054)	7 103 186 (183 119)
Martin Prinsloo	3 500 000	6 252 000	241 047	4 412 363 (113 750)	2 275 031 (40 124)	–	1 375 996 (24 268)	4 974 236 (128 235)
Other executives (prescribed officers)								
Neil Carr	3 400 000	5 983 000	116 030	3 297 150 (85 000)	2 210 053 (38 978)	–	1 291 513 (22 778)	4 026 751 (103 809)
Reginald Haman	2 627 760	4 680 853	163 599	2 038 608 (52 555)	1 419 031 (25 027)	–	1 026 554 (18 105)	2 489 736 (64 185)
Glenn Harris	3 483 659	5 949 859	87 789	3 212 239 (82 811)	2 153 126 (37 974)	–	1 233 112 (21 748)	3 923 027 (101 135)
Lindiwe Montshiwagae***	1 651 237	2 050 111	39 753	–	–	–	734 945	1 071 613
Mpueleng Pooe	2 327 508	3 978 187	136 770	1 805 675 (46 550)	1 256 869 (22 167)	–	825 325 (14 556)	1 653 928 (42 638)
Vicky Tlhabanelo	2 527 543	4 573 200	121 288	1 960 873 (50 551)	1 364 882 (24 072)	–	1 022 811 (18 039)	1 796 093 (46 303)

[#] 2015 includes bonus paid for 2014 performance

* Share options are issued to eligible employees at the date of joining the Company at the applicable market valuation or market share price

** No discretionary performance bonuses paid in 2016 for the 2015 financial year

*** Appointed to the Executive Committee on 1 August, total remuneration only includes five months of executive remuneration

Non-executive directors' fees

Following a benchmarking of the fees paid to our non-executives we established that Board member fees were substantially misaligned with the market. The Board agreed to the adoption of a multi-year approach to the aligning of these fees. At our annual general meeting held on 13 April 2016 shareholders approved a 10.7% increase in their fees for 2016. An average increase of 5.5% in their fees for 2017 will be proposed to shareholders at our annual general meeting to be held on 12 April 2017.

	2016 R	2015 R
Linda de Beer	604 674	568 551
Robin Mills	541 618	497 495
Mark Moffett	415 558	395 435
Thoko Mokgosi-Mwantembe	540 922	504 799
Kgomotso Moroka	1 333 217	1 333 217
Velile Nhlapo*	321 785	22 358
Mike Rogers	573 332	521 209
Louisa Stephens*	431 558	483 719
David Wilson*	390 480	370 357
Total	5 153 144	4 697 140

* Fees paid to Prime Select Holdings Proprietary Limited (Louisa Stephens) and Royal Bafokeng Holdings Proprietary Limited (David Wilson and Velile Nhlapo)

Board of Directors

as at 31 December 2016

Non-executive directors and executive directors

2. Robin Mills (70)
(Independent)

4. Martin Prinsloo (48)
Financial Director



1. Thoko Mokgosi-Mwantembe (54)
(Independent)
*Chairman of the Remuneration
Committee*

3. Steve Phiri (60)
Chief Executive Officer
*Chairman of the Executive
Committee*

5. Louisa Stephens (40)
(Independent)

7. David Wilson (46)
(Non-executive director)

9. Mark Moffett (57)
(Independent)

11. Mike Rogers (72)
(Independent)
*Chairman of the Social
and Ethics Committee*



6. Velile Nhlapo (38)
(Non-executive director)

8. Advocate Kgomotso Moroka SC (62)
Board Chairman (Independent)
*Chairman of the Nomination
Committee*

10. Linda de Beer (47)
(Independent)
*Chairman of the Audit
and Risk Committee*

Board of Directors continued

as at 31 December 2016

Non-executive directors

1. Advocate Kgomotso Moroka SC (62)

Chairman (Independent)

BProc, LLB

Kgomotso joined our Board as Chairman and independent non-executive director on 1 June 2010. A practising senior advocate, she is Chairman of the Nomination Committee, a member of the combined Remuneration and Nomination Committee and a permanent invitee to all other committee meetings.

2. Linda de Beer (47)

(Independent)

CD(SA), CA(SA), MCom (Tax)

Linda joined the RBPlat Board as an independent non-executive director on 1 June 2010. An independent reporting and governance adviser, she has been extensively involved in local and international accounting and audit standard setting. She is also a member of the King Committee and chairs the Financial Reporting Investigations Panel of the JSE Limited. She is Chairman of the Audit and Risk Committee and is a member of the Remuneration and Nomination Committee.

3. Robin Mills (70)

(Independent)

BSc (Eng) (Rand) Mining, CEng, FIMMM, FSAIMM

Robin, who is a partner in a private mining equity fund: Appian Capital Advisory LLP, joined our Board as an independent non-executive director on 20 September 2010, following an international career as a mining engineer with the Anglo American/De Beers Group. He is a member of the Audit and Risk and the Social and Ethics committees.

4. Mark Moffett (57)

(Independent)

CA(SA)

Mark, who was appointed to our Board on 22 September 2014, currently operates an independent consultancy in South Africa. He has extensive experience in mining

finance, having spent over 25 years in senior financial positions in Anglo American plc and the De Beers Group, as Chief Financial Officer of Xstrata Alloys South Africa and Group Controller for Xstrata plc. He is a member of the Audit and Risk Committee.

5. Thoko Mokgosi-Mwantembe (54)

(Independent)

MSc

Thoko, who was appointed to the RBPlat Board in November 2014, is currently the Chief Executive of the Kutana Investments Group. She previously held executive positions at Telkom Limited, Lucent Technologies, Siemens Telecommunications, Alcatel SA and Hewlett Packard SA, where she was the Chief Executive Officer. She became a member of the Remuneration and Nomination and Social and Ethics committees on 19 November 2014 and was appointed Chairman of the Remuneration Committee on 1 May 2015.

6. Velile Nhlapo (38)

NHD (Metals), BTech (Mining Engineering), MMCC

Velile, who was appointed to the RBPlat Board in November 2015, is currently the Chief Executive Officer of Fraser Alexander, a subsidiary of RBH. He has over 19 years' experience in mining, including gold, platinum and cement (quarry) of which nine years was in platinum mining. Velile is a member of the Social and Ethics Committee.

7. Mike Rogers (72)

(Independent)

BSc (Eng) (Rand) Mining, PrEng, FSAIMM

Mike, who was appointed to the Board as a non-executive director on 7 December 2009, is Chairman of the Social and Ethics Committee. In his former role as Executive Head of Joint Ventures at Anglo American Platinum Mike gained an in-depth understanding of RBPlat's operations. He became an independent non-executive director of RBPlat in February 2014.

8. Louisa Stephens (40)

(Independent)

CD(SA), CA(SA), BBusSc (Finance)

Louisa joined the RBPlat Board on 29 September 2014. She is currently an independent financial trader at Prime Select Holdings. She was previously Chief Investment Officer of Circle Capital Ventures Proprietary Limited, General Manager Investments and Finance at Nozala Investments Proprietary Limited and a fund manager at the National Empowerment Fund's Corporate Fund (uMnotho Fund) after gaining experience in acquisitions and leverage finance in Rand Merchant Bank's Investment Banking Division.

9. David Wilson (46)

CA(SA)

David, who represents RBH, was appointed to our Board as a non-executive director on 29 May 2014. Prior to joining the investment team at RBH, he was a director and Head of Mergers and Acquisitions for sub-Saharan Africa at Deutsche Bank, South Africa. Before joining Deutsche Bank in 2004 he was an Associate Director, Corporate Finance at HSBC South Africa and Vice President, Corporate Finance at ING Barings, South Africa. He is a member of the Social and Ethics Committee.

Executive directors and members of the Executive Committee

10. Steve Phiri (60)

Chief Executive Officer

BJuris, LLB, LLM, Dip Corp Law

Steve was appointed to the Board as Chief Executive Officer (CEO) on 1 April 2010. He chairs the Executive Committee and the BRPM Joint Venture Management Committee and attends all committee meetings as an invitee. Steve was CEO of Merafe Resources, a company listed on the JSE, for six years before joining RBPlat.

11. Martin Prinsloo (48)

Financial Director

CA(SA)

Martin was appointed Financial Director (FD) and an executive director on 1 March 2009. He attends all Audit and Risk Committee meetings as a permanent invitee and is a member of the Executive Committee and the BRPM Joint Venture Management Committee. Before joining RBPlat Martin acted as CFO at Anglo American Platinum and was a member of the Executive Committee.

Significant or key directorships held by RBPlat Board members in other listed entities as at 31 December 2016

Kgomotso Moroka	<ul style="list-style-type: none"> > Standard Bank Group Limited (13 years) > Netcare Limited (10 years) > Metmar Limited (3 years)
Linda de Beer	<ul style="list-style-type: none"> > Hospitality Property Fund Limited (5 years) > Sasfin Holdings Limited (2 years) > Sasfin Bank Limited (2 years) > Aspen Financial Proprietary Limited
Robin Mills	<ul style="list-style-type: none"> > Roxgold Inc (Canada)
Thoko Mokgosi-Mwantembe	<ul style="list-style-type: none"> > Vodacom Group Limited (7 years) > Aveng Group Limited (6 years)
Louisa Stephens	<ul style="list-style-type: none"> > African Bank Limited (1½ years) > African Bank Holdings Limited (1½ years) > Africa Insurance Group Limited (1 year)

Analysis of the expertise and experience of the RBPlat Board as at 31 December 2016

(This information was gained from a questionnaire completed by Board members)

% of Board members with these skills	
Legal	45
Financial	
Auditing and Accounting Standards, corporate finance and investments	45
Corporate tax	45
Mergers and acquisitions	63
Risk management and reporting	36
Technical	
Operational, engineering, technical mining knowledge and experience and engineering	27
Reporting	
Financial and integrated reporting	45
Governance	
Governance, ethics and compliance	73
Strategy	
Business development	18
Commercial and business strategy development	82
Operational mining strategy	27
Sustainability policy development	18
Executive leadership	73
Committee experience	
Audit, Risk, Social and Ethics and Remuneration and Nomination committees	100

Board of Directors continued

as at 31 December 2016

Executive directors and Executive Committee



1. Mpueleng Pooe (57)
Executive: Corporate
Affairs

2. Vicky Tlhabanelo (56)
Executive: Human
Resources

3. Glenn Harris (55)
Head of Operations
for the BRPM Joint
Venture

4. Steve Phiri (60)
Chief Executive
Officer
*Chairman of the
Executive Committee*

5. Martin Prinsloo (48)
Financial Director

6. Neil Carr (57)
Executive Head:
Operations

7. Lindiwe
Montshiwagae (45)
Executive: Investor
Relations

8. Reginald Haman (42)
Executive: Risk,
Assurance and
Sustainability

Executive directors and members of the Executive Committee

1. Steve Phiri (60)
Chief Executive Officer

2. Martin Prinsloo (48)
Financial Director

Executive Committee

3. Neil Carr (57)
Executive Head: Operations
BSc (Mechanical Engineering),
EDP (INSEAD)

Neil, who has over 30 years' experience in the platinum mining industry, joined RBPlat as Head of Projects and Engineering in 2010 and was promoted to Executive: Head of Operations in 2014. Prior to joining RBPlat he held senior management and leadership positions in Lonmin for 20 years and Implats for nine years.

4. Reginald Haman (42)
Executive: Risk, Assurance and Sustainability

MBA, PGDBA, Graduate diploma in Company Direction, NHD, ND

Reg has extensive experience in business risk and governance, gained in senior executive positions in various sectors including mining and financial services. He is the past President of the Institute of Risk Management of South Africa and served on the King III risk management working group and participated in King IV development.

5. Glenn Harris (55)
Head of Operations for the BRPM Joint Venture

NHD (Metals), BTech, MDP, MMCC

In his current role Glenn heads up operations for BRPM and the Styldrift I project, collectively known

as the BRPM Joint Venture. Before assuming this role he had been General Manager of BRPM since 2006. He has 32 years' experience in mining, 21 of which have been in platinum mining.

6. Lindiwe Montshiwagae (45)
Executive: Investor Relations
BCompt (Hons), MCom (Financial Management), MDP

Lindi, who has over 11 years' experience in investor relations, joined RBPlat from Merafe Resources in June 2010. At Merafe Resources, Lindi was responsible for investor relations and corporate finance between 2005 and 2010. She joined Merafe after spending five years at Nedbank and having spent the previous five years at PwC.

7. Mpueleng Pooe (57)
Executive: Corporate Affairs
BProc, MDP, Certificate in Advanced Corporate and Securities Law

Before joining RBPlat in 2013 Mpueleng was the Public Affairs Executive at RBH. Having begun his career as a lawyer with Bell, Dewar and Hall (now merged with Faskens Martineau), where he later became a director, he joined AngloGold Limited as legal counsel in 1999.

8. Vicky Tlhabanelo (56)
Executive: Human Resources
MM (Masters in Management),
BCom (Hons), Dip (Management and Accounting)





Vicky, who joined RBPlat in 2010, has held leadership positions for more than 17 years. Her experience includes over 24 years in human resources in various areas including banking, retail research, agriculture and academic institutions, as well as mining and development.

The global PGM environment

The key influencers affecting the market for PGMs

Price	> Despite an expected deficit, the platinum price remained at a discount to gold in 2016
R:US\$ exchange rate	> The fall in the value of the rand against the dollar resulted in an increased rand basket price for South African PGM producers
Global emissions legislation	> Continues to drive demand for PGMs in the short and medium term
World economic situation	> Negatively impacting the demand for platinum jewellery in China
Supply and demand	> Both supply and demand for PGMs are expected to reduce by 2% in 2017. Palladium is the only PGM to see robust overall growth in autocatalyst demand as a result of the continuing growth of Chinese vehicle production
Recycling	> The volumes of spent autocatalysts recycled are significantly impacted by the price of scrap metal. The steel market is therefore an important driver of the recycling volumes of spent autocatalysts. The slight recovery in steel prices during 2016 resulted in a small increase in the recycling of PGMs from autocatalysts

The key industries for PGMs

 Automotive	PGMs' catalytic properties, thermal durability and resistance to poisoning make these metals key to cleaner emissions from combustion engines. They are increasingly used in spark plugs, automotive sensors and on a small scale in transport system fuel cells
 Jewellery	Platinum's high resistance to both wear and tarnishing makes it ideal for use in fine jewellery
 Industrial	PGMs are highly effective catalysts in many industrial chemical and petroleum industry processes. Their resistance to chemical attack and high temperature stability is used in the glass manufacturing industry. Their durability and electrical properties are used in a range of components and their biocompatibility and chemical properties are exploited in medical and biomedical products
 Investment	Platinum bars, coins and exchange traded funds (ETFs) are popular investments

The use of PGMs by key industries

The graphs below show the movement in the use of PGMs in the motor, jewellery, industrial and investment sectors year-on-year. For detailed information on the global demand and supply for platinum, palladium and rhodium, see page 71 of this report.



The use of PGMs by key industries



Source: SFA (Oxford)

The use of PGMs in the automotive industry

Car makers are constantly challenged by legislators to minimise emissions and reduce fuel consumption

Their big challenge:

Real world driving emissions (RDE) in Euro 6c are due to be introduced from September 2017 which, combined with target CO₂ emissions of 95g/km by 2021, are a huge challenge for the automotive industry. The latest compliant diesel powertrains and PGM-containing autocatalysts will be critical to meet ever more stringent emissions legislation.

Emissions legislation in Europe, USA, India and China

Emissions standards – Light-duty vehicles (LDVs)		2013	2014	2015	2016	2017	2018	2019	2020	
US EPA/CARB		Tier 2		LEV III		Tier 3				
European Union (50% diesel car market)		Euro 5	Euro 6a	Euro 6b		Euro 6c/RDE Phase 1				
India (32% diesel car market)	Cities	BS 4							BS 6	
	National	BS 3					BS 4			BS 6
China	Beijing	China 5				China 6			China 6b	
	National	China 4					China 5		China 6	
Emissions standards – Heavy-duty vehicles (HDVs)		2013	2014	2015	2016	2017	2018	2019	2020	
US EPA/CARB	HDV	GHG Phase 1								
	Non-road	Tier 4 final							Tier 5?	
European Union	HDV	Euro VI	→ Phase in							
	Non-road	Stage III B	Stage IV		Stage V					
India	HDV (Cities)	BS IV							BS VI	
	HDV (National)	BS III					BS IV			BS VI
China	HDV (Beijing)	China IV		China V		China VI				
	HDV (National)	China III		China IV			China V		China VI	
	Non-road	Tier 3							Tier 4 int	

Source: SFA Oxford

The colours in the graphic above are used to indicate where the various emissions legislations are very similar or identical. For example:

- Pale green is equivalent or very similar to Europe's Euro 5 legislation. This includes China 5 and also shows how far behind the USA, Europe, China and many other countries are
- The darker green indicates legislation equivalent to Europe's Euro 6 introduced in 2014
- The pale orange indicates where countries are still using legislation equivalent to Euro 4, which was first introduced to Europe in January 2005
- The dark orange indicates legislation only still in force in India and China

Legend

US EPA/CARB – United States Environmental Protection Agency/California Air Resources Board

BS – India's Bharat Stage

China and India's approach to emissions legislation and legislation scheduled to be introduced in Europe and the United States

- > China is shifting towards the US rather than Euro legislation, which fits better with its predominantly gasoline market. This legislation is likely to have an upside for palladium
- > India's roll-out of BS 6 for light-duty vehicles and BS VI for heavy-duty vehicles will lead to higher platinum loadings, but diesel's share of light-duty vehicles needs to be maintained at current levels
- > Concerns over the additional cost of diesel after treatment and the additional cost of cleaner fuel in the current Indian economy have resulted in a downward revision from 40% to under 35% of the total Indian car market.

The global PGM environment continued

The use of PGMs in the automotive industry continued

PGM-containing powertrains are expected to lead growth in vehicle production

PGMs have played a very important role in reducing the emissions from combustion engines and made it possible for motor companies to meet the stringent requirements for emissions legislation.

Despite the rising profile of non-internal combustion engine powertrains, the bulk of the growth over the next five years is expected to come from gasoline (10.0m units) and diesel (3.5m units) vehicles.

Automotive powertrains – no longer just internal combustion engines versus electronic vehicles

The world is set to remain predominantly a gasoline light vehicle market, with strong diesel markets in Western Europe, India and, to a lesser extent, Korea and several smaller markets. It is clear from the chart on this page that electrification, even including hybrids where there is still a gasoline internal combustion engine, is a tiny part of the market.

Cutting all emissions needs all powertrains

Engine technology is developing very rapidly at the moment, primarily to

meet the demanding CO₂ regulations in all the major markets. Diesel is seen by many as a key component of powertrain strategies and, in particular, meeting the EU CO₂ target of an average of 95g/km by 2021. If carmakers were to sell fewer diesels, they would have to find other ways to reduce CO₂ emissions.

Some threats to diesel as other powertrains close the efficiency gap

For the CO₂ benefit of diesel – its key market advantage – to become unimportant, the strategy of European regulators would have to be targeted more directly towards noxious emissions rather than greenhouse gas emissions. Such a change is unlikely over the medium term, and as a result diesel is expected to retain a significant part of the light vehicle market. If the oil price recovers, the fuel efficiency benefits of diesel will become important again, helping to support its use.

The cost of fully Euro 6 compliant diesel aftertreatment, tested under real world driving conditions, is rising faster than for gasoline vehicles. Gasoline powertrains are becoming

more competitive for some driving patterns where previously diesel was clearly more attractive.

Sales of hybrids and plug-in hybrids in Europe are expected to grow strongly as automakers prepare for the tougher CO₂ targets. Sales are strongest where incentives are highest.

Mild hybrid technology uses smaller batteries with lower power electric motors than full hybrids. These 48 V mild hybrids deliver some 15% fuel saving over similar gasoline cars, compared to the 25% to 30% saving in full hybrids, but at just 30% of the cost.

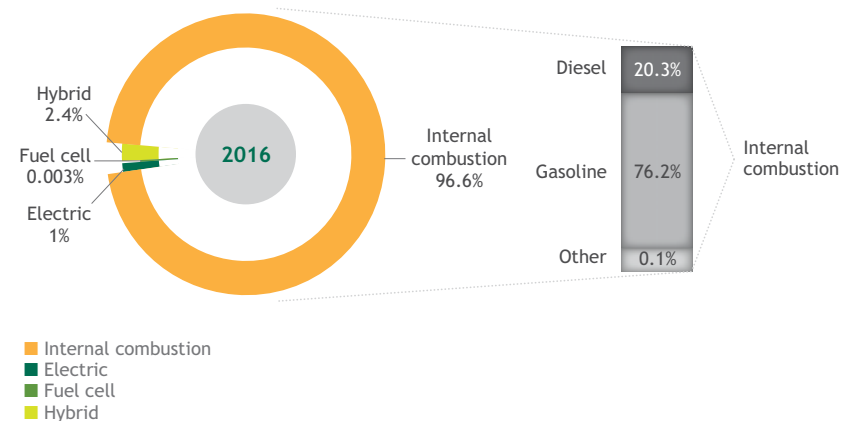
Homogeneous charge compression ignition (HCCI) technology, expected to be market ready by 2018, aims to make a gasoline engine as efficient as a diesel engine. HCCI can achieve lower CO₂, particulate and NO_x emissions, as an alternative to electrification, thus ensuring ongoing use of PGMs in autocatalysts.

No powertrain is perfect

Energy density, cost, weight, and size of on-board energy storage are the main parameters in the choice of fuel for transportation. Fuels that require large, heavy or expensive storage can reduce the space available to convey people and freight, weigh down a vehicle (making it operate less efficiently), or make it too costly to operate, even after taking account of cheaper fuels.

Though diesel's share is declining there, Western Europe remains the largest market for diesel cars. India's importance is increasing, from a market a quarter the size of Europe's in 2015, to half the size forecast just five years later. However, there are considerable risks and uncertainties around these forecasts, particularly as the country aims to implement BS VI emissions legislation in 2020.

Global light vehicle production: 2016



Source: SFA (Oxford), LMC Automotive

Platinum is the key to a green future for the motor industry



Photograph kindly provided by Anglo American Platinum (Amplats) who are actively supporting zero emission hydrogen fuel cell electric vehicles. This new technology is likely to stimulate future platinum demand. As part of the London Hydrogen Network Expansion project Amplats has leased a Hyundai ix35 Fuel Cell for use in London over the next four years

Although the cost of batteries is falling, electric vehicles will still be substantially more expensive than comparable diesel cars for some time. Carmakers cannot sell electric vehicles in volume without substantial government incentives to bring the total cost of ownership closer to that of a diesel car.

Fuel cells are regarded as an increasingly important technology with the potential to grow platinum offtake. Essentially, fuel cells convert chemical energy, from a fuel such as hydrogen, into electrical energy which can be used to power anything from cars, buses and trains to homes, offices and industrial processes.

While there are several fuel cell technologies, those making use of platinum catalysts to convert chemical to electrical energy – namely proton exchange membrane,

direct methanol and phosphoric acid – are among the commercially strongest. The relatively high platinum loadings were seen as a barrier to fuel cell adoption, but thriftiness and technology development are making costs more competitive.

As society is forced to consider ways to reduce emissions – of greenhouse gases (CO₂) and criteria pollutants (particulates, NOx) – from transport, so fuel cells with zero emissions at the point of use look increasingly attractive. Unlike plug-in electric cars, fuel cell cars have driving range and refuelling time comparable to familiar gasoline or diesel cars. Currently, hydrogen filling stations are few and far between, so fuel cell cars are not yet practical for private owners, but can be for fleets on defined routes. The recent launch of the Hydrogen Council, which aims to position hydrogen among the key solutions to the energy transition, should help market development.

PGM demand for autocatalysts in 2016

In 2016 the demand for PGMs used in autocatalysts accounted for 63% of the total value of PGM demand in 2016.

2016E gross	Pt	Pd	Rh
Prices (US\$/oz)	950	649	630
Autocatalysts (koz)	3 396	7 903	827

Source: SFA (Oxford)

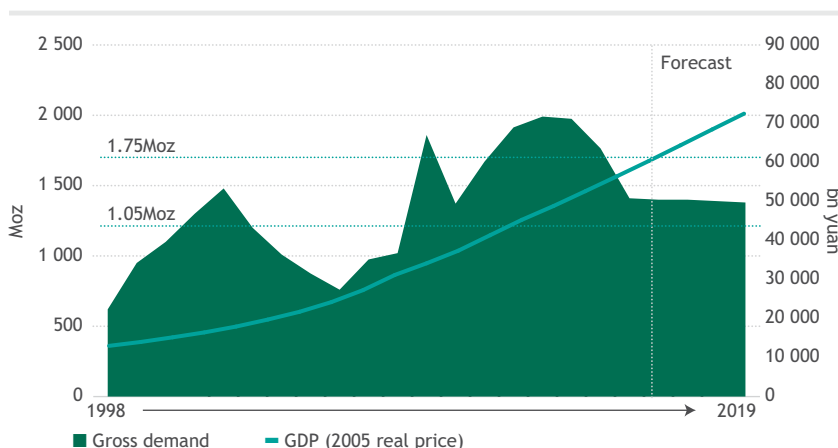
The global PGM environment continued

Jewellery industry use of PGMs

Jewellery remains particularly important for platinum, with its high resistance to both wear and tarnishing making it ideal for use in fine jewellery. A difficult year for China in 2016 resulted in weaker sales of platinum jewellery. Sales were impacted by the government’s crackdown on gold gifting, which reduced the footfall in retail jewellery outlets. In addition, marriage registrations were down 4%. Jewellery fabricators were holding excess stock purchased when the platinum price fell in the second half of 2015. Because the Chinese jewellery market struggled during 2016, retailers holding excess stock increased their recycling of platinum and demand from fabricators fell off. While 2016 was not a good year for platinum jewellery sales in China, this market is expected to grow in the medium term with the rate of urbanisation in China, the long-term growth in disposable income, and the effectiveness of jewellery promotion programmes driving this growth.

The demand for platinum jewellery in India continues to grow, showing an estimated 15% increase in 2016. The successful promotion of both women’s and men’s jewellery by the Platinum Guild International in India is driving the rapid growth of sales.

China platinum jewellery demand vs GDP



Source: SFA (Oxford)

PGM demand for jewellery in 2016

	Pt	Pd	% of value of total demand for PGMs
2016E gross			
Prices (US\$/oz)	950	649	
Jewellery (koz)	2 585	245	15

Source: SFA (Oxford)

Industrial use of PGMs

PGMs are used by the chemical, petroleum, electrical and glass industries. The use of platinum in chemical catalysis, petroleum refining and other industrial end uses is on the increase. Development of the fuel cell industry in Japan and North America – where the adoption of fuel cell technology in various transport and stationary application is rising steadily – is expected to lift demand for platinum.

PGM demand for industrial use in 2016

	Pt	Pd	Rh	% of value of total demand for PGMs
2016E gross				
Prices (US\$/oz)	950	649	630	
Industrial use (koz)	1 719	2 048	183	20

Source: SFA (Oxford)

Investment in PGMs

The demand for investment products, which include bars, coins, ETFs and exchange stocks, represents a very small percentage of the PGM market. During 2015, when the platinum price fell below ¥4 000/g, there was a surge in the purchase of platinum bars in Japan. There has been speculative interest in platinum investment during 2016, while interest in palladium investment declined.

PGM demand for investment in 2016

	Pt	% of value of total demand for PGMs
2016E gross		
Prices (US\$/oz)	950	
Investment (koz)	350	1

Source: SFA (Oxford)

Global PGM demand and supply

Global platinum demand and supply

Excluding investment and producer stock sales, the market is estimated to have slipped to a slight surplus of 210koz in 2016, after a collective deficit of 1.07Moz over the previous two years (including the miners' strike in 2014). The surplus was largely caused by a drop in fabricator purchasing of platinum jewellery, which was down by 290koz for the year. The majority of the contraction originated in China, which could not be offset by growth elsewhere. Excessive stock building in late 2015 and disappointing sales growth left the segment oversupplied.

Automotive demand for platinum held up at just under 3.4Moz in 2016. Platinum demand growth in Western Europe, its largest market, offset falls in the USA and Japan. Western European car sales continued to recover year-on-year, rising by just under 6%. Platinum demand in the region is estimated to have grown by 5.1% over the same period. A drop in diesel's share to just below 50% is the major reason for platinum falling just shy of vehicle sales growth.

Refined production from mining companies dropped 1.7% to 6.05Moz owing to numerous unpredictable disruptions throughout the year. Recycling recovered 9.2% to 1.87Moz. However, this is after a 16% fall in 2015 owing to lower steel (and PGM)

prices impacting the volume of PGM-rich autocatalysts being collected and recycled.

Global palladium demand and supply

The fundamental market deficit for palladium, excluding ETF outflows and producer stock sales, rose to over 1Moz during 2016. Chinese sales of palladium-rich gasoline-powered cars were up 16% year-on-year. Government intervention in late 2015 led to a cut in purchase tax from 10% to 5% on cars with engines smaller than 1.6 litres, which led to strong demand. The tax break was due to lapse at the end of 2016 (tax subsequently dropped to 7.5%), so a number of sales were brought forward from 2017. December car sales growth was reportedly above 17% compared to the same month in 2015.

Low fuel prices and heavy showroom discounting also boosted US car sales, with buying rising by 3% year-on-year. In addition, the top selling vehicles tended to be large pick-up trucks such as the Ford F-series (number 1 seller), which have larger engines and higher PGM loadings.

Total automotive palladium demand grew by 2.0% to 7.9Moz in 2016 driven by China where requirements were up 9.0% to 1.9Moz. Other demand remained flat at 2.3Moz, though there were variations within

the data. Chemical demand continues to increase steadily by 6% per annum, but this is offset by reductions to electrical and dental demand.

Refined mine production was down 4.1% to 6.7Moz in 2016 which was offset by stock sales. Meanwhile, recycling recovered 2.0% and is back to 2015 levels at 2.3Moz.

Global rhodium demand and supply

The rhodium market shifted into a slight surplus of an estimated 25koz in 2016 as autocatalyst demand slipped 4.6% on the back of thrifting and technological substitution of lean NO_x traps containing rhodium in diesel cars. Demand growth in China could not offset thrifting in North America and Europe.

Other end-uses including glass and chemical requirements saw some growth, but the size of annual demand at collectively 15% of total demand limits the impact on the market. At 82% of total demand, autocatalyst demand dominates the fortunes of rhodium.

Total demand fell an estimated 2.5% to 1.01Moz against supply, which rose 1% to 1.04Moz. In line with other PGMs, primary supply dropped 1.5% to 755koz and recycling recovered by 6.3% to 285koz.

Industry reserve position

> Merensky Reef nearly depleted in most mines on the Western Limb of the Bushveld Igneous Complex with 70% of industry mining UG2

Source: Chamber of Mines

- > Deepening mines – most new shafts at an average depth of 1 250 metres
- > The industry weighted average head grade reduced by approximately 25% from 2000 to 2015

Source: SFA (Oxford)

RBPlat’s high-grade Merensky resources and reserves are at shallow depths (BRPM at 500 metres and Styldrift I at 680 metres).

- > RBPlat’s operations will remain Merensky-biased in the long term – natural PGM hedge with UG2 contribution estimated to be between 8% and 10% of production in the long term
- > Grade estimation at approximately 4.3g/t (4E) and forecast to be 4.2g/t (4E) in the long term
- > Platinum: palladium ratio of 2.3:1
- > High base metal revenue contribution

Labour stability

The PGM industry, after a difficult period of labour unrest, has a three-year wage agreement in place.

RBPlat has a five-year wage agreement in place of which three years remain and has had no strikes for the past four years.

Uncertainty



Policy and regulatory uncertainty despite efforts to address this. See pages 83 and 86 for further comment.

The industry considers the process to arrive at the draft new Mining Charter and scorecard to be flawed. Its requirements are of concern as is the dispute regarding “once empowered always empowered”, which is causing uncertainty for both miners and investors.

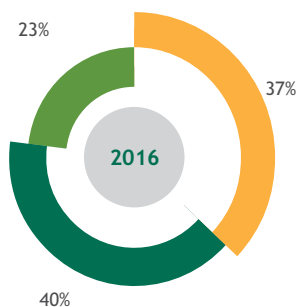
RBPlat shares the concerns of the industry regarding scorecard requirements and process. At 52% black ownership, we exceed the Mining Charter empowerment requirements. In addition, our broad-based ownership structure provides certainty and stability.

Creating a successful South African PGM sector will require:

- > a more effective problem solving partnership between government, business and labour
- > a regulatory and legislative environment that is stable, predictable and competitive
- > solutions to improve productivity and reduce cost pressures
- > the improved relationship with organised labour to continue.

Finding solutions that will make it economical to mine South Africa’s PGM resources by improving productivity and reducing costs

Mechanisation



- 284Mt convert to 24/7 mechanisation
- 176Mt convert to mechanisation
- 303Mt convert to mechanisation

Mechanisation can preserve 360Mt of PGM production – without mechanisation, these resources are not economical (equivalent to eight large mines).

RBPlat’s growth project, Styldrift I (6.04Moz), is a fully mechanised mine. Styldrift’s reserves represent 51.3% of the BRPM JV’s reserves. Where possible we are introducing mechanised mining to BRPM, our existing mine, such as Phase III at BRPM’s North shaft (hybrid mining). (See page 101 of the manufactured capital section.)



Strategic review

The four pillars of our strategy are designed to deliver value and growth for all our stakeholders through responsible safe mining. We measure our progress against these pillars by continually monitoring our performance against our key financial and non-financial performance indicators.



Mechanised mining at Styldrift I



Grade R children in the classroom provided by RBPlat



The RBPlat Board visited Styldrift 1 in October 2016

Chairman's letter to stakeholders

Key features of 2016

Safety

Our operations have made good progress with their determined efforts to establish a resilient safety culture in RBPlat

Strong corporate governance

We welcome the introduction of King IV and have accepted the challenge to transition immediately

Sustainability

RBPlat has certainly shown during this very challenging period for our industry that it is a sustainable business well-equipped to survive tough times



The year 2016 can certainly be described as an *annus horribilis* for South Africa, a country facing considerable challenges in terms of its economy, society and politics.



As our CEO discusses in his review on page 79, RBPlat has not been immune to some of its impacts, both good and bad. Despite operating in a very unsettling and challenging environment and with no meaningful improvement in the PGM market, RBPlat's year can best be described as one during which we successfully protected our sustainability and set up our business for future success. The closed shop agreement in place with the union also provides increased labour stability.

Last year I said I believed that it's how businesses manage through both good and bad times that makes the difference between a sustainable business that can survive when times are tough and one that can't.

Our results for 2016 indicate that the steps we took in the previous year to protect the business from the combination of weak demand and low prices were the right ones.

Safety

Tragically, we were not able to achieve a fatality-free year. Mr Thabang Clemente Frederick Mokone, a box controller assistant, was fatally injured at BRPM's North shaft on Thursday, 12 May 2016. On behalf of the Board of RBPlat I extend our condolences to his family, friends and colleagues.

It is most encouraging that we ended the year with zero fatalities in our volume contractor teams where the majority of fatal accidents have taken place in the past.

During the Board's visit to Styldrift I in October 2016 we were reminded of how seriously our operations take the safety of our people when we saw the wall in the lamp room on which employees are encouraged to hang pictures of their loved ones. They walk past the wall every day on their way underground and the intention is that these pictures will remind them every day to keep themselves safe for their loved ones.

Sustainable development

One thing that is non-negotiable is our commitment to the sustainable development of our business. We recognise that while the PGMs we produce make a major contribution to a green low-carbon economy, this comes at a cost to people and the environment. We apply the principle central to sustainable development that any human activity and the products it delivers should make a net positive long-term contribution to the well-being of humanity and the ecosystem. We take into consideration the unique long-term nature of mining, the benefits it generates and the costs and risks involved over the lifecycle of a

mining operation and that of its mineral product.

We were disappointed that the change in the JSE's evaluation of the social responsibility of the companies listed on the exchange is now limited to the top 100 companies by market capitalisation. As a result, while we were included in the new FTSE/JSE Responsible Investment Top 30 Index in 2015, our social responsibility was not assessed by the Index in 2016. Our commitment to being socially responsible is not tied to achieving recognition but rather to doing the right thing and we will continue to work hard to be a socially responsible business. We also remain committed to transparency and providing our stakeholders with the information they need to make informed decisions about our business.

Effective enterprise risk management (ERM) is essential if we are to manage within our risk appetite, achieve our strategic objectives and ensure the sustainability of our business. Our ERM strategy framework and policy are closely aligned with RBPlat's business strategy and plan, which form the basis of our risk appetite statements and related risk tolerances. We continually assess, manage and monitor our risk exposures within our risk appetite and tolerances. See page 25 to 27 of this report for the results of this process.

Corporate governance

As Chairman of the RBPlat Board, I am responsible for leading the Board, fostering a culture of openness, ethical leadership and constructive debate, during which all views are heard, and ensuring that the Board hears from an appropriate range of senior management.

I am also committed to ensuring that RBPlat complies with all the relevant codes and regulations and that our management team is committed to making decisions that are ethical and that will protect and create value for stakeholders.

By appointing strong, independent directors to its Board, separating and clearly defining the roles and responsibilities of the Chairman and the Chief Executive Officer, RBPlat believes it has equipped its Board to make the right decisions in the right way.

In order to optimise the standards of corporate governance in RBPlat we continually review and revise our frameworks, policies and controls and develop and implement new ones where necessary. During 2016 the Board approved a revised sustainability and stakeholder



In the lamp room at Styldrift I Mine employees hang photographs of their loved ones on the wall they walk past on their way down the mine. The aim of the wall is to remind them to work safely for the sake of their loved ones

Chairman’s letter to stakeholders continued

engagement framework and we formalised our water management strategy.

Following the independent assessment of the Board conducted by the Institute of Directors in February of 2016 we have taken steps to address areas identified for improvement (see our Corporate governance review for details on page 51).



We welcome the introduction of the King IV Code (Code) in November 2016 with its principles and outcomes-based approach and its renewed focus on ethical leadership

and good governance. While disclosure on the application of King IV is effective for financial years starting on or after 1 April 2017, companies are encouraged to transition immediately. We have accepted the challenge to do so and use the outcomes of our assessment of our current application of the Code to address any areas where there is an opportunity to improve our governance and/or our transparency and disclosure during 2017.

Conclusion

There were no changes to the Board membership during 2016. On behalf of the Board I thank the executive and management of RBPlat for their achievements in ensuring the sustainability of the business and for preparing it for future success, and our employees for their contribution to RBPlat’s performance in 2016.

*Adv Kgomotso Moroka SC
Independent Chairman*



The BRPM concentrator which was upgraded to 250ktpm in 2016

Chief Executive Officer's strategic review

Key features of 2016

Operational excellence

We have made good progress on our journey towards achieving a resilient safety culture and zero harm

Build flexibility

We once again maintained our target IMS panel to stoping team ratio this year at BRPM

Grow organically

Based on the average rand basket price we achieved the Board approved the transition to the next phase of the ramp-up of Styldrift I to a 150ktpm operation at the end of 2018

Pursue value enhancing opportunities

We were pleased to renegotiate and amend the terms of our royalty agreement with Impala Platinum Limited (Implats) to include an expanded mining area in 2016



This has certainly been a roller coaster of a year for South Africa during which political activity has impacted negatively on our economy, the country's credit rating and investor confidence. We owe it to the generations that will come after us to protect the country's economic growth and stability.

The impact of these activities on the South African mining industry as a whole are a matter of public record. They include the widely publicised sharp increase in the frequency and severity of section 54 instructions in the industry, particularly in the third quarter of 2016. RBPlat was not immune. We have previously publicly declared our acceptance and support of section 54 stoppages in the interests of the safety of our people. We have also repeatedly defended the inspectors of mines amid sharp criticism for issuing section 54 notices, mainly because of our appreciation of the difficult job they have to perform. A good working relationship with the inspectorate is important, which we still promote and uphold. In our quarterly review for the period 1 July to 30 September 2016 we noted that we were unable to give the same support to the four section 54 stoppages issued on our operations during August 2016. We were very disappointed by these stoppages, the severity of which we

believe did not match the non-conformance identified.

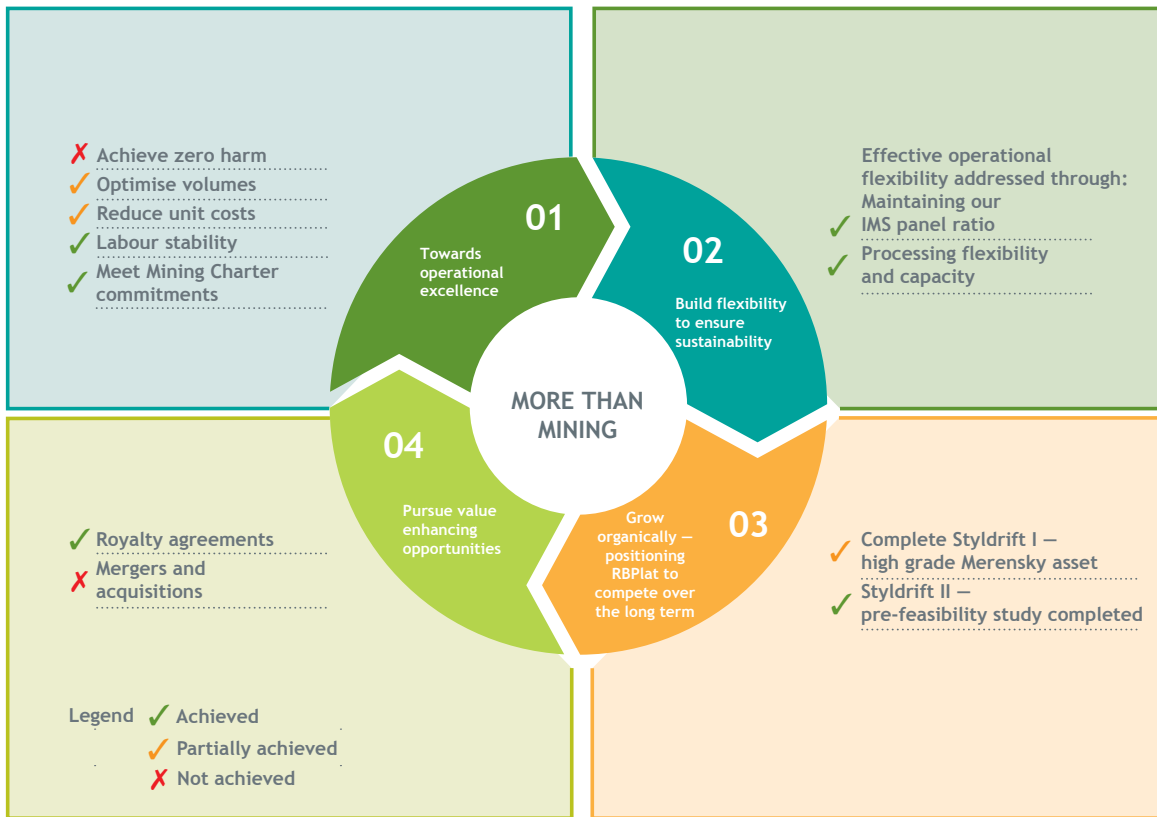
These stoppages had a major impact on our production and consequently our revenue. One section 54 stoppage issued on BRPM's North shaft resulted in the loss of 17 production shifts. All in all, we lost 59kt or 7koz (4E) to these stoppages, which amounted to a loss of R83 million in revenue.

These impositions on a struggling industry, that has played and still plays such an important role in the South African economy, are very disappointing.

I believe the tough decisions we took last year to protect stakeholder value, which included scaling down development at Styldrift I to preserve cash and maintain a strong balance sheet during what amounted to a crisis for the South African platinum industry, were the right ones for RBPlat in both the short and medium term, and they have certainly served us well during 2016.

Chief Executive Officer’s strategic review continued

Performance against our long-term strategy



I must state, however, that the poor performance of the turnkey contractor at Styldrift I, together with our strategy to scale down development, resulted in an increase in project costs to more than originally planned. The details of this increase and of what we achieved in this regard in 2016 can be found in the financial and manufactured capital sections of this report.



Towards operational excellence Safety

Our major commitment to achieving an improvement in our safety performance through the safety turnaround strategy, which we introduced late in 2015, included the decision to start off the year slowly and cautiously with the aim of keeping our people safe, which we

did. Our operations have been busy with a range of safety initiatives, with a particular focus on addressing the safety culture in our volume contractors, where all the fatal accidents took place in 2015. Sadly, there was a fatal accident involving a member of our engineering team at BRPM on 12 May 2016. We have identified the cause of the accident as human error, which is always difficult to foresee, but we are continuing to do our utmost to inculcate a culture of alertness and prudence in our workers. I am pleased with the progress we have made on our journey towards achieving a resilient safety culture and zero harm. In particular, I am pleased to be able to tell you that we ended the year with no fatalities in our contractor teams and a 31.5% improvement in our total injury

frequency rate (TIFR). I would refer you to the human capital section of this report for details of our safety turnaround strategy.



Optimising volumes and reducing unit costs

As previously discussed, lengthy safety stoppages in August this year affected our production. (See the manufactured capital section for details.)



While reducing unit costs remains a challenge we do, however, remain well positioned in the first quartile of the industry cost curve (see page 72 of this report). To ensure we continue to do so, we will be re-examining our costs and finding ways to reduce unit costs during 2017.



In this connection, the BRPM South shaft UG2, which is characterised by a thinner UG2 band and more

pronounced rolling, remains marginal under current market conditions. We will therefore continue mining it in 2017 on a similar basis to our approach in 2016. See page 111 of manufactured capital for more information.



Labour stability

Our relationships with our union and employees will always play a key role in our operations. Over two-thirds of our enrolled employees voted for a closed shop agreement to be concluded with the majority union, the National Union of Mineworkers (NUM) during 2016. This resulted in RBPlat and NUM concluding a closed shop agreement in accordance with the provisions of section 26 of the Labour Relations Act of 1995. The contractor companies working in our operations have also concluded closed shop agreements with their unions and employees.



While the political environment continues to be unpredictable and challenging, we remain committed to achieving *More than mining* in the belief and knowledge that through meeting this commitment we are building business sustainability. In this connection, we completed 422 employee houses in Phase I of our employee home ownership scheme and have started work on Phase II. The quality and location of these homes can only enhance the lives of our employees and provide them with an opportunity to achieve capital growth.



Meeting our Mining Charter commitments

We have continued to apply and, where possible, exceed the final targets of the 2010 – 2014 Mining Charter scorecard. We were disappointed to have to reduce our budget for local economic development in 2015 and 2016 as a result of the impact of market conditions on revenue. I am pleased we have been able to allow for an

increased budget in 2017. The sustainability of community projects is always a concern and it is therefore encouraging to see that our investment in education support has substantially increased the number of high school learners studying maths and science and it has also resulted in a substantial improvement in the matric pass rate for both subjects. See the social and relationship capital section of this report for details.

Building flexibility to ensure sustainability

Following its upgrade to 250ktpm in the first quarter of 2016, the BRPM concentrator is equipped to process both BRPM's North shaft Merensky production and 150ktpm of Merensky production from Styldrift I by 2018. (See the financial capital section for more details.)

Grow organically – positioning RBPlat to compete over the long term

The weakening of the rand against the US\$, one good thing for the mining industry that came out of our political turmoil, resulted in RBPlat achieving an average rand basket price of R18 906 per Pt ounce in 2016. This put us in the 'Zone of progression' in terms of the impact of the basket price on our work plan for Styldrift I, which made it possible for us to continue with development at Styldrift I using revenue from its on-reef development, excess cash flow from BRPM and some surplus cash resources.

This level of production represents a 'sweet spot' in Styldrift's ramp-up profile towards a 230ktpm operation. In particular, it does not require significant investment in additional processing capacity and infrastructure that will be required to process 230ktpm.

Pursue value enhancing opportunities

Our royalty agreements with Impala Platinum (Implats), the first of which has been in place since 2010, allow RBPlat to extract the best possible value from certain portions of our ore body. They have generated income of R293 million since 2010.

We continue to consider all possible merger and acquisition opportunities, and possible synergies with our neighbours. Should our investigation of toll treating opportunities be successful it will provide us with a value enhancing opportunity to exploit our South shaft UG2.

Market review

Platinum review

In 2016 the platinum price demonstrated a tale of two currencies, to the benefit of South African producers. The dollar price fell 6.2% year-on-year to an average of US\$988/oz. This was, however, more than offset by a weaker rand, with the local platinum price increasing by 8.6% to R14 480/oz. Nonetheless, a more difficult platinum market towards the end of the year dragged the platinum price below R13 000/oz during December.

High cost platinum producers struggled in the second half of 2015 with PGM prices dropping below the 80th percentile of the cash cost curve. However, a strong recovery of platinum and palladium prices from less than US\$900/oz and less than US\$500/oz, respectively in January 2016, led to a period of profitable mining through to October, when the industry was put under pressure again.

Public reporting on the collapse of jewellery demand in China in the final quarter pressured platinum prices to close to US\$900/oz. Jewellery demand is the second key pillar of platinum end-use after autocatalyst demand. Platinum's value relative to palladium dropped

Chief Executive Officer's strategic review continued

from a ratio of 1.61:1 to 1.39:1 from the third to the fourth quarter, and by December platinum was trading at just 1.3:1 to palladium.

Investors continue to support platinum, with global exchange traded fund (ETF) holdings losing just over 100koz by September, compared to the start of the year but fully recovering by the end of the year to just over 2.5Moz. Meanwhile, physical investors continued to add to holdings with 370koz of bars and coins accumulated (estimated by the end of quarter three, 2016), which is down on a phenomenal performance in 2015 when more than half a million ounces were purchased, primarily by the Japanese public, but still strong relative to historic averages.

Market outlook for platinum

The market expectations for 2017 should yield a balance similar to that of 2016. Vehicle sales are forecast to grow moderately, with the diesel passenger car share of the market in Europe continuing to erode at a steady pace. The net result is projected to be flat to lower autocatalyst demand for the year.

The full implications of Brexit on car sales are, however, unknown, as is the increasing political uncertainty in Europe with its downside risk to the economy and car sales. The French presidential election in spring and the German federal election in the autumn may result in further volatility and uncertainty regarding the future of the European Union.

On a micro-level the change in approach regarding the use of diesel passenger cars in major capital cities across Europe could result in a sharper fall in the diesel car share. The most significant of these is the temporary ban in January of diesel cars in Oslo to reduce pollution levels in the city. This remains a risk to platinum demand.

Jewellery demand for platinum suffered a 10% drop in 2016, led by a 20% fall in fabricator purchasing in China. The drawdown of excessive stocks held by fabricators during 2016 may lead to increased buying in 2017, but the platinum market should be prepared for slightly lower demand as the major jewellery retailers adapt to a bumpy recovery of the sector.

Palladium review

Palladium prices outperformed platinum during 2016, starting the year at just less than US\$550/oz and finishing up at over US\$700/oz. However, investors took the opportunity to sell into higher prices. During the year there was a total of 630koz of palladium ETF redemptions and half of the sales were from South Africa. The UK was the other big seller at 220koz.

On an industrial balance basis the market was in deficit at over 1Moz, and with higher prices during the year, it appears likely that ETF metal sales back into the market found a home with industrial users.

Market outlook for palladium

Demand growth is forecast to remain largely flat in 2017. Car sales in China that were brought forward into 2016, owing to a temporary halving of purchase tax, will limit buying in 2017 to single-digit growth. The growth that exists is expected to come from tier 3 emissions legislation and smaller cities.

The USA is the next major gasoline car market after China and had record car sales in 2016 of 17.5 million units. Sales are, however, thought to have reached peak levels and car company executives are warning against expecting another record year in 2017.

On a positive note, tighter emissions standards are being rolled out in China and the USA (nationwide) that will lead to higher loadings of palladium per gasoline car sold.

Supply from recycling is forecast to remain flat year-on-year, but refined

primary supply should almost recover after the conclusion of restructuring processing facilities in Russia during 2016. The net result is likely to be another year with market deficits of close to 1Moz, but slightly narrower than in 2016.

Rhodium review

The rhodium price averaged US\$694/oz during 2016 and the market was largely uneventful. Interest in the metal appeared to pick up towards the end of the year with prices rising to over US\$800/oz. However, by rhodium's historic standards, a hundred or two hundred dollar move in the price demonstrates a relatively quiet rhodium market.

Market outlook for rhodium

Prices kicked off 2017 relatively strong at an average of over US\$800/oz. The market is, however, likely to remain in surplus unless we see a contraction in supply. Demand is forecast to remain at around 1Moz and recycling is forecast to grow steadily to 300koz, while mine supply is estimated to remain flat at around 750koz. Over the long term, higher vehicle production and tighter emission standards are likely to lead to increased use of rhodium and the market will eventually shift back into deficit.

South Africa's position in terms of emissions legislation

In 2015 I appealed to our government to introduce more stringent motor vehicle emissions legislation. After all, as the world's major platinum producer we should surely be leading by example. Now that the Paris Agreement (CMA) is in force which requires national climate action plans and nationally determined contributions from countries who joined the Agreement we will hopefully see some action in this regard.

Underpinning our aspiration of achieving *More than mining*

Our aspiration to achieve *More than mining* is underpinned by our continued support of the United Nations Global Compact (UNGC) of which we are signatories and the achievement of the Sustainable Development Goals (SDGs). We have indicated throughout this report where we apply the UNGC principles and how we are addressing the SDGs.

Outlook

We expect market conditions in 2017 to be similar to those experienced in 2016. As a result, our focus will remain on the four pillars of our strategy, which continue to be effective. We will remain focused on:

- > continuing to improve our safety performance
- > containing the increase in operating costs, especially our fixed costs, and optimising volumes
- > prudent financial management
- > delivering on organic growth by achieving the ramp-up of Styldrift I to 150ktpm by 2018
- > maintaining flexibility in our operations.

Our business is very sensitive to movement of the rand against the US dollar, which can have a negative or positive impact on our rand basket price. We are, as we have shown in the past, able to react rapidly to the impact, positive or negative, of a major change in circumstances, such as the impact a negative change in the rand basket price would have on our ability to deliver on our strategic objectives and in particular our ability to grow organically.

The granting of the section 102 this year, which allowed us to incorporate the Frischgewaagd prospecting right into the Styldrift mining right, has increased our reserves by approximately 8%.

Styldrift II, which represents 40% of our overall resource, provides us with the ability to achieve further organic growth in the long term.

The outstanding issues in terms of the new Mining Charter are still with us in 2017, however, RBPlat is well positioned in terms of our black empowerment qualifications and on levels of local and HDSA procurement. The mining industry does, however, have major concerns with regard to the proposed ministerial skills development fund and the affordability of a contribution of 1% of annual turnover towards local and community development and labour sending areas.

I took part in the robust consultative process that resulted in the first Mining Charter being drawn up between the mining industry and the DMR. It was not a legal document, but rather a commitment between partners. As a result, the majority of mining companies made every effort to comply. The process for the second charter was similar to that of the first.

It is therefore disappointing that the process for the third charter has been so different. There has been no prior consultation, with a document being presented which is intended to be legally binding. The industry has made it clear that many of its terms are unacceptable, because if we complied with them they are likely to destroy the industry and have an extremely

negative impact on the country's economy. I hope that good sense prevails and that we find a way to become partners in the process to develop a charter that will be to the benefit of all concerned.

Conclusion

I would like to thank the Board and our shareholders for their support during the year and in particular their support of the decision to pursue the ramping up of Styldrift I to 150ktpm.

I was pleased to welcome a new member to our executive team, Lindiwe Montshiwagae, who joined us as Executive: Investor Relations. Her inclusion in the team will no doubt add value to our deliberations.

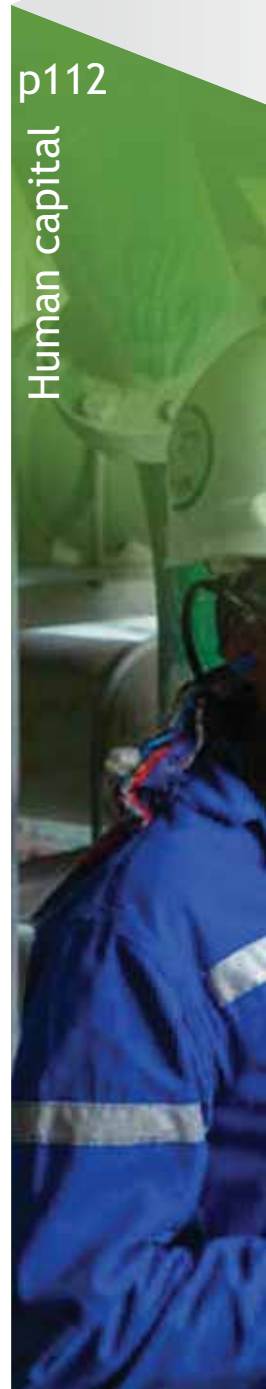
My thanks also go to our management team for their excellent work in protecting and creating value during 2016, and to our workforce and the union for their contribution to our achievements, in particular the improvement in our safety performance, during 2016. Please continue to keep yourselves safe during 2017.

Our communities showed an understanding of our need to reduce our investment in their sustainability during the past two years, for which RBPlat is thankful. We recognise that times are difficult for our communities who have also been affected by the depressed economic environment and the lengthy drought. We remain committed to delivering on our social and labour plan and investing further in sustainability, with a particular emphasis on enterprise supplier development, during 2017.

Steve Phiri
Chief Executive Officer

Royal Bafokeng Platinum capitals

The six capitals we depend on consist of resources and relationships, which are constantly being increased, decreased and transformed through our activities. They include the inputs, activities, outputs and outcomes of our business model. Through using, increasing and transforming our stock of capitals we can deliver value beyond financial returns for ourselves and our stakeholders. This is depicted graphically in our business model.





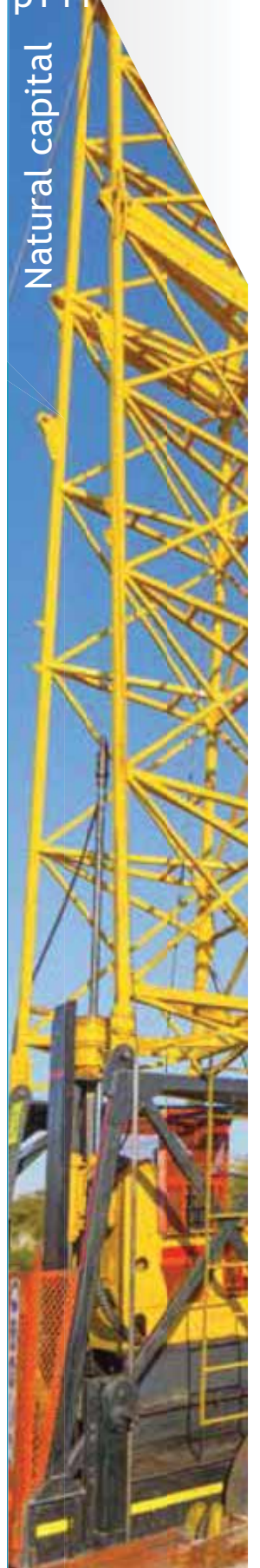
p128
Intellectual capital



p134
Social and relationship capital



p144
Natural capital



Financial capital

Our performance against our material financial capital issues

Creating and protecting shareholder value

M Global economic and PGM market conditions

The slowing of the Chinese economy impacted the demand for PGMs and in particular platinum jewellery, which together with the reduction in car sales in Europe has resulted in dollar prices for PGMs remaining soft. To address this we prioritised cash preservation and deferred capex that will not affect the business in the short to medium term. Our efforts were assisted by a weaker R:US\$ exchange rate, which resulted in a favourable average rand basket price (revenue concentrate sales, including revaluation of pipeline, divided by platinum ounces produced) of R18 906.

O Performance

Risk appetite measure	Performance in 2016	% change year-on-year	Risk appetite performance achieved
EBITDA	R489.7 million	64.4	✓
EBITDA margin	14.7%	50.0	✓
HEPS	87 (cents per share)	204.2	✓
Debt facilities	R958 million revolving credit and general banking facilities	–	✓
Cash generated by operating activities	R585.3 million	(5.5)	✓
Cash reserves	R835.5 million	(8.9)	✓

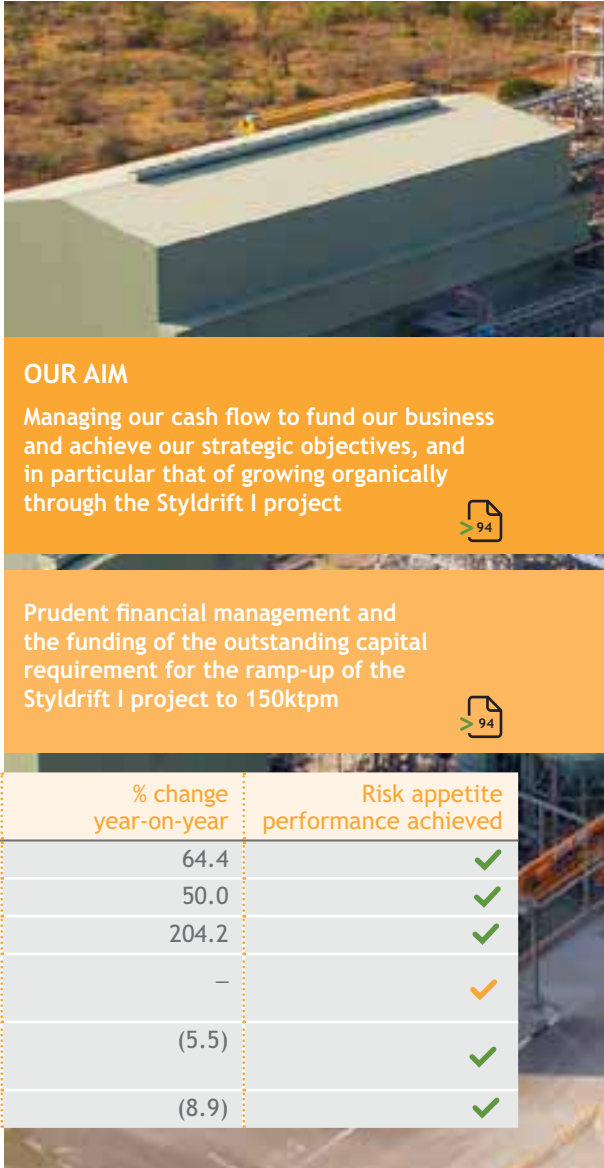
M Political and country risk

- > Uncertainty regarding the DMR's approach, excessive safety stoppages and the new Mining Charter targets on costs/sustainability
- > Impact of uncertainty on foreign monetary policy on investor sentiment
- > Impact on investor sentiment of South African political uncertainty
- > Negative impact on risk tolerance levels of providers of debt
- > Uncertainty regarding the National Environmental Management Act (NEMA) regulations relating to the financial provisions for prospecting, mining or production operations amendment
- > The impact of a possible credit rating downgrade

How we addressed these issues:

Our aim	How we addressed these issues	What we achieved
To achieve certainty regarding issues with the Minister of Mineral Resources	Addressed our concerns through the Chamber of Mines, our advocacy body	Uncertainty still exists
Address impact on our business of all these factors	<ul style="list-style-type: none"> > Assessed the impact of possible outcomes and what steps we can take to protect the business > Continued to exercise prudent financial management to protect our sustainability > Assessed our supply chain position in terms of the new Mining Charter targets 	In terms of our supply chain we are well positioned to meet the proposed new procurement targets as we exceed the previous scorecard targets for procurement from black and local businesses
To achieve certainty regarding issues with the NEMA regulations affecting closure provisions	Addressed our concerns through the Chamber of Mines, our advocacy body. The transitional period to comply with the new regulations has been extended to February 2019	Uncertainty still exists

✓ Meets risk appetite ✓ Within limits ✗ Risk appetite breached



OUR AIM

Managing our cash flow to fund our business and achieve our strategic objectives, and in particular that of growing organically through the Styldrift I project



Prudent financial management and the funding of the outstanding capital requirement for the ramp-up of the Styldrift I project to 150ktpm



What we did:



- > Preserved cash by deferring expenditure not currently necessary, while ensuring this deferment would not have a detrimental effect on the business in the short to medium term
- > Focused on maximising returns on cash resources on hand
- > Focused on identifying and making use of opportunities to reduce or contain costs
- > Scaled down activities at Styldrift I to a level where monthly expenditure can be met from the excess cash flows generated by our existing operations and on-reef development at Styldrift I

- > Renegotiated and amended the terms of our royalty agreement with Implats to include an expanded mining area

- > Established what work we would be able to complete at Styldrift I depending on the rand basket price we achieved during 2016 (see the model on page 97 of the manufactured capital section of this report)

- > Identified that the ability to produce 150 000 tonnes a month (ktpm) at Styldrift I represents a 'sweet spot' in Styldrift's ramp-up profile as it secures the optimal level of Merensky production for RBPlat without the need to incur the significant expenditure required to establish the additional processing capacity and infrastructure that would be required to process production beyond this level

What we achieved:



- > **R835.5 million cash** on hand at year-end
- > In addition to funding our existing operations and our Mining Charter commitments of R35.6 million, we were able to fund 74% of R1.1 billion in capital expenditure at BRPM JV from on-reef development revenue of R273.9 million from Styldrift I and excess cash flows from our existing BRPM operations
- > Materials and other mining costs increased marginally by 0.5% as a result of various cost containment initiatives and measures

- > **Earned R65.7 million** in royalties from our royalty agreement with Implats in 2016 (since inception R293 million)

- > The average rand basket price achieved during the first six months of 2016 was approximately R19 680 per Pt ounce. This not only made it possible for us to proceed into what we identified as the 'Zone of progression' which allowed us to develop key infrastructure at Styldrift I and advance our ability to ramp up but also resulted in the RBPlat Board approving the transition into the next phase of ramping up to the Styldrift I 'sweet spot' of a 150ktpm operation by the end of 2018. Notwithstanding a strong R:US\$ exchange rate during the second half of 2016, RBPlat still achieved a healthy revenue basket price of R18 906 per platinum ounce for the full year
- > This next phase of development will require approximately R4.75 billion in capital expenditure, of which RBPlat's attributable share is R3.2 billion. We are actively exploring various funding options, including that of debt, equity and quasi equity. Our ability to fund a portion of this funding solution from surplus cash and operational cash flow has positioned us well in terms of raising the additional funds, as has our history of prudent financial management

How we will address these material issues in 2017

- > We will continue to follow the same prudent financial management approach and should there be any change in our operating environment we will, if required, respond rapidly to either protect value or use the opportunity to create value
- > We plan to further improve our ability to exercise prudent financial management through our newly established project support office


M Material issue - Issues over which we do not have control ○ Those over which we do have control - Some control

Financial capital

Financial summary and statistics

Summary consolidated statement of financial position at 31 December 2016

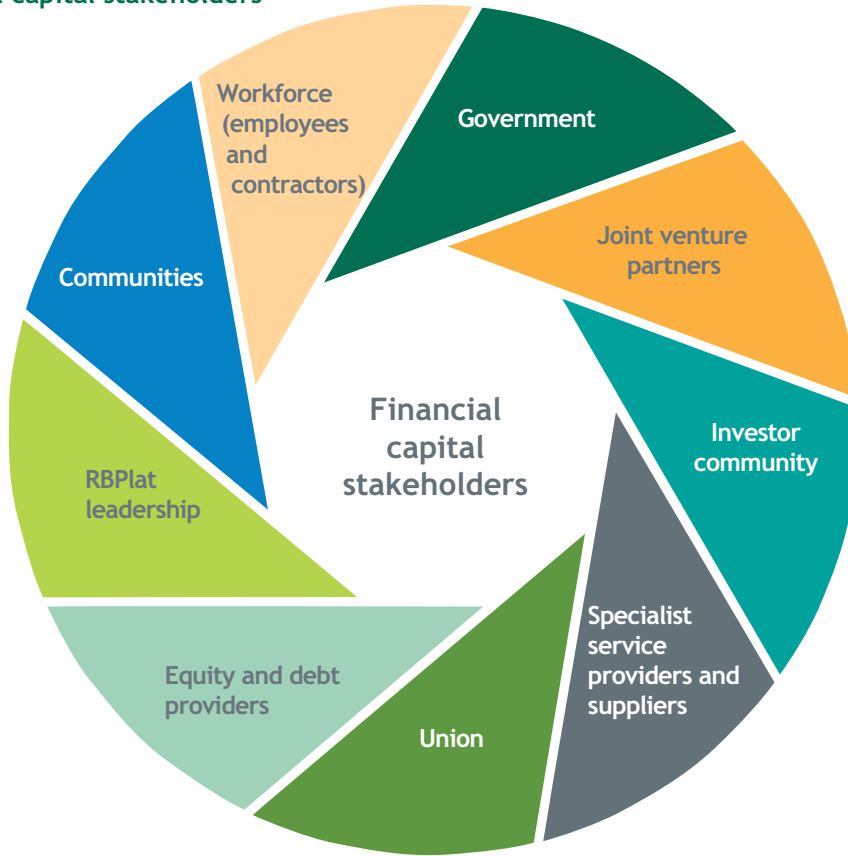
	2016 R (million)	2015 R (million)
Non-current assets	17 614.3	17 148.8
Property, plant and equipment	10 587.2	10 129.7
Employee housing loan receivable, benefit and other	248.7	240.1
Mineral rights	5 729.3	5 766.0
Goodwill	863.3	863.3
Environmental trust deposits, guarantees and investments	147.0	114.9
Deferred tax asset	38.8	34.8
Current assets	2 703.6	2 610.5
Employee housing assets and benefit	381.5	268.5
Inventories and trade and other receivables	1 486.6	1 424.4
Cash and cash equivalents	835.5	917.6
Total assets	20 317.9	19 759.3
Equity and liabilities		
Total equity	14 813.9	14 484.3
Non-current liabilities	4 165.0	4 125.7
Deferred tax liability	3 635.3	3 663.7
Fair value of PIC housing facility	434.0	366.9
Restoration and rehabilitation provision	95.7	95.1
Current liabilities	1 339.0	1 149.3
Total equity and liabilities	20 317.9	19 759.3
Net asset value per share (cents per share)	58.0	57.0

 Note: The summary consolidated statement of financial position, summary consolidated statement of comprehensive income and summary consolidated statement of cash flows are only summaries of the full set of the 2016 consolidated financial statements available online and do not contain full details. Any investment decisions by investors or shareholders should be based on consideration of the full set of consolidated financial statements published online on RBPlat's website

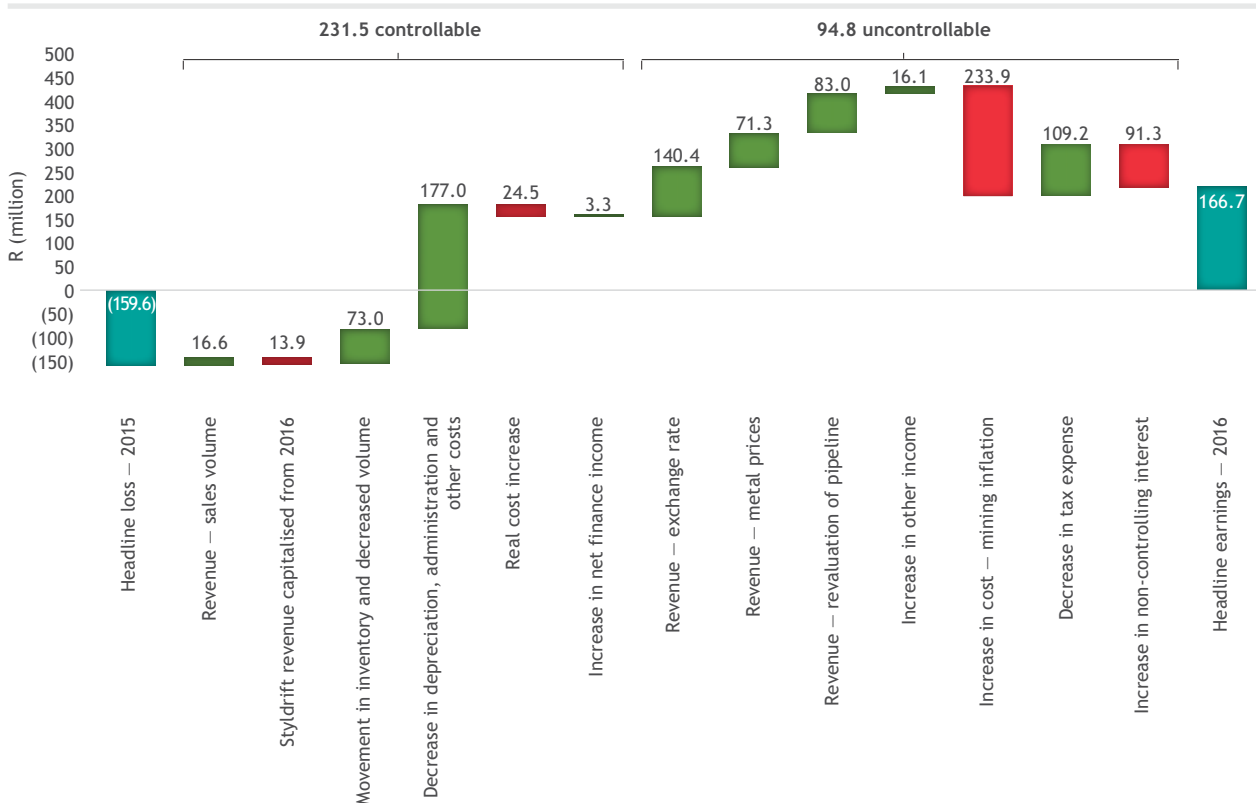
Summary consolidated statement of comprehensive income for the year ended 31 December 2016

	2016 R (million)	2015 R (million)
Revenue	3 342.2	3 044.7
Cost of sales	(3 101.5)	(3 084.5)
Gross profit/(loss)	240.7	(39.8)
Other income	88.1	68.7
Administration expenses	(155.6)	(164.1)
Corporate office	(138.4)	(126.3)
Housing project	(17.2)	(37.8)
Impairment of non-financial assets	(2.6)	(4 466.2)
Net finance income	84.4	81.1
Profit/(loss) before tax	255.0	(4 520.3)
Tax credit	7.7	753.3
Non-controlling interest	(94.4)	722.2
Net profit/(loss) attributable to owners of the Company	168.3	(3 044.8)
Headline earnings/(loss)	166.7	(159.6)
Basic earnings/(loss) per share (cents per share)	87.6	(1 589.2)
Diluted earnings/(loss) per share (cents per share)	87.5	(1 589.2)
Basic headline earnings/(loss) per share (cents per share)	86.7	(83.2)
Diluted headline earnings/(loss) per share (cents per share)	86.6	(83.2)
Dividend per share (cents per share)	—	—

Our key financial capital stakeholders



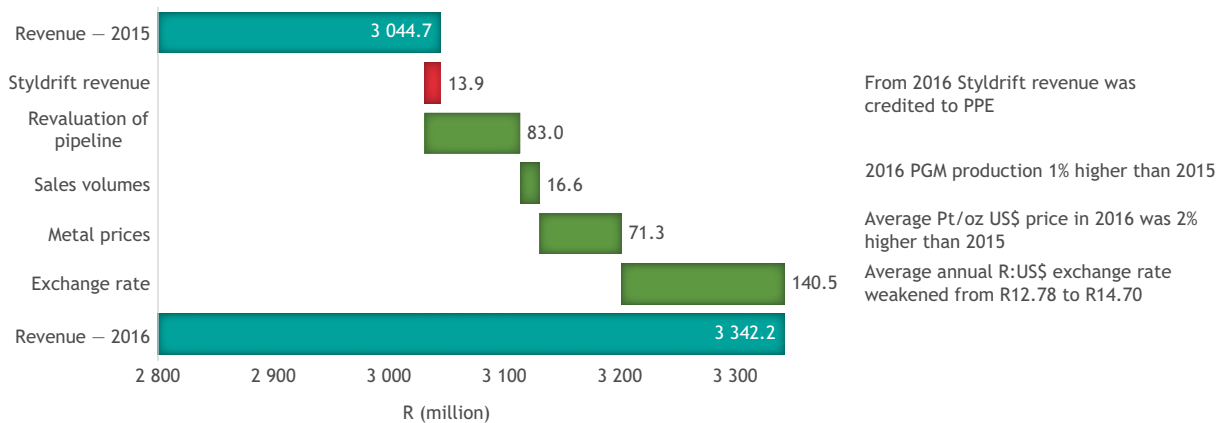
Headline earnings variance analysis



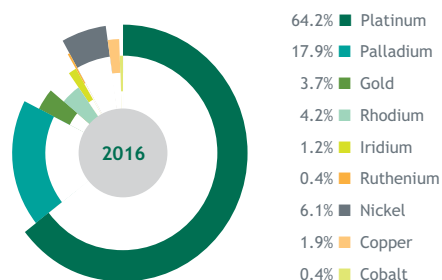
Financial capital continued

Revenue

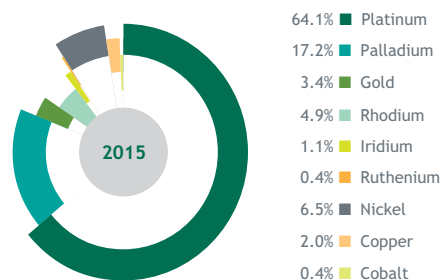
Our revenue of R3 342.2 million for 2016 was 9.8% higher than our revenue of R3 044.7 million for 2015. This increase in revenue is due to a 9.6% higher realised average rand basket price and a 0.6% increase in BRPM’s platinum production. Details of the movement in revenue from 2015 to 2016 are shown in the chart below:



Revenue contribution 2016

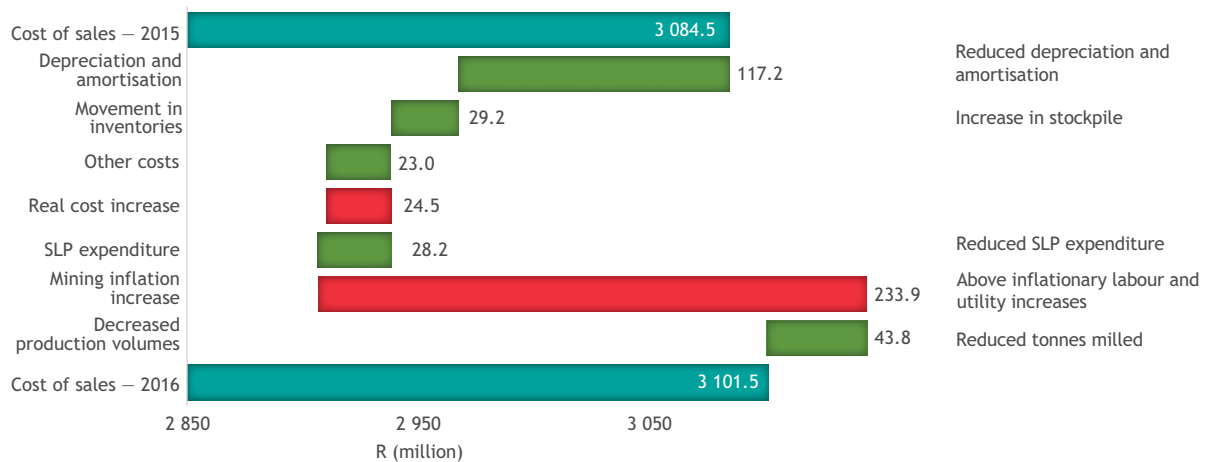


Revenue contribution 2015



Cost of sales

Our cost of sales increased from R3 084.5 million in 2015 to R3 101.5 million in 2016. Details of the movement in cost of sales from 2015 to 2016 are shown in the chart below:



BRPM's average cash unit cost per tonne milled increased by 10.4% from R1 066 in 2015 to R1 177 in 2016. The cash unit cost per platinum ounce increased by 7.8% from R14 504 to R15 639, mainly due to above inflationary increases in labour, contractor and utility costs.

The 9.8% increase in our revenue was the main driver of the increase in our gross profit margin from a gross loss of 1% in 2015 to a gross profit margin of 7.2% in 2016.

Other income

Other income increased by R19.4 million or 28.2%, mainly due to a R19 million increase in our royalties from Implats, as well as a R13.2 million increase in the fair value adjustment of the Nedbank equity-linked deposits. This was offset by a R20.1 million reduction in fair value gains on forward exchange contracts and call options.

Administration costs

Administration costs decreased by 5.2% from R164.1 million in 2015 to R155.6 million in 2016.

Finance income

Finance income decreased from R106.2 million in 2015 to R91.8 million in 2016 due to a reduction in the cash on hand balances when compared to 2015.

Finance cost

The finance cost decreased from R25.1 million in 2015 to R7.4 million in 2016, mainly due to the interest on the RBPlat housing facility being capitalised to housing assets from the start of the 2016 financial year.

Taxation

RBPlat's income tax expense decreased by R52.2 million as the comparative period's income tax charge included a R50 million once-off charge. Deferred tax increased from a deferred tax credit of R830.2 million in 2015 to a credit

of R32.4 million in 2016. The 2016 deferred tax credit includes a R70 million once-off deferred tax credit relating to the tax effect of the housing capitalisation, a R1.6 million prior year adjustment and a deferred tax expense of R39.2 million due to increased mining income. The 2015 deferred tax credit included a credit of R855 million relating to impairment charges, a R23 million credit due to mining losses and a R60 million once-off charge.

Headline earnings per share

RBPlat generated headline earnings of 87 cents per share for the year ended 31 December 2016 compared to a headline loss of 83 cents per share for the year ended 31 December 2015.

The graph below shows the main reasons for the significant improvement in profitability:



Financial capital continued

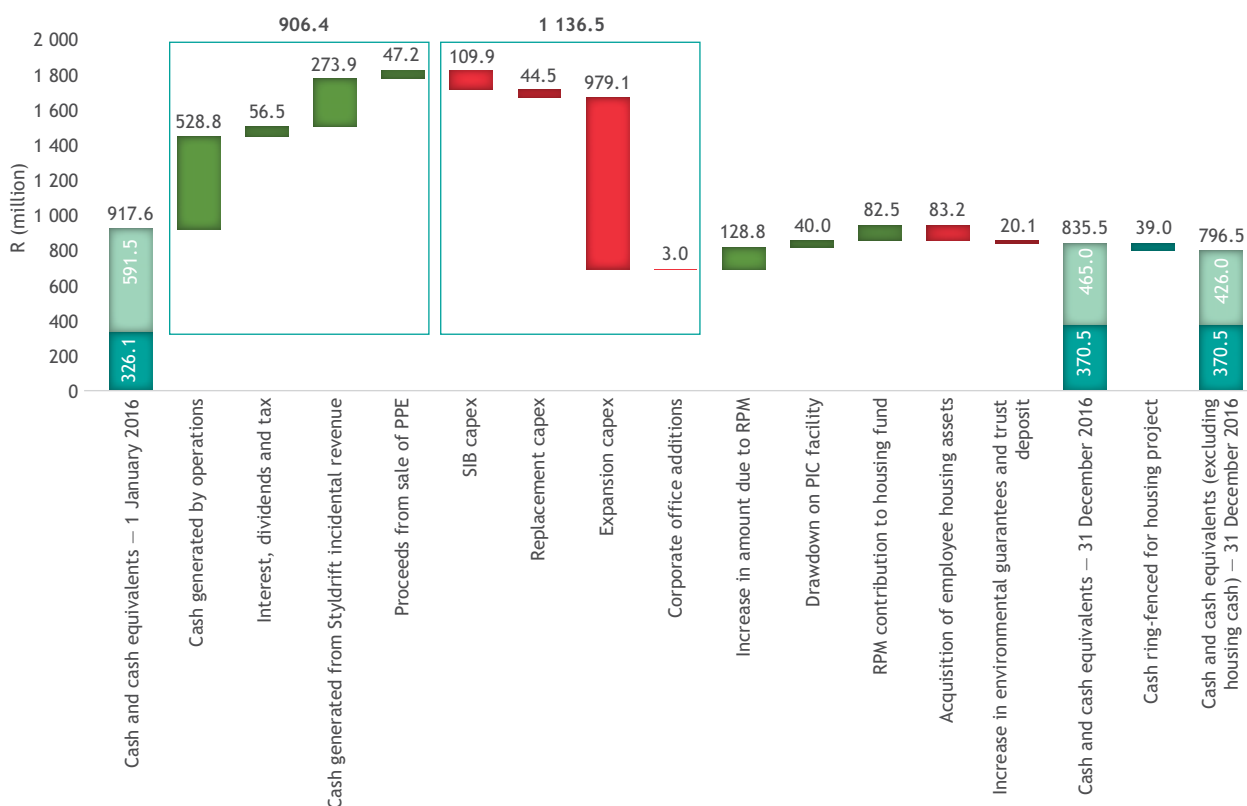
Summary consolidated statement of cash flows for the year ended 31 December 2016

	2016 R (million)	2015 R (million)
Net cash flow generated by operating activities	585.3	619.2
Net cash flow utilised by investing activities	(921.6)	(2 322.5)
Net cash flow generated by financing activities	254.2	756.7
Net decrease in cash and cash equivalents	(82.1)	(946.6)
Cash and cash equivalents at beginning of the year	917.6	1 864.2
Cash and cash equivalents at end of the year	835.5	917.6

During the year the Group utilised cash and cash equivalents of R82.1 million. The cash generated by operations included cash generated by operating activities, which decreased from R601.9 million in 2015 to R528.8 million in 2016. At 31 December 2016 the RBPlat Group had cash and near cash investments of R835.5 million (2015: R917.6 million).

74% of RBPlat's 2016 capital expenditure of R1.1 billion (net of proceeds from disposal of property, plant and equipment) was funded from cash generated by operations and Styldrift I on-reef development revenue receipts. This represents a significant improvement on the 30% of capital expenditure that was funded from cash generated by operations in 2015.

An analysis of our cash flows for the year is shown below:



Summary of consolidated segmental analysis

	BRPM mining segment (A) R (million)	Styldrift mining segment (B) R (million)	BRPM JV mining segment (A + B) R (million)	RBPlat housing segment (C) R (million)	Corporate office and consolidation adjustments (D) R (million)	Total (A+B+C+D) R (million)
Summary segmental statement of comprehensive income – for the year ended 31 December 2016						
Gross profit/(loss)	213.0	(0.3)	212.7	–	28.0	240.7
Profit/(loss) before tax	298.0	7.7	305.7	13.3	(64.0)	255.0
Summary segmental statement of financial position – as at 31 December 2016						
Non-current assets*	5 217.8	11 402.0	16 619.8	252.5	742.0	17 614.3
Current assets	1 587.1	249.2	1 836.3	428.3	439.0	2 703.6
Non-current liabilities	81.7	12.5	94.2	435.5	3 635.3	4 165.0
Current liabilities	3 334.2	77.9	3 412.1	26.1	(2 099.2)	1 339.0
Summary segmental cash flow statement – as at 31 December 2016						
Cash and cash equivalents at end of the year	370.5	–	370.5	39.0	426.0	835.5
Summary segmental statement of comprehensive income – for the year ended 31 December 2015						
Gross profit/(loss)	100.2	4.6	104.8	–	(144.6)	(39.8)
Profit/(loss) before tax	(2 876.7)	3.9	(2 872.8)	(30.4)	(1 617.1)	(4 520.3)
Summary segmental statement of financial position – as at 31 December 2015						
Non-current assets	5 786.0	10 359.2	16 145.2	240.6	763.0	17 148.8
Current assets	1 553.9	101.1	1 655.0	342.0	613.5	2 610.5
Non-current liabilities	82.0	13.1	95.1	366.9	3 663.7	4 125.7
Current liabilities	3 148.4	108.1	3 256.5	259.5	(2 366.7)	1 149.3
Summary segmental cash flow statement – as at 31 December 2015						
Cash and cash equivalents at end of the year	326.1	–	326.1	60.5	531.0	917.6

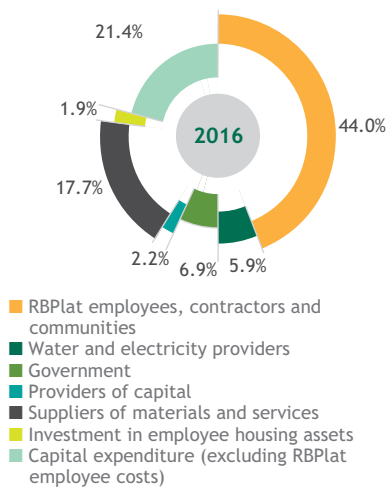
* Segment non-current assets include mineral rights allocated to the relevant segment

Financial capital continued

Beneficiaries of value distributed by the RBPlat Group

The RBPlat Group distributed value of R4.3 billion in 2016 and the beneficiaries of this value distribution are shown in the chart below:

Beneficiaries of value distributed by the RBPlat Group



Styldrift I two-phased ramp-up funding

In August 2015 RBPlat announced that, in view of the sustained depression in the PGM market it had decided to materially reduce construction activities and related capital expenditure at Styldrift I. The aim of this action was to maintain a strong and healthy balance sheet and ensure the organisation is well positioned to maximise any uplift in the cycle. As we advised our intention was to reduce the level of activities at Styldrift I to the extent that monthly expenditure could be serviced from excess cash flows generated by our existing BRPM operations and on-reef development revenue from Styldrift I. The average rand basket price at the time was approximately R16 200 per platinum ounce.

At the beginning of 2016, based upon an improved rand basket price of R17 500 per platinum ounce, the Company committed to R1 billion capital expenditure at Styldrift I for

the 2016 year that would facilitate a production rate of up to 50ktpm of on-reef development. Between R0.6 billion and R0.7 billion was to be funded from on-reef development revenue and excess cash flows from BRPM and a further estimated R0.3 billion to R0.4 billion would be funded from surplus cash resources.

The average rand basket price achieved for the 2016 year has been R18 906 per platinum ounce. The Board therefore is of the opinion that the industry is progressing from the 'Zone of Uncertainty' to the 'Zone of Progression', as disclosed in the Company's 2015 integrated report. RBPlat has therefore decided to transition to the next phase of the ramp-up of Styldrift I to a 150ktpm operation to the end of 2018. The 150ktpm level represents a 'sweet spot' in Styldrift I's ramp-up profile towards 230ktpm as it secures the optimal level of Merensky production for the Company without the necessity to incur (in the current PGM environment) the significant



The silos and feed conveyor from the shaft at Styldrift I

expenditure that would be required to establish the additional processing capacity and infrastructure development necessary to process production above this level.

At September 2016, RBPlat's attributable share of the capital expenditure for this phase of the development was estimated to be R3.2 billion (of a total of approximately R4.75 billion), which the Board believes will deliver a positive internal rate of return considered to be at an attractive premium to the Company's investment hurdle rates. This amount provides for the key underground life of mine and surface ore handling infrastructure to support 230ktpm and includes the overland belt to the BRPM concentrator complex, all underground silos and associated conveyor belt systems, required water handling and pumping facilities, stores and two ventilation shafts.

The Company will be implementing a robust funding solution that will secure the next phase of the ramp-up Styldrift I to 150ktpm, even in the sustained depressed PGM environment we are currently experiencing. The Board has been actively exploring various funding options and expects that the funding solution will comprise a combination of surplus cash, operational cash flow, equity/quasi-equity capital, and R2 billion of debt facilities that are currently being negotiated. As an interim measure RBPlat has extended its unutilised R500 million revolving credit facility (RCF) and R458 million of general banking facilities until 30 June 2017, pending the implementation of the robust funding solution mentioned earlier.

Progressing to this next phase of ramp-up at Styldrift I positions the project well for its ultimate ramp-up to a 230ktpm Merensky operation when further investment is warranted by the market environment.

Outlook

Notwithstanding RBPlat's view that the industry is progressing from the 'Zone of uncertainty' to the 'Zone of progression' we still anticipate that PGM price performance could be subdued during 2017. Cost containment will remain a key focus for 2017 with efforts specifically directed towards converting some of our fixed costs into variable costs that are linked to output and actual utilisation. We will retain a continued focus on achieving our strategic objective of creating and maintaining optimal flexibility and actively pursuing value enhancing opportunities.





Manufactured capital

Our performance against our material manufactured capital issues



M Impact of safety stoppages on production and costs

Certain section 54 safety stoppages during the third quarter of 2016, which resulted in a loss of 59kt of production, were not in keeping with the non-conformance that was identified. See page 79 of the CEO's review for an estimation of the cost of these stoppages.

Risk appetite measure	Number of shifts lost	% change year-on-year	Impact on milled tonnes	% change year-on-year	Risk appetite performance
Safety stoppages imposed by DMR	42	(44)	102kt	(63)	✓

M Operating costs

Key cost drivers

The targets we use to measure our performance in terms of operating costs are:

- > Operational efficiency (rand per tonne milled)
- > Extracted efficiency (rand per 4E ounce/platinum ounce)

Increases in excess of 6.3% inflation in:

- > Utilities – 4.2%
- > Contractor labour – 6.2%
- > Enrolled labour – 3.3%

Risk appetite measure	Performance in 2016	% change year-on-year	Risk appetite performance
Total cash cost/tonne milled	R1 177	10.4%	✓
Total cash cost/Pt oz	R15 639	7.8%	✓
Total cash cost/4E oz	R10 068	7.6%	✓

M Production results (see page 111 for information on South shaft UG2 profitability)

Risk appetite measure	Performance in 2016	% change year-on-year	Risk appetite performance
Pt oz produced	196koz	8.9%	✓
4E oz produced	304koz	9.4%	✓
Total tonnes delivered	2 759kt	12.3%	✓
Merensky	2 176kt	16.2%	✓
UG2	583kt	(0.3%)	✓

✓ Meets risk appetite ✓ Within limits ✗ Risk appetite breached



Deliver Styldrift I as a growth project



Risk appetite measure	Performance in 2016	Risk appetite performance
600 level		
Reef infrastructure and decline development	5.0km of development completed	✓
Four trackless workshops	Constructed	✓
642 level		
Footwall waste development	499 metres of development completed	✓
Services shaft equipping commenced third quarter of 2016	On schedule	✓
708 level		
Silo 2	Completed and commissioned	✓
Silo 4	Commenced with piloting in preparation for reaming	✓
Settler No 1	Preparation for slupe and line completed	✓
Concentrating capacity		
250ktpm concentrator upgrade	Completed	✓
Overland belt	Deferred to 2017	✓
100ktpm plant module	Deferred pending 230ktpm ramp-up	✓

Impact of basket price on our work plan at Styldrift during 2016 (See page 87 for impact on our financial performance.)

Pricing below R17 500/Pt oz (2015 real terms)		Pricing above R17 500/Pt oz (2015 real terms)	
Depressed zone	Zone of uncertainty	Zone of progression	Ramp-up of project
<ul style="list-style-type: none"> > Limited ability to pursue work > Manage cash flow as a priority > Main shaft commissioning > Completion of Ventilation shaft 1 > Appropriate workshop infrastructure > Upgrade of BRPM concentrator to 250ktpm > Completion of Silo 2 	<ul style="list-style-type: none"> > Proceed with caution > Progress small piece of work > 642 level footwall preparation for Silo 3 and 4 > 642 level decline development > Initial ore pass installation > Services shaft equipping > Silo 4 > Settler 1 and water handling pump chamber 	<ul style="list-style-type: none"> > Develop infrastructure required to support ramp-up to 150ktpm 	<ul style="list-style-type: none"> > Develop remaining infrastructure to ramp-up to 230ktpm

Capital expenditure

Risk appetite measure	Performance in 2016	% change year-on-year	Risk appetite performance
Stay-in-business capex	R 110 million	2%	✓
Replacement capex	R44 million	79%	✓
Expansion capex	R972 million	43%	✓



Material issue



Issues over which we do not have control



Those over which we do have control



Some control

Manufactured capital

Overview

2016 was a successful year in our operations. We made steady progress at Styldrift I, achieved a consistent production performance at BRPM and a much improved safety performance overall. Our stable labour force and flexible operating platform remain a hallmark of our operations and they continue to provide us with the resources to manage in a relatively subdued market.

Following our disappointing safety performance in 2015 it was essential that we reverse the trend. The start-up period after a significant break always presents additional safety risks. To address these we opted for a slower, more controlled start to the year after the festive season break. The result was that BRPM achieved very similar

production results to 2015, but did so with a far better safety record. In the past we have received section 54 stoppages which have been aligned with non-conformances identified during mine inspections; however, during the third quarter of 2016 the industry experienced a sharp increase in the frequency and severity of section 54 instructions,

which did not seem to be aligned with the applicable non-conformance. These instructions had a negative impact on output during that quarter, despite an improved safety performance.

Our key challenges with respect to maintaining Merensky output levels as well as mining the South shaft

Our key manufactured capital stakeholders



UG2 profitably, remain. On average the UG2 grades at BRPM improved by 3.4% year-on-year, while the Merensky tonnes delivered from BRPM declined by 1.4%.

Our key objective in 2016 was to advance the Styldrift I project to an on-reef production rate of 50ktpm and to increase the capacity of the BRPM concentrator (see page 94 of



the financial capital section for information on the funding of this work). A total of 410kt of Styldrift I Merensky on-reef development was delivered to the concentrator at a built-up head grade of 3.12g/t and the upgrading of the BRPM concentrator's metallurgical circuit to 250ktpm was completed in the first half of 2016.

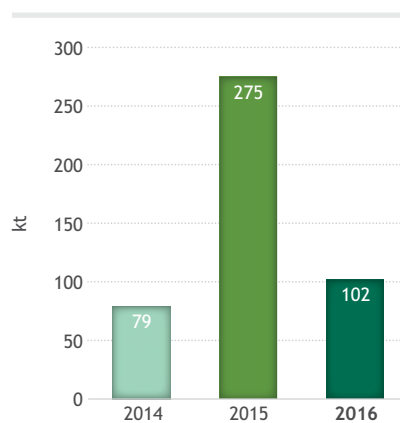
Towards the latter half of 2016 the progress made at Styldrift I, together with the improvements in the basket price, allowed RBPlat to commit to the next phase of expansion at Styldrift I. This phase will ramp-up the mine to 150ktpm and secure the optimal level of Merensky production for RBPlat without the need to incur the significant expenditure required to process production beyond this level.

Mining

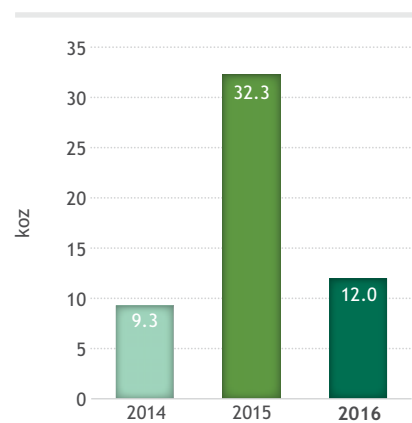
Operational disruptions

- > 11 section 54 stop notices issued to RBPlat by the DMR in 2016
- > Estimated milled tonnage lost as a result of these stoppages is 102kt (2015: 275kt)
- > Year-on-year reduction in milled tonnage lost equates to 63% (173kt)
- > Merensky losses estimated at 87kt
- > UG2 losses estimated at 15kt

Milled tonnes lost to DMR safety stoppages



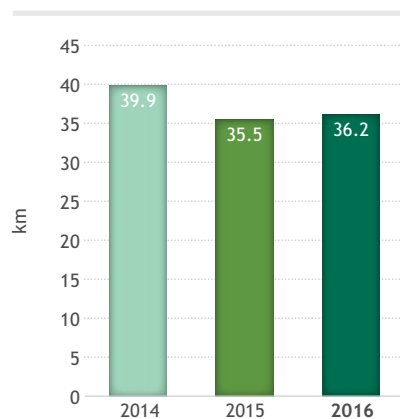
4E ounces lost to DMR safety stoppages



Development

- > 2% increase in total development to 36.2km in 2016
- > Reduction in working cost and capital development at BRPM in line with cash preservation strategy offset by increase in capital development at Styldrift I
- > Deferment of South shaft UG2 footwall development resulted in a 13.5% reduction in development replacement ratio at BRPM year-on-year, however, primary development at BRPM continues to exceed actual depletion rates
- > Overall IMS panel ratio increased by 4.6% to 1.58 compared to 2015 and remains above our target of 1.50

Total development



IMS panel ratio



Manufactured capital continued

Mining continued

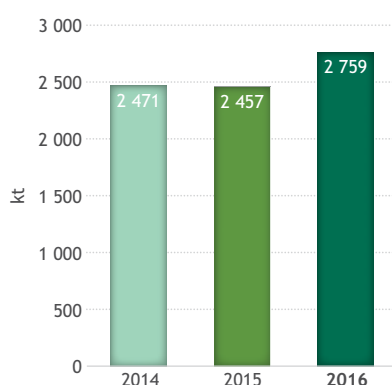
Production

Description	Unit	Variance %	2016	2015	2014
Total development	km	2.0	36.2	35.5	39.9
BRPM	km	8.1	31.1	33.9	38.2
Working cost development	km	(2.7)	30.8	31.6	35.2
Capex development	km	92.5	0.2	2.2	3.0
Styl drift	km	214.5	5.0	1.6	1.7
Working cost development	km	0.0	—	—	—
Capex development	km	214.5	5.0	1.6	1.7
Development replacement ratio (BRPM)	m ² /m	(13.5)	36.2	31.9	28.9
IMS panel ratio (BRPM)	ratio	4.6	1.58	1.51	1.70
Total stoping	000m ²	1.3	466	460	527
Merensky	000m ²	0.5	367	365	427
UG2	000m ²	4.2	99	95	100
Total tonnes delivered	kt	12.3	2 759	2 457	2 471
BRPM	kt	(1.4)	2 349	2 382	2 459
Styl drift	kt	446.7	410	75	12
Merensky	kt	16.2	2 176	1 872	1 908
UG2	kt	(0.3)	583	585	563
UG2 % delivered	%	12.5	21	24	23
Delivered head grade (4E)	g/t	0.0	4.08	4.08	4.21
Merensky	g/t	(1.4)	4.11	4.17	4.36
UG2	g/t	3.4	3.93	3.80	3.71
BRPM	g/t	3.2	4.25	4.12	4.23
Styl drift	g/t	8.4	3.09	2.85	1.41

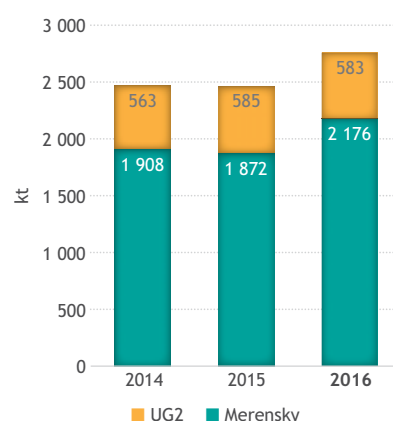
Mining production

- > Tonnes delivered increased 12.3% year-on-year
- > Increased on-reef development at Styl drift I resulted in Merensky delivered tonnes increasing 16.2% year-on-year
- > UG2 contribution reduced to 21% from 24% with delivered UG2 tonnes decreasing by 0.3% year-on-year

Tonnes delivered – total

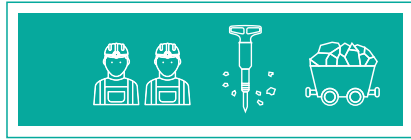


Tonnes delivered by ore type



Moving from conventional to mechanised mining

RBPlat leveraging technology and mechanisation to increase productivity, reduce labour costs and safety risks

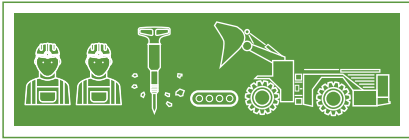


Conventional mining

Suited to narrow tabular ore bodies with complex geology

BRPM North and South shafts
Phases I and II

- > Relatively complex mining layout
- > Limited scope for mechanisation and automation
- > Handheld pneumatic production and support drilling
- > Ore handling with scraper winches, locomotives and rolling stock
- > Labour intensive
- > Low productivity – 25 to 35t/TEC
- > High safety risk exposure – from handheld drilling, winches, railbound tramping
- > Limited scope for mechanisation and automation

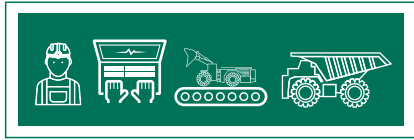


Hybrid mining

Suited to narrow tabular ore bodies with moderate geological complexity

BRPM North shaft
Phase III

- > Less complex mining layout – no footwall development
- > Handheld pneumatic production and support drilling in stope only
- > Trackless equipment used for on-reef access development and support
- > Ore handling with scraper winches LHDs and conveyor belts
- > Safety exposure reduced through reduction in number of employees exposed to handheld drilling, scraper winches and railbound tramping
- > Operating costs improved because:
 - all development on-reef – all access to workings on-reef
 - less labour intensive
 - improved productivity – 35 to 45t/TEC
 - improved scope for automation and management information systems (MIS) technology including:
 - collision avoidance systems
 - real-time equipment telemetry and monitoring



Trackless mining (bord and pillar)

Suited to tabular ore bodies with low geological complexity

Styltdrift I

- > Mechanised production and support drilling – access development and in stope
- > Ore handling with dump trucks, LHDs and conveyor belts
- > Reduced safety risk – no exposure to handheld drilling, scraper winches and railbound tramping
- > Improved operating costs because:
 - low labour complement relative to hybrid and conventional mining
 - all development on-reef – all access to workings on-reef
 - high productivity – 55 to 65t/TEC
- > Ideal environment for automation and MIS technology introduction:
 - collision avoidance
 - real-time equipment telemetry and monitoring

Processing

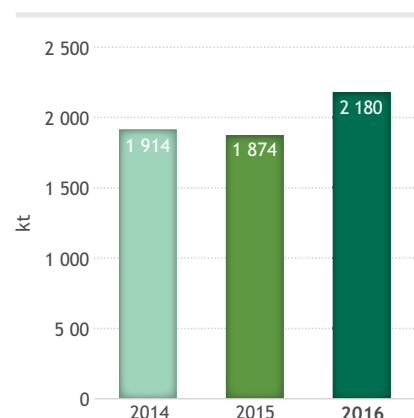
Grade

- > In line with expectation and guidance: 1.9% reduction in overall 4E built-up head grade year-on-year to 4.03g/t due to increase in on-reef development tonnes from Styltdrift I
- > 1% improvement in BRPM 4E built-up head grade year-on-year to 4.18g/t

Built-up head grade (4E)



Merensky – tonnes milled



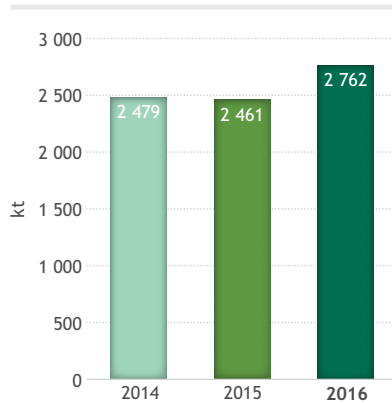
Manufactured capital continued

Processing continued

Milled volumes

- > 12.2% increase in tonnes milled year-on-year
- > 16.3% increase in Merensky tonnes milled
- > 0.9% decrease in UG2 tonnes milled year-on-year
- > Increased mining volumes at Styldrift I offset 1.7% reduction in BRPM tonnes milled

Tonnes milled – total



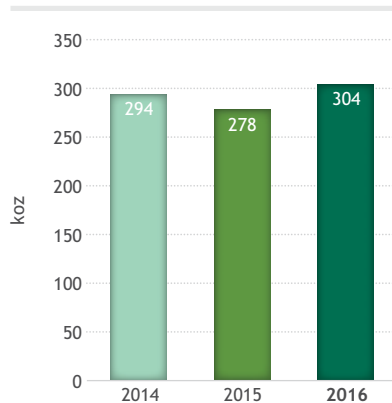
BRPM built-up head grade (4E)



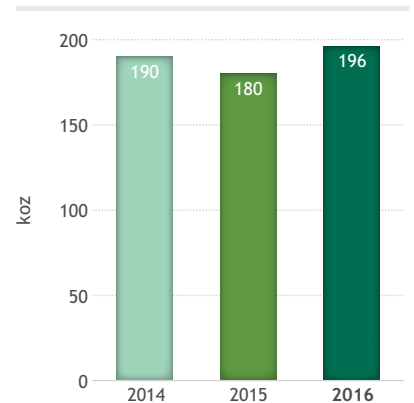
Metals in concentrate

- > Total recoveries at 84.98% (toll concentrating within contractual limits)
- > BRPM concentrator recoveries at 85.59% – in line with grade/recovery expectations
- > 9.4% increase in 4E ounce production to 304koz
- > 8.9% increase in platinum ounce production to 196koz
- > BRPM Pt and 4E ounce contribution increased by 0.6% and 1.1% respectively despite a 1.7% decrease in tonnes milled
- > 196koz Pt metal in concentrate produced (0.6% improvement in platinum ounce output at BRPM, and a 375% increase in platinum output at Styldrift)

4E metals in concentrate



Pt metal in concentrate



Processing continued

Description	Unit	Variance %	2016	2015	2014
Total tonnes milled	kt	12.2	2 762	2 461	2 479
BRPM	kt	(1.7)	2 348	2 389	2 467
Styldrift	kt	475.0	414	72	12
Merensky	kt	16.3	2 180	1 874	1 914
UG2	kt	(0.9)	582	587	565
UG2 % milled	%	12.5	21	24	23
BRPM concentrator tonnes milled	kt	20.0	2 453	2 044	2 112
Merensky	kt	16.3	2 180	1 874	1 914
UG2	kt	60.6	273	170	198
UG2 % milled	%	37.5	11	8	9
Tonnes milled – UG2 toll	kt	(25.9)	309	417	367
Built-up head grade (4E)	g/t	(1.9)	4.03	4.11	4.29
BRPM	g/t	1.0	4.18	4.14	4.30
Styldrift	g/t	2.0	3.12	3.06	1.41
Merensky	g/t	(2.9)	4.08	4.20	4.45
UG2	g/t	0.8	3.82	3.79	3.74
Recovery – 4E (total concentrating)	%	(0.9)	84.98	85.68	86.05
Recovery – 4E BRPM concentrator	%	(1.1)	85.59	86.58	86.77
4E metals in concentrate	koz	9.4	304	278	294
BRPM	koz	1.1	275	272	294
Styldrift	koz	383.3	29	6	0.4
Pt metal in concentrate	koz	8.9	196	180	190
BRPM	koz	0.6	177	176	189
Styldrift	koz	375.0	19	4	0.3



BRPM concentrator

Manufactured capital continued

Labour

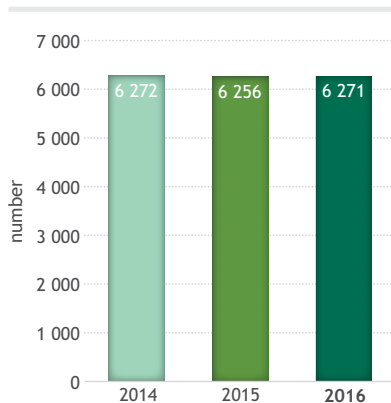
Labour complement

- > 1.6% increase year-on-year in total labour to 7 374* people mainly because of an increase in capital labour
- > 0.2% marginal increase year-on-year in working cost labour at BRPM as a result of the engagement of additional support services labour to meet DMR requirements related to health and safety workplace inspections and the introduction of in-stope roofbolting at South shaft
- > 10.4% increase in capital labour in line with increase in construction activities at Styldrift I (following completion of mining scope of work project labour on BRPM Phase III Merensky replacement project reduced by 86.7%)

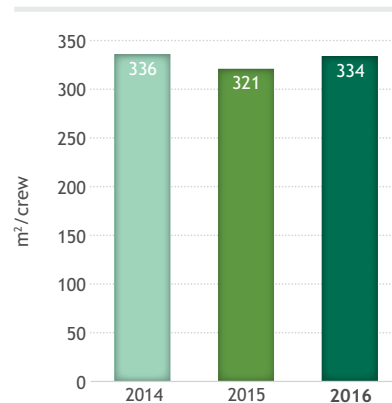
Labour efficiency

- > 4% increase year-on-year in stoping crew efficiencies (334m² per stoping crew at BRPM)
- > 3.1% decrease year-on-year in labour efficiency on a tonne per working cost employee basis to 30.8t/employee
- > Reduction in labour efficiencies in line with reduction in milled volumes at BRPM and marginal increase in working cost labour

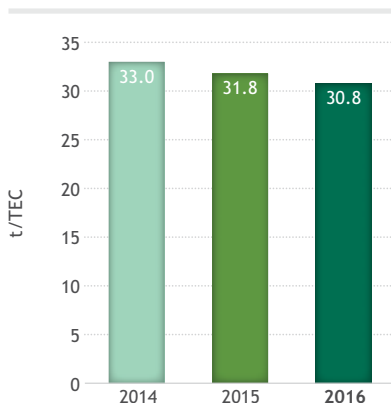
Working cost labour



m² per stoping crew – total



Tonnes milled/TEC



Description	Unit	Variance %	2016	2015	2014
Total labour	Number	(1.6)	7 374*	7 255*	8 873*
Working cost labour	Number	(0.2)	6 271	6 256	6 272
Capital labour	Number	(10.4)	1 103	999	2 601
Stoping efficiency – total	m ² /crew	4.0	334	321	336
Stoping efficiency – enrolled	m ² /crew	8.1	320	296	308
Stoping efficiency – contractor	m ² /crew	3.1	337	327	378
Milled tonnes/TEC	t/TEC	(3.1)	30.8	31.8**	33.0**

* Excludes corporate office – labour numbers are as at year-end and efficiencies are calculated on average labour numbers

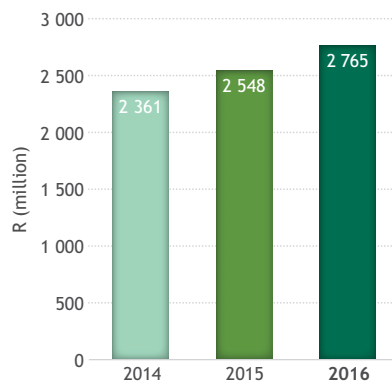
** Milled tonnes per TEC restated on the basis of a revised calculation methodology to align efficiencies with an average 23 shift roster

Operating costs

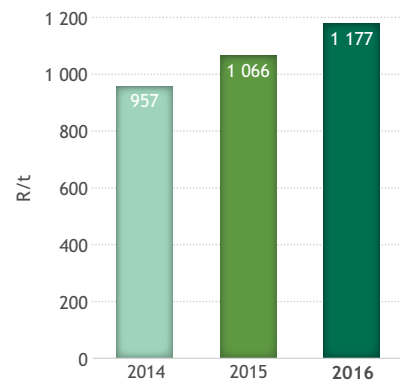
Cash operating costs

- > 10.4% increase in cost per tonne milled as a result of 8.5% increase year-on-year in cash operating costs and 1.7% reduction in BRPM milled volumes
- > 7.6% year-on-year increase in cash operating cost per 4E ounce as a result of 1.1% increase in BRPM 4E production
- > 7.8% increase year-on-year in cash operating cost per Pt ounce as a result of a 0.6% increase in BRPM platinum production

Cash operating cost



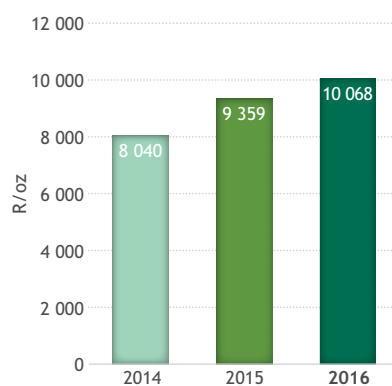
Operating cash cost/tonne milled



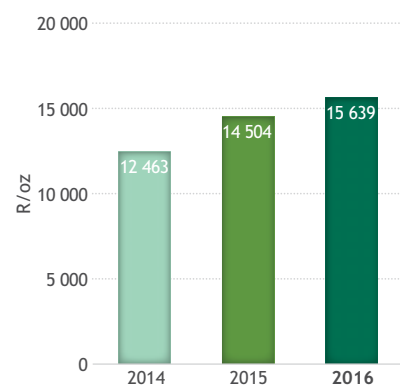
Key cost drivers in excess of 6.3% inflation were:

- > enrolled labour at 3.3%
- > utilities at 4.2%
- > contract labour at 6.2%

Operating cash cost/4E oz



Operating cash cost/Pt oz



Description	Unit	Variance %	2016	2015	2014
Cash operating cost	Rm	(8.5)	2 765	2 548	2 361
Operating cash cost/tonne milled	R/t	(10.4)	1 177	1 066	957
Operating cash cost/4E oz	R/oz	(7.6)	10 068	9 359	8 040
Operating cash cost/Pt oz	R/oz	(7.8)	15 639	14 504	12 463

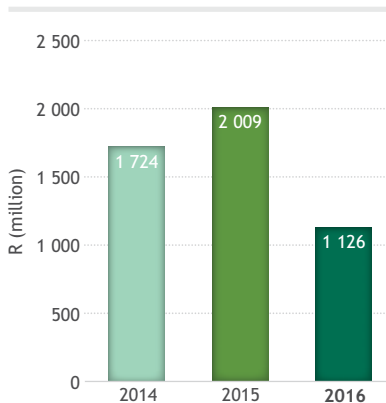
Manufactured capital continued

Capital expenditure

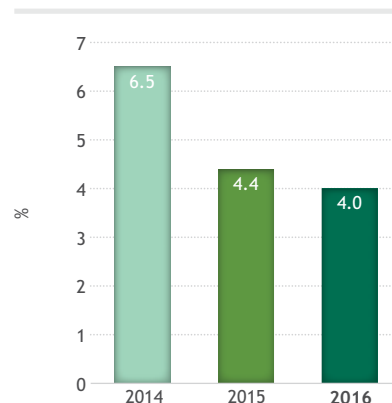
Reduced capital expenditure

- > 44% decrease in total capex year-on-year to R1.126 billion as a result of scaling down of activities related to the Styldrif I project in response to depressed market conditions
- > 78.5% reduction year-on-year in replacement capex at BRPM due to completion of mining scope and deferral of construction related scope for Phase III replacement project to 2017 (14 and 15 levels)
- > 1.8% decrease year-on-year in stay-in-business (SIB) capex to R110 million (4.0% of operating cost), which is expected to increase to between 4% and 6% of operating cost

Total BRPM JV capital expenditure



SIB % of operating expenditure



Description	Unit	Variance %	2016	2015	2014
SIB capital	Rm	1.8	110	112	154
SIB % of operating cost	%	9.1	4.0	4.4	6.5
Replacement capital	Rm	78.5	44	205	204
Phase III	Rm	78.3	44	203	204
BRPM optimisation	Rm	100	—	3	—
Expansion capital	Rm	42.6	972	1 692	1 365
Styldrif I	Rm	41.7	968	1 659	1 307
Styldrif exploration drilling	Rm	93.3	1	15	31
Styldrif II	Rm	83.3	3	18	27
Total BRPM JV capital expenditure	Rm	44.0	1 126	2 009	1 724

Projects

North shaft Phase III replacement project

This project involves the extension of the North shaft Merensky decline system and associated infrastructure from 10 level down to the mining boundary at 15 level. The project at year-end was 94% complete with all capital development complete and only the 14 and 15 level construction-related scope, which was deferred to 2017, remaining.

The project remains below budget, with expenditure for 2016 amounting to R44 million and R1 036 million for the project to date.

The deferment will have no impact on the mine extraction plan as project completion remains aligned with the revised project milestone dates.

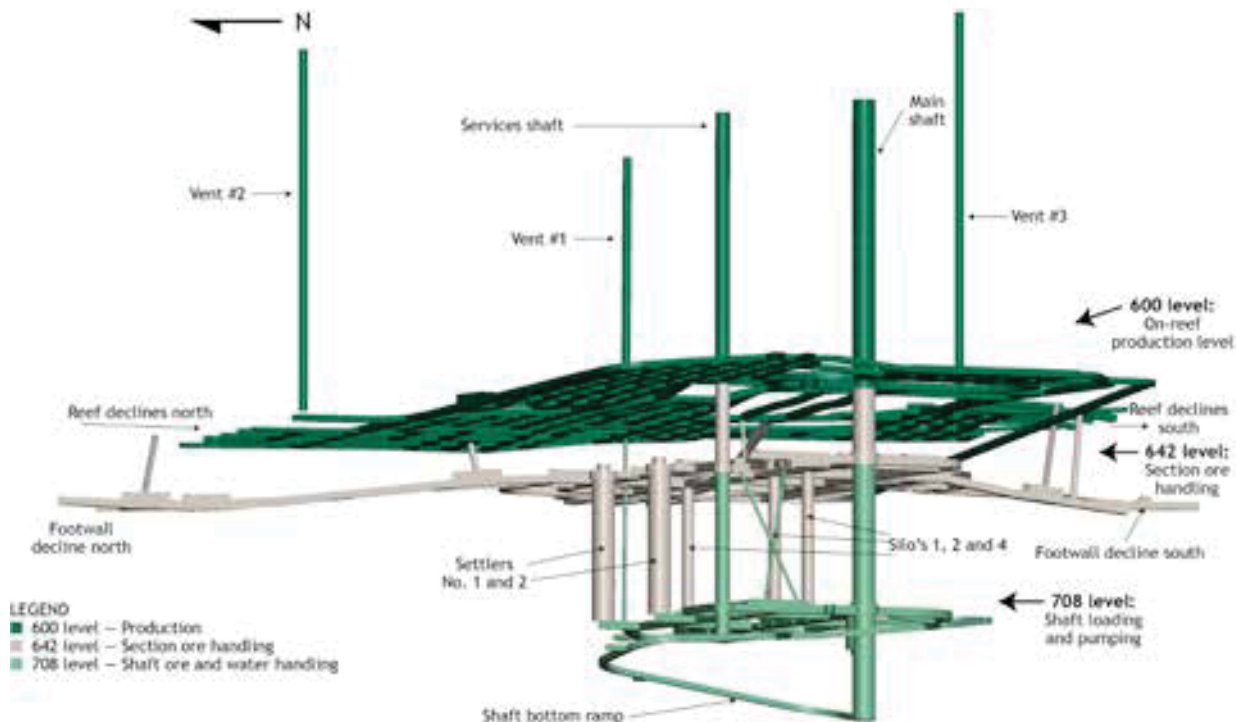
Styldrif I project

In the latter half of 2015, the RBPlat Board made the decision to align construction activities on the Styldrif I project with the material reduction in PGM prices being experienced at the time. This proactive approach entailed the implementation of a revised mining

and construction plan, which was executed during 2016.

The plan focused on developing key shaft infrastructure on 600, 642 and 708 levels, as well as the decline clusters to the north and south on 600 and 642 levels in order to accelerate the establishment of stoping sections. This will enable the mine to sustainably deliver 50kt per month and affords Styldrif I the flexibility to effectively respond to market developments and align its ramp-up accordingly.

Styl drift I 3D shaft and level layout



Steady progress made with development activities at Styl drift I

- > 410kt of on-reef development ore at a built-up head grade of 3.12g/t delivered to the BRPM concentrator
- > The infrastructure demonstrated a peak production capacity of 63kt in August 2016

Notwithstanding the steady progress made during the year and the successful growth in production capacity at Styl drift I to 50ktpm, development progress of 5.0km was below the 6.8km planned for the year as a result of changes in our support methodology and localised geotechnical conditions experienced on 600 and 642 levels. The initiatives introduced during the second half of the year, which included the introduction of dump trucks, mobilisation of additional bolters, LHDs, secondary support crews and the recruitment of key trackless supervisory and operating staff, helped to mitigate these impacts.

The treatment plant at BRPM was also upgraded to 250ktpm during the year in order to treat the growing volumes being delivered by Styl drift.

Towards the latter half of 2016, the progress made at Styl drift I, as well as the rand basket price improvements, allowed RBPlat to commit to the next phase of expansion at Styl drift I, which will ramp-up the mine to 150ktpm at a capital cost of R4.75 billion by the end of 2018. This expansion phase makes allowance for all the key underground infrastructure required to meet a 230ktpm production level and includes:

- > overland conveyor belt to the BRPM concentrator complex
- > all underground silos and associated conveyor belt systems
- > required water handling and pumping facilities
- > stores and two ventilation shafts.

As previously mentioned in the Chief Executive Officer's review (see page 79), the overall capital cost for the implementation of Styl drift I has increased. The increase in

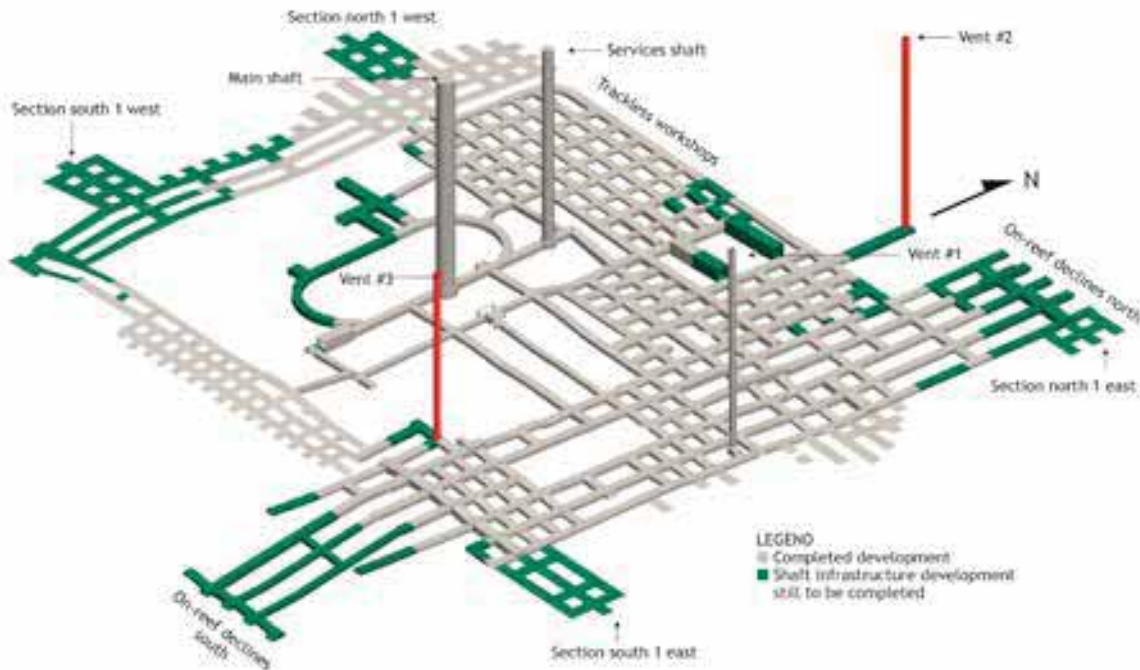
capital cost compared to the original R11.014 billion is primarily attributable to the combined impact of:

- > increased time-related escalation and fixed overhead costs accrued due to the scaling down of operations announced in August 2015 and the subsequent delay in ramp-up
- > the cost plus contracting strategy adopted with our main shaft sinking contractor (Shaft Sinkers) during 2015 in an attempt to avoid a potential six-month delay that would be incurred if a new contractor were to be mobilised due to the financial demise of Shaft Sinkers
- > changes in mine design and the implementation of new technologies to minimise the impact of revised legislative requirements related to vehicle collision avoidance
- > increased trackless fleet purchase costs associated with the substantial weakening of the rand against the euro over the past three years.

Manufactured capital continued

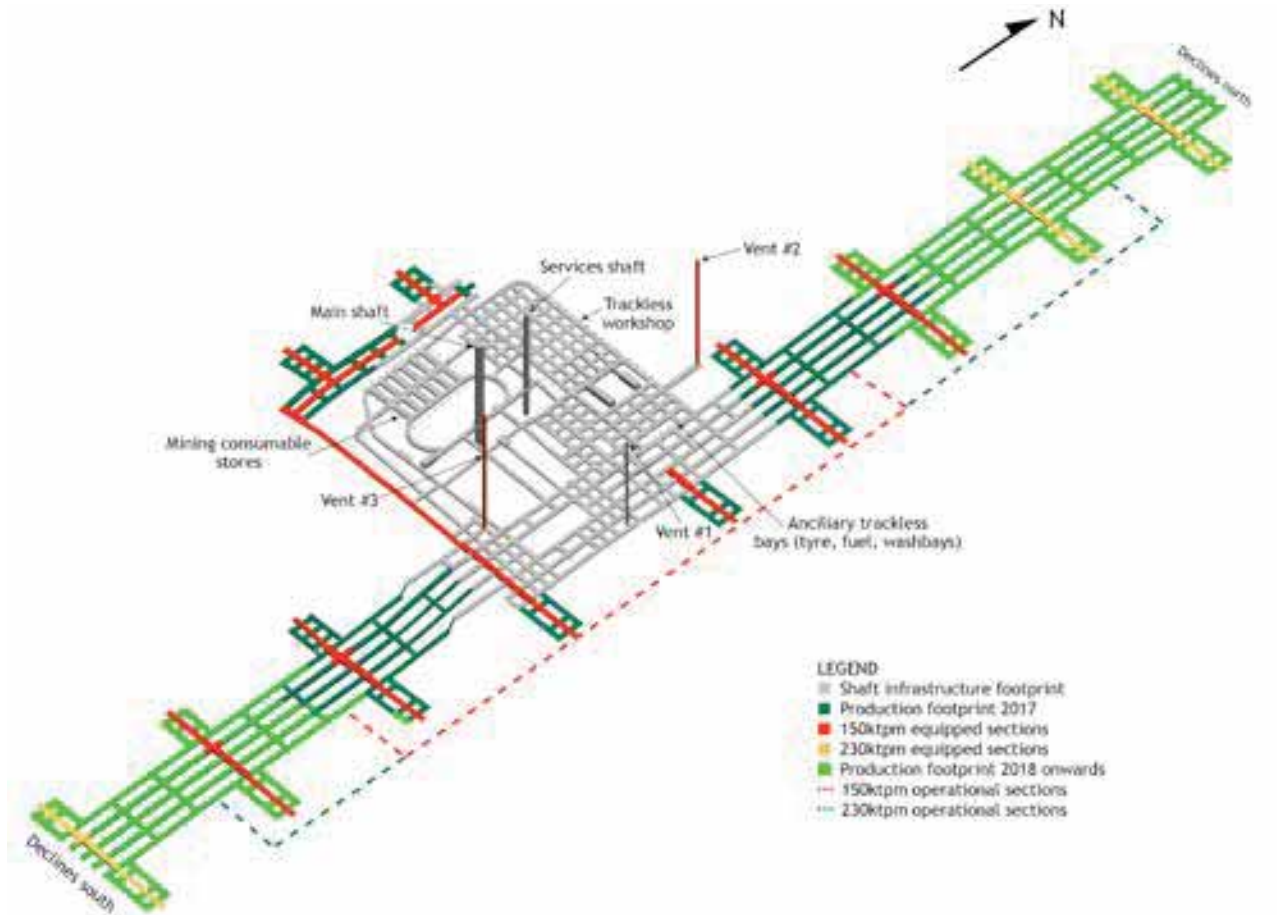
Development progress achieved at Styldrift I during 2016 on 600 level

Styldrift project expenditure amounted to R0.97 billion for the year, bringing the cumulative project expenditure to R6.46 billion.



LHD tipping ore into Silo No 1 at Styldrift I

Key infrastructure focus areas – 600 level



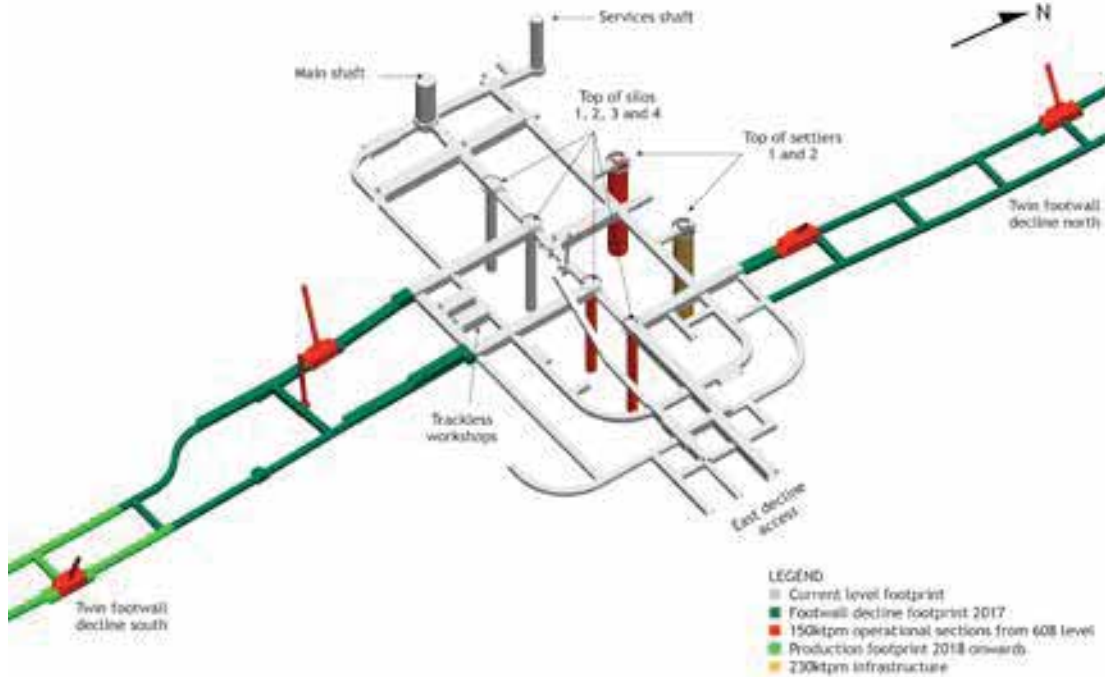
The key focus for 600 level will be to establish the infrastructure to support 150ktpm, requiring the equipping of trackless workshops, advancing the declines to the north and south to enable the establishment of eight stopping sections and four spare IMS sections. In 2017 we plan to complete Vent shaft No 2, equip and commission four stopping sections and construct and equip eight trackless workshops, as well as the associated ancillary bays and stores.



Miner overseeing bolting of a newly blasted breakaway of 600 level at Styldrift I

Manufactured capital continued

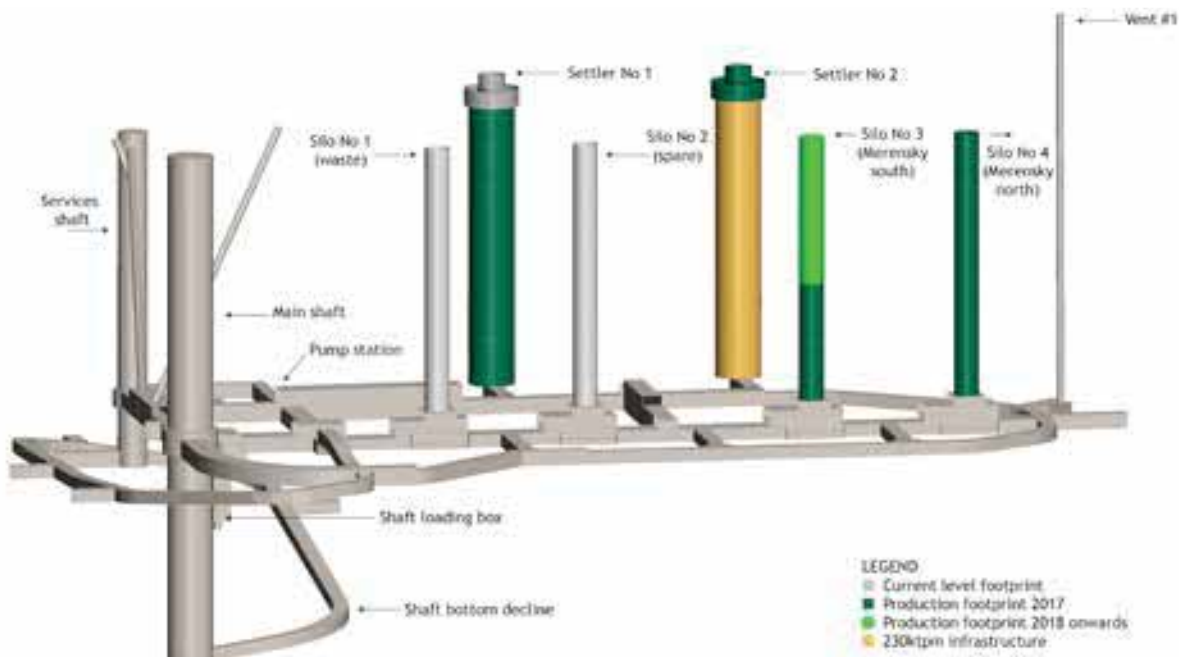
Key infrastructure focus areas – 642 level



Key focus areas for 642 level will be the establishment of the trackless workshops, top of silo infrastructure, advancing the North and South twin footwall declines and establishing section ore passes. Key infrastructure planned for completion during 2017 includes two trackless workshops, the OPC4 temporary ore handling facility, the top of Silo No 4 and four section ore passes.

On 708 level focus will be placed on completing the remaining two ore-silos and settler No 1 as part of the 150ktpm infrastructure. In addition, equipping and commissioning of the main pump chamber, mud filter press and workshops will also be completed.

Key infrastructure focus areas – 708 level



The second phase, which will increase production capacity to 230ktpm, remains deferred until the expenditure required for the additional 100ktpm processing module and underground infrastructure will provide an acceptable return.

The additional surface and underground infrastructure required to achieve 230ktpm is:

- > 100ktpm concentrator module
- > completion of Settler No 2
- > Establishing equipping six additional stoping sections, including all trackless fleet as well as associated on- and off-reef access development.

Outlook

Our key focus for 2017 will be to further reinforce the four strategic pillars which support our *More than mining* strategy, in order to deliver competitive earnings and growth to all our stakeholders through safe and responsible cost-effective mining.

Ensuring the safety and health of our employees is fundamental to the achievement of our strategic objective of operational excellence. We believe that the positive momentum we achieved in our overall safety performance during 2016 was as a direct result of the dedication shown by employees and management alike in implementing our revised safety turnaround strategy with the aim of moving the business from a Mid-Compliant safety culture to a Resilient safety culture. We will continue to drive our safety strategy with our main focus being on further strengthening the four pillars of the strategy (leadership,

behaviour, design, systems). We will expand the current programmes and initiatives into the remaining areas of the business to secure further improvements in our key health and safety metrics.

Operationally, the key focus for 2017 and the medium term will be on cost containment, while increasing volumes and optimising grade in an environment where:

- > maintaining BRPM's operational flexibility will become increasingly more challenging as its South shaft Merensky reserves are depleted
- > the South shaft UG2 remains marginal under current market conditions
- > we progress Styldrift I's capital construction programme and ramp-up in a volatile market.

In line with our revised approach, Styldrift I will ramp-up in two phases, with the first milestone being 150ktpm, subsequent to which, should market conditions allow, the ramp-up will be extended to 230ktpm. The surface requirement for ramping up to 230ktpm is the construction of a 100ktpm concentrator module at the BRPM concentrator. Underground we will need to complete construction of Settler No. 2, establish and equip six additional stoping sections, including all trackless fleet requirements and associated on-reef and off-reef access development.

Given that there will be a fixed cost bias at Styldrift until its initial steady state production of 150ktpm is reached at the end of 2018, emphasis on managing and controlling BRPM operating costs will be key to

ensuring RBPlat remains competitive on a unit cost basis.

UG2 mining at BRPM will continue during 2017 on a similar basis to 2016, with production tonnages and grades delivered from BRPM being comparable with 2016. The bulk of UG2 production will be from the thicker North shaft central high facies, which is characterised by a stable footwall, limited rolling and a thicker UG2 band. The more challenging South shaft UG2, which is characterised by a thinner UG2 band and more pronounced rolling, will continue to be mined on a marginal basis.

A toll treatment agreement with Sibanye, consistent with the previous toll treatment agreement with Anglo Platinum, has been reached to treat our UG2 production in excess of what the BRPM plant can treat.

Joint Venture production for 2017, subject to any unforeseen operational disruptions or change in UG2 mining at South shaft, is forecast to be between 2.75 and 2.90Mt at a 4E built-up head grade of 3.94 to 4.04g/t. The reduction in built-up head grade is directly attributable to the high percentage of on-reef development at Styldrift I which it will contribute to our overall production.

Total capital expenditure for 2017, including escalation and contingencies, is forecast at approximately R3.2 billion, the key driver being the Styldrift I capital construction programme. SIB capital expenditure is forecast at between 4% and 6% of operating expenditure.

Human capital

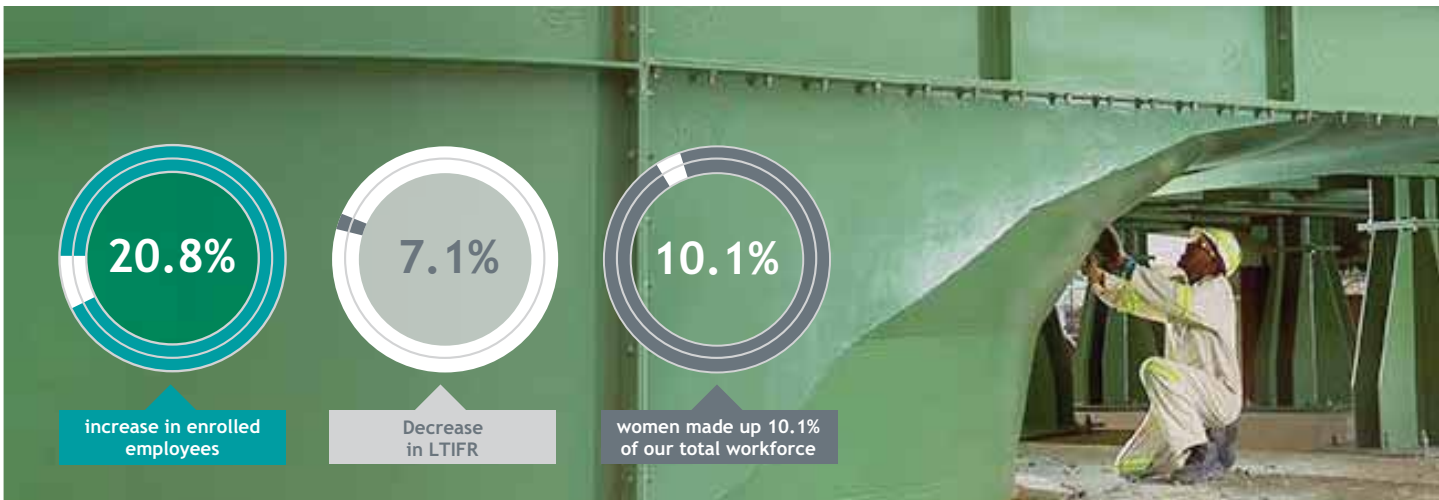
Our performance against material human capital issues

Our support of the United Nations' Global Compact (UNGC) and its Sustainable Development Goals (SDGs) includes:

Meeting the expectations of the UNGC's Principles 1, 2, 3, 4, 5 and 6 in terms of protecting and upholding human rights and the rights of labour and integrating the SDG goals 3, 4, 5 and 10 into how we do business and our efforts to support their application in broader society.

SAFETY AND PEOPLE FIRST

Mining is a high-risk business, which cannot succeed without total trust, respect, teamwork and an uncompromising commitment to safety and people first.



M Improving our safety performance

Our safety performance

Items assured	Risk appetite measure	Performance in 2016	Change year-on-year	Risk appetite performance
A	Number of fatalities	1 fatality	80% improvement	✗
A	LTIFR/200 000 hrs	0.380	7.1% improvement	✓
A	SIFR/200 000 hrs	0.216	62.4% deterioration	✗
A	TIFR/200 000 hrs	1.446	31.5% improvement	✓
A	Injury-free days	274	9.6% improvement	✓

Health and wellness of our employees

Performance against our health and wellness targets

Items assured	Risk appetite measure	Performance in 2016	Change year-on-year	Risk appetite performance
A	No new NIHL cases with greater than 10% loss of hearing	19 new cases	18.7% increase	✗
A	HIV incidence rate	2.08%	33% improvement	✓
A	TB incidence rate	767/100 000	18% improvement	✓

Remuneration and reward structures 	Key workforce statistics 	Employment equity 
<ul style="list-style-type: none"> > Employee rewards linked to performance > Five-year wage agreement in place for both enrolled employees and contractors > Remuneration is benchmarked annually to ensure we offer fair and competitive remuneration > Revised bonus programme intended to improve the balance between rewards for production and those for safety performance to be piloted in the first quarter of 2017 > Structure of new employee share ownership plan (ESOP) under discussion with union representatives 	<p>7 400 people made up our workforce in 2016 (2015: 7 281), a 1.6% change year-on-year</p> <p>3 377* of whom were contractors (2015: 3 950), a (14.5)% change year-on-year</p> <p>4 023 were enrolled employees (2015: 3 331), a 20.8% change year-on-year</p> <p>2.7% enrolled employee turnover in 2016 (2015: 5.9%) a (55.1)% change year-on-year</p> <p>5.9% management turnover in 2016 (2015: 14.3%*) a (58.7)% change year-on-year</p> <p>5.6% absenteeism rate in 2016 (2015: 6.2%), a (9.1)% change year-on-year</p> <p><small>* During 2015 the scaling down of activities at Styldrift I resulted in a reduction in employee numbers</small></p>	<p>Meeting our Mining Charter scorecard commitments in 2016:</p> <p>93.5% of our workforce were historically disadvantaged South Africans (HDSAs) (2015: 94.6%)**</p> <hr/> <p>55.6% of our senior management were HDSAs (2015: 66.7%)</p> <hr/> <p>57.1% of our middle management were HDSAs (2015: 58.3%)**</p> <hr/> <p>80.6% of our junior management were HDSAs (2015: 82.5%)**</p> <p><small>** These numbers have been restated.</small></p>

M People development

Ensuring we have the appropriate skills available

Items assured	Risk appetite measure	2016 R(million)	2015 R(million)	% change year-on-year	Risk appetite performance
Meeting our social and labour plan (SLP) commitment in terms of					
A	Community economic development				
	Education support	2.7	2.6	2.4	✓
	Community skills development	0.1	4.4	(98.2)	✓
	SLP annual budget for HRD	30.4	52.4	(41.9)	✓

During 2016 Mr Thabang Clemente Frederick Mokone, a box controller assistant, was fatally injured in a conveyor belt accident at BRPM North shaft on Thursday 12 May 2016.

Our condolences go to his family, friends and colleagues

✓ Meets risk appetite ✓ Within limits ✗ Risk appetite breached

Human capital

The stock of human capital that makes it possible for us to deliver against our strategic objectives is made up of the individual skills, competence and experience of our people, their safety knowledge, health and wellbeing.

In terms of human capital our efforts towards achieving sustainability and our aspiration to deliver *More than mining* include our support of:



The principles of the UNGC

Human rights

- > Principle 1
- > Principle 2

Labour

- > Principle 3
- > Principle 4
- > Principle 5
- > Principle 6

Meeting and, where possible, exceeding our Mining Charter social and labour plan (SLP) commitments in terms of:

- > SLP human resource development
- > Education support
- > Community skills development

The Sustainable Development Goals (SDG)

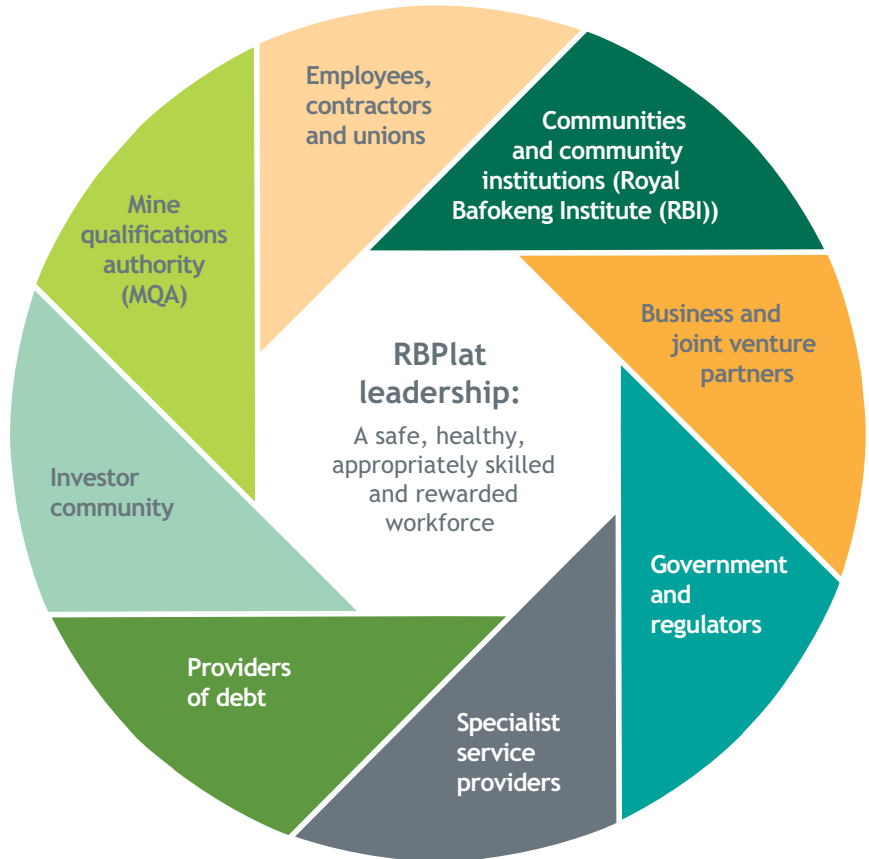
The achievement of the UN SDGs by, where possible, integrating them into how we do business, and our efforts to support their application in broader society.

The SDGs that apply to human capital are: SDG 3, 4, 5 and 10.

We champion occupational health and safety and wellness by:

- > promoting workplace health
- > rigorous health and safety monitoring and reporting
- > HIV/Aids education, prevention and counselling programmes
- > a holistic approach to health, including monitoring for chronic diseases
- > regularly testing for alcohol use, which is part of our efforts to keep our people safe.

Our key human capital stakeholders



Committed to keeping our people safe

Our health and safety management systems and structures are designed to help us achieve our aspirational goal of zero harm in our operations.

Our approach to managing safety in our operations

In order for RBPlat to address safety issues effectively we need to understand what is required to improve our safety performance. Towards the end of 2015 we launched an electronic incident/observation reporting system, a module in the SILO SHE electronic management system. The uptake and response by our workforce to its introduction to our operations has been

exceptionally good. The system analyses the data it receives and categorises it so we can address potential unwanted events before they become reality.

Our safety strategy

RBPlat's safety strategy is based on the principle of achieving zero harm by developing a resilient safety culture. The external safety maturity survey of our operations in 2015 indicated that the safety maturity level of our operations is at Mid Compliant. We are hopeful that the safety turnaround strategy introduced in the last quarter of 2016 will achieve the improvement in safety knowledge and leadership that is necessary to achieve a Compliant, Proactive and, finally, a Resilient safety maturity level.

Our safety turnaround strategy

We were devastated that there were five fatal accidents in our operations in 2015. Determined to put a stop to fatal accidents we developed a revised safety turnaround strategy with a short-, medium- and long-term focus to address leadership, operational design, systems and behaviour.

The results we achieved in 2016 show that it has had the desired effect in the areas where we focused, which

was where, historically, we had fatal accidents.

Understanding how to identify the risk is crucial if a person is to make the correct decision. The next step is having the right attitude to handling the situation. To change the safety culture, we needed to achieve a change in attitude towards risk-taking, together with an understanding of the correct action to take, especially in the contractor areas.

Through the 4th Wave programme, back to basics and safety leadership the positive feedback we received from our contractors was that they were impressed that RBPlat management was prepared to invest so much time and energy on driving alignment through a collaborative process. Safety culture is a way of working that must be embedded; we have put a follow-up support system in place to ensure the new way of working is entrenched.

Areas to be addressed by our safety turnaround strategy

The actions we took in 2016 to achieve our safety turnaround strategy

Leadership

Improve safety leadership skills at supervisory and managerial level as they have been identified as negatively impacting safety performance in 2016

Emotional fitness training

In 2016 we targeted middle management in the mining department with the aim of developing the competencies necessary for effective safety leadership

Back to basics

This is an interactive four-day programme for mine overseers, shift supervisors and miners. It is specifically designed to improve observation skills and inspection techniques. In 2016, 77 supervisors were trained on the programme

Coaching and mentoring of mine overseers by experienced mine overseers in technical and leadership skills (see page 125 for more information)

Literacy assessments of all enrolled and contractor team leaders, miners, shift supervisors and mine overseers. Action plans put in place for individuals requiring literacy and numeracy training



Operational design

Need to reinforce the importance of a management commitment to 'care', which will ensure that when we design a method, machine or layout, we design safely and within RBPlat's risk tolerance levels

- > Introduced mechanisation in conventional development areas at BRPM in the form of trackbound drill rigs to remove people from the face and reduce the risk of injury during drilling
- > In-stope bolting has been introduced to both North and South shafts at BRPM to reduce risk of fall of ground (FOG) incidents
- > Doubled the number of rock engineers and strata control officers at BRPM to increase inspection frequency and improved competence in FOG management
- > Reinforced the FOG hazard identification treatment system (FOGHITS) at BRPM and Styldrift I
- > At Styldrift I:
 - in addition to collision warning systems (CWS) certain trackless mobile machines have been equipped with unique collision avoidance systems (CAS) and infrared cameras to provide drivers with vision in their blind spots (see page 131 of intellectual capital for more information)
 - fully automatic bolters are used to allow operators to work in a fully supported and safe area at all times
 - rock engineers visit all panels every day. Dependent on ground conditions they then give permission to blast the panel
 - electro/hydraulic drill rigs are used for mechanical barring of panels at Styldrift I. This removes people from the face during barring and reduces the risk of a FOG injury



Human capital continued

Areas to be addressed by our safety turnaround strategy



The actions we took in 2016 to achieve our safety turnaround strategy

Systems

Ensure we have a safety risk management system in place that identifies safety risks before work commences and action is taken to mitigate the risk before it becomes a reality:

- > short interval controls in place to monitor performance against the focus areas of our turnaround strategy
- > ensure we have the correct people and skills development systems in place and identify and develop leadership talent
- > Maintain stable teams as this contributes to better safety performance

A centralised audit team made up of subject matter specialists was introduced for both mines to monitor system compliance against the focus areas of our turnaround strategy. This is in addition to cross audits that have been in place for some time where teams from one shaft assess teams from another shaft.

Rolled out the SILO incident reporting system enabling instant interactive reporting via tablets of safety incidents and events observed. Compliance management is also in place using pre-developed checklists until such time that the baseline risk assessment is converted into an electronic database (see page 131 of intellectual capital for more information)



Behaviour

- > The safety culture in some of our contractor teams, where most of the fatal accidents have occurred, is that of high-risk taking and we need to address it
- > Upskill our employees and adopt best practice throughout our operations to achieve safe behaviour
- > Ensure our safety representatives are more empowered to stop unsafe behaviour
- > Make it clear to employees that they have the right to refuse to work in an area they believe to be unsafe and this right is to be respected
- > Revise the production bonus scheme to ensure it also encourages safe behaviour and that there is a balance between safety and production requirements

4th Wave culture-based behavioural safety programme was introduced to facilitate contractors' participation in a zero harm work culture at RBPlat

The 4th Wave programme addressed the organisational culture of our major contractors in terms of caring for the business, trusting the leaders and supporting the vision of zero harm.

Based on the results of the survey, interviews and focus groups, workshops were designed and were held with the major contractors. The impact of these efforts on the safety performance is being tracked and followed up on through our reporting system.

We adopted the Mining Industry Occupational Safety and Health (MOSH) best practice on entry examination and making safe. All BRPM teams have been trained in the practice and have fully adopted it. Styldrift I has trained all miners, shift supervisors and mine overseers in this methodology.

A strata control officer MQA2 level course was introduced. Thirty people from both the BRPM and Styldrift I mines are attending this 24-month training programme. The aim of this training is to upskill our safety department team on fall of ground management.

A number of administrative steps have been taken to stabilise mining teams, focusing on discipline and accountability. We also identified that we need to increase the number of experienced mine overseers in our operations. We are therefore training/recruiting additional mine overseers to remedy the gap in this level of supervision. All miners, supervisors and mine overseers were assessed to identify talent for further development.

We improved the planned task observation skills of miners, team leaders and shift supervisors. The focus was on geological features and safe declaration related to FOGHITS items.

Revised the mine overseers/shift supervisor production bonus scheme to achieve a balance between the reward for safe behaviour and production performance. It will be tested as a pilot running in parallel with the existing scheme in the first quarter of 2017. The revised bonus scheme for the crews will be put in place during 2017, followed by that of support services.

Accountability for safety

Our governance structure clearly indicates that ultimate responsibility for safety rests with our Board and its subcommittees and every enrolled employee and contractor working at our operations. Operational accountability lies with the Executive Head: Operations and the Head of Operations for the BRPM Joint Venture.

Risk assessments form the basis for the development and implementation of the operational safety codes of practice, standards and procedures, which are incorporated into our training

manuals and are the direct responsibility of our senior management.

The way forward for addressing our safety performance

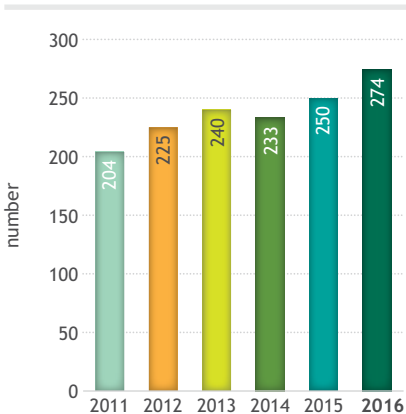
Our focus will remain on:

- > developing effective, enabling safety leadership skills in our operations
- > ensuring that when we design a method, machine or layout, we design it safely and within RBPlat’s risk tolerance levels
- > systems and processes that promote safe behaviour, assist with the identification and mitigation of

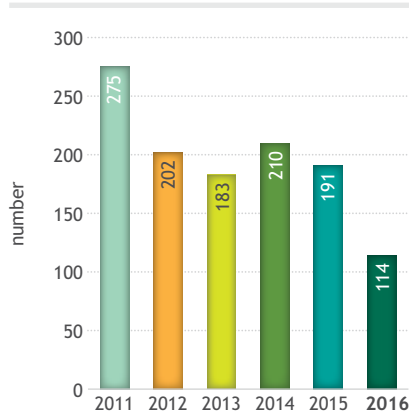
safety risks and ensure we can build effective, cohesive and safe teams by maintaining stable team membership

- > building a caring, participative, high-performance work culture at RBPlat through:
 - the 4th Wave culture-based behavioural safety programme
 - adopting best practice and developing skills that foster safe behaviour
 - instilling our safety discipline methodology
 - piloting a new approach to bonus schemes designed to achieve a balance between safety and production incentives.

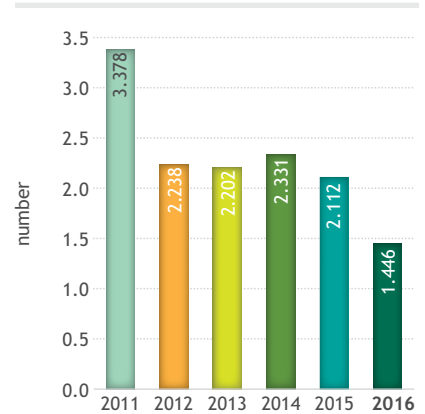
A RBPlat – injury free days



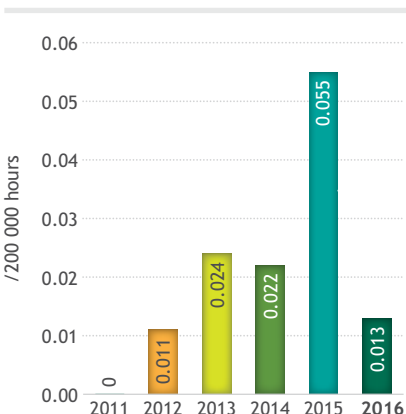
RBPlat – total injuries



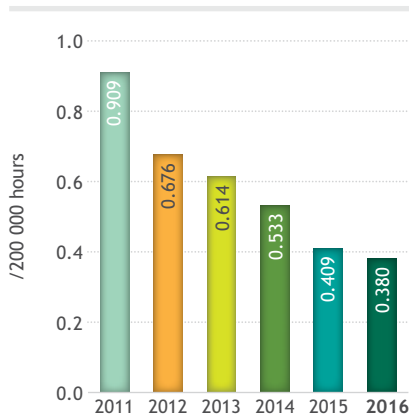
A RBPlat – TIFR



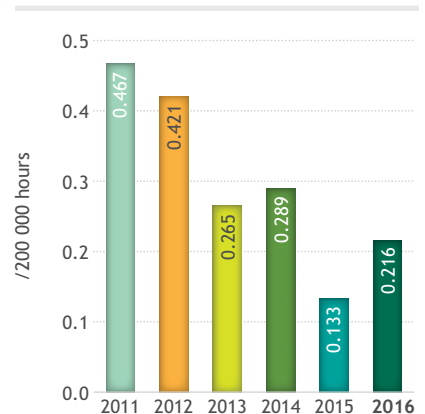
A RBPlat – FIFR



A RBPlat – LTIFR



A RBPlat – SIFR



Human capital continued

The health and wellness of our people

Occupational health

RBPlat applies simple, consistent and non-negotiable health and safety standards across our organisation to prevent occupation-related illnesses. We comply with the requirements of the Mine Health and Safety Act in terms of medical surveillance reporting, as well as injuries and occupational diseases.

Our occupational hygienist is responsible for our occupational

health and hygiene policies, standards, monitoring and auditing, while line management is responsible for implementing occupational health and hygiene standards in the workplace.

We have identified the main health issues that could affect our workforce and continually address these by:

- > monitoring and measuring airborne pollutants

- > regularly testing the noise emitted by vehicles and equipment
- > ensuring low sulphur fuel is used in underground vehicles
- > testing water quality both of the drinking water we purchase from Magalies Water and the service water in our operations
- > monitoring if there are any activities taking place in our operations that could affect the health of neighbouring communities.



RBPlat's graduate programme

investing in talent



‘The most valuable lesson I have learnt, and it’s what keeps me going, is the fact that if you are working in the mining industry, before you look at someone as a rock drill operator, or whatever, you need to see them as someone’s father or brother. The moment you make that kind of connection with them you care for them enough to make sure that the working place they are going to work in is actually safe. And I think if most of us can adopt that approach the mining industry will go years and years without killing anyone.’

Kedibone Kobe

Kedibone Kobe’s matric results, which included distinctions in maths, science and agricultural science, earned her a Vice-Chancellor’s scholarship to Wits University, where she qualified as a mining engineer. She joined the RBPlat graduate programme for mining engineers in 2012 as a learner miner. Before coming to RBPlat she had never been exposed to what it was like to work in a mine, so it was a big eye opener for her. Fortunately, she loves it.

Since joining RBPlat she has obtained her blasting certificate, her mine overseer’s certificate, has been appointed as a shift supervisor and is

studying for her mine manager’s certificate. Before her pregnancy this year, she was working as a shift supervisor in the development area at BRPM’s North shaft. She is currently working in the planning department where she participates in meetings with section and production managers, at which mine overseers and shift supervisors present their performance against plan for the previous month and their plans for the next six months. She has learnt a lot during her time in planning, including how she can do things better in terms of planning when she returns to her shift supervisor duties underground.

We wondered what it was like to be a petite young woman leading men in a mining environment. ‘It was difficult in the beginning, but as time goes on it gets better and it is a great feeling when you go a month without anyone getting injured in your section and we reach our monthly production target.’

When she returns from maternity leave Kedibone is looking forward to moving into stoping in BRPM’s North shaft. She is also looking forward to when her programme takes her to Styldrift I where she will be introduced to mechanised mining for the first time.

Health, wellness and emergency care for employees and contractors

Platmed are our health and wellness service providers for occupation-related medical surveillance and emergency care and Platinum Health for wellness and non-work related medical conditions for both our employees and volume contract workers, most of whom are also members of Platinum Health Medical Aid.

Healthcare for the communities in which we operate

The Department: Health is responsible for the public healthcare delivery system upon which the

communities in which we operate depend. We assist the department in this regard, when requested.

The SDG that applies to our health and wellness



See Tracking TB in communities

The Rustenburg Health Forum facilitates health projects in our neighbouring communities and the larger Rustenburg subdistrict. We are in the process of signing a memorandum of agreement with the Department: Health to formalise our commitments in our communities.

The most prevalent occupational health issue in our operations remains noise-induced hearing loss (NIHL),

which the World Health Organisation (WHO) has identified as the most common permanent and preventable occupational illness in the world. It is one of the four non-fatal conditions listed among the leading causes of the global burden of disease.

As a member of the South African mining industry RBPlat has committed itself to no shift in hearing loss caused by exposure to noise at work exceeding 10% from the person's baseline assessment.

The challenges in identifying hearing loss and its cause:

- > Ageing workforce
- > Burden of HIV/Aids, how the disease manifests and the impact of treatment of the disease can cause hearing loss
- > Exposure to noise during previous employment
- > Non-work related exposure to noise.

How we reduce our employees' exposure to noise at work:

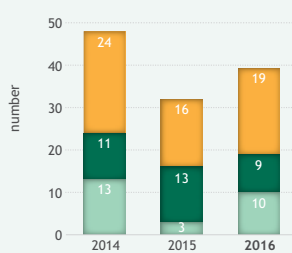
- > Education and training
- > We limit noise from equipment to less than 110dB and regularly monitor equipment to ensure this limit is met
- > Provide our workforce with hearing protection devices and emphasise the importance of wearing these devices in all areas where noise exceeds 85dB
- > In 2017 we plan to change the protection devices that we provide to members of our workforce by issuing

custom-made hearing protection devices to each enrolled employee and contractor, starting with those that have the highest noise exposure

- > In July 2016 we began recording a new baseline for employees during the regular audio screenings in accordance with the industry's 2014 – 2024 milestones for noise
- > Employees exposed to an average of 105dB or greater during their normal working shift are tested bi-annually for post-shift hearing loss by audio screening.

What we achieved in 2016:

Employees with NIHL



- Employees who were diagnosed with NIHL exceeding 10% who qualified for compensation
- Employees who were diagnosed with NIHL exceeding 10% who did not qualify for compensation
- Total number of compensated employees

- > In 2014 we had four cases of NIHL pending of which one qualified for compensation
- > In 2015 there were three cases of NIHL which two did not qualify for compensation and one is still pending
- > In 2016 we have 16 cases that are pending



A miner wearing earplugs to protect him from hearing loss. Each quarter earplugs are issued in a different colour to simplify the identification of earplugs that need replacing

Human capital continued

The wellness of our employees and communities

A workforce that is healthy and fit to work at its full potential is an advantage to any business. Not only are healthy employees productive when they are at work, they are also less likely to be absent due to sickness.

Platinum Health provides our workplace wellness programme, which encompasses disease prevention, diagnosis, treatment, management, rehabilitation and TB and HIV/Aids management.

Our focus in 2016 has been on administering the prophylaxis treatment Isoniazid (INH), an

- > The number of RBPlat employees and contractors testing positive for TB reduced by 27% in 2016
- > Our TB incidence was reduced to 767/100 000 from 937/100 000 in 2015
- > Our HIV incidence rate was reduced from 3.1% in 2015 to 2.1% in 2016

antibiotic used as a first line agent for the prevention and treatment of TB. Viral load suppression, ART defaulters, prophylaxis treatment with INH and non-communicable diseases will be our priority wellness issues in 2017.

During 2016 we had five cases of occupation-related dermatitis as a result of exposure to Anfex explosives and one case of work-aggravated asthma.

The members of our workforce who volunteered to become peer group educators play an important role in our wellness communication with our workforce and their efforts supporting RBPlat’s wellness programme.

Our progress towards reducing HIV/Aids and TB in our workforce

HIV statistics (figures for past three years – 2014, 2015, 2016)

- > 10 072 counselling sessions (2015: 11 461; 2014: 12 927) in accordance with 2024 milestones
 - > 9 319 who agreed to be tested for HIV (2015: 10 488; 2014: 11 518)
 - > 187 new cases tested HIV+ (2015: 118; 2014: 267)
 - > 147 new employees started ART*
 - > 658 stayed on ART (2015: 572; 2014: 452)*
 - > 38 ART defaulters (2015: 19; 2014: 42)*
 - > 2 162 employees and contractors known to be HIV positive (2015: 2 258; 2014: 2 279)
 - > HIV incidence rate of 2.08% (2015: 3.1%; 2014: 4.6%)
- * These numbers include our workforce who are members of the Platinum Health Wellness programme. We have aligned ourselves with the Department: Health’s test and treat programme*

TB statistics

- > 43 344 TB screenings conducted (employees and contractors) (2015: 47 165; 2014: 38 845)
- > 56 employees and contractors tested positive for TB (2015: 77; 2014: 67)
- > TB incidence rate in RBPlat (2016: 767/100 000; 2015: 937/100 000; 2014: 805/100 000)
- > 24 employees and contractors who completed the TB treatment programme in 2016 at the BRPM clinic (2015: 73; 2014: 54)

Tracking TB in communities

This year partnering with the Department: Health we used the SILO medical process management module in our neighbouring communities to capture data on a tablet during the TB screening processes. The data collected by our five field workers is automatically uploaded to the SILO database,

following which it is automatically deleted from the mobile device ensuring no personal information is stored on it. The system also uploads the GPS coordinates of where the data was collected. This is done in conjunction with the Department: Health. If we identify someone who is suspected of having TB we notify the department who then takes over the case.

The database is proving very helpful in mapping data as to where there are TB hotspots in the community, which assists the Department: Health in addressing the disease more effectively. This project will be rolled out in 2024.



Upholding and protecting the rights of our employees

Our approach to human resource management encompasses our commitment to uphold the United Nations' Universal Declaration of Human Rights and the International Labour Organisation's Declaration on Fundamental Principles and Rights at Work, which form part of our commitment to the UNGC, which includes:

- > supporting and respecting the protection of internationally proclaimed human rights
- > making sure we are not complicit in human rights abuses
- > upholding the freedom of association and the effective recognition of the right to collective bargaining
- > eliminating all forms of forced and compulsory labour
- > effective abolition of child labour
- > eliminating discrimination in respect of employment and occupation.

We also met and continue to meet and, where possible, exceed our commitments in terms of the Mining Charter social and labour plans (SLP) in place for the years 2010 to 2014, in terms of:

- > SLP human resource development
- > education support
- > community skills development.

The achievement of the UN SDGs by, where possible, integrating them into how we do business, and our efforts to support the SDGs' application in broader society.

The SDGs that apply to our management of our human resources are:



Women in mining

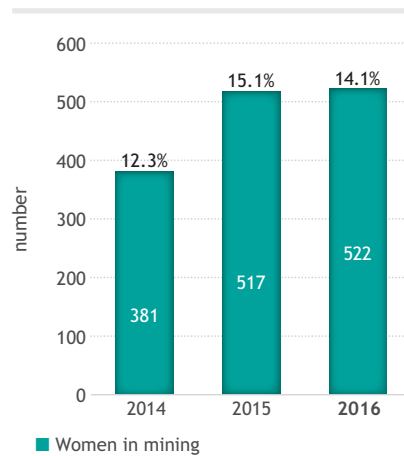
We champion gender equality, empowerment for women and the reduction of inequalities by:

- > actively recruiting and developing women to work at mining in our workplace through our focused development programme for women
- > working to eliminate inequalities and ensure our workforce is suitably rewarded.



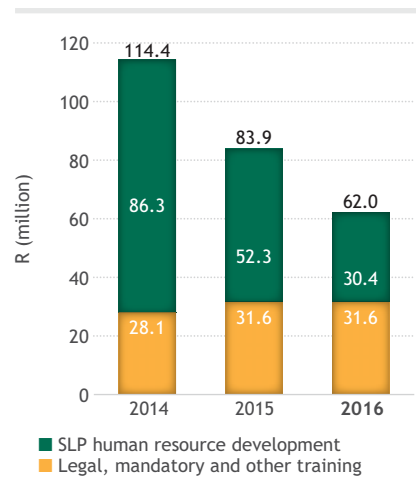
Women make up 10.1% of our total workforce (enrolled employees and contractor employees) (2015: 9.7%).

Women in mining (enrolled employees excluding labour hire)



- > The voluntary turnover of our employees (including fixed-term contractors and labour hire employees and excluding volume contractors) was 2.7% of our employees at 31 December 2016 (2015: 5.9%)
- > Our total absenteeism rate in 2016 was 5.6% (2015: 6.2%)

Rand value of employee training spend



Our human resource strategy, policies and procedures

The human resource teams at our operations are responsible for implementing our human resource strategy and policies, which include:

- > talent management
- > succession planning
- > employment equity within RBPlat (an Employment Equity forum was formed in 2014 at BRPM and one was established at Styldrift I in 2016)
- > recruiting our workforce from the local community whenever possible
- > strategic workforce planning
- > employee training and development.

Human capital continued

Our workforce as at 31 December 2016

	2016	2015	2014	% change
BRPM	5 833	6 177	6 252	(5.6)
Contractors*	3 164	3 497	3 586	(9.5)
Enrolled employees	2 669	2 680	2 666	(0.4)
BRPM concentrator	294	336	260	(12.5)
Contractors	96	120	74	(20.0)
Enrolled employees	198	216	186	(8.3)
Styl drift I project	1 045	562	2 182	85.9
Contractors	108	314	2 098	(65.6)
Enrolled employees	937	248	84	277.8
Shared services	202	180	179	12.2
Contractors	9	19	15	(52.6)
Enrolled employees	193	161	164	19.9
Corporate office	26	26	27	—
Total number of employees**	7 400	7 281	8 900	1.6

* Includes fixed-term contractors, labour hire and volume contractors

** These numbers exclude trainees who were part of our social and labour plan commitment



Winch operator at work

Our progress with creating equal opportunities

A

Skill level	2016 number of HDSAs	% HDSAs 2016	2015 number of HDSAs*	% HDSAs 2015	% change	Final target of 2010 – 2014 Mining Charter
Board level	6	54.5	6	54.5	—	40
Senior management	5	55.6	6	66.7	(16.7)	40
Middle management	108	57.1	91	58.3	18.7	40
Junior management	958	80.6	773	82.5	23.9	40
Core skills	4 105	99.1	3 735	99.3	9.9	40
Total	5 182	93.5	4 611	94.6	12.4	40

* 2015 HDSA numbers have been restated to exclude foreign nationals

Our employment policies ensure that we provide a workplace based on:

- > mutual respect
- > fairness
- > integrity
- > non-discrimination
- > equal opportunity at all levels
- > open and two-way engagement with our employees and their families.



It is also our policy to consult extensively with all parties including management, employees and the trade union.

Workforce planning

Ensuring that we have the right number of people with the right skills in the right places is the

responsibility of our strategic workforce planning team. We need to maintain our workforce at an optimal level in order to achieve both our production and operating cost targets.

Labour relations

RBPlat upholds the right of our employees to freedom of association and collective bargaining. We have a long-term wage agreement in place.

In 2016 the National Union of Mineworkers (NUM), the majority union, held a ballot during which employees had the opportunity to vote for or against having a closed shop agreement in place at RBPlat. Over two-thirds of the workforce voted in favour of there being a closed shop agreement at RBPlat. All employees benefit from the role NUM plays in negotiating on behalf

of employees and protecting employees' rights.

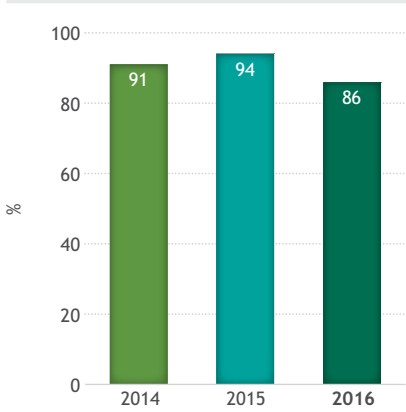
In 2016, 86% of our employees were members of NUM. This excluded approximately 155 (4%) middle and senior managers.

UASA's membership fell below the level required for recognition. This resulted in an increase in non-aligned employees.

Engaging with and responding to our workforce

While we recognise that engaging with and responding to our employees will always be a challenge, we believe that the labour and trade union stability we have achieved can be attributed to the relationships we have managed to establish with our enrolled employees, contractors and their union representatives.

Union representation

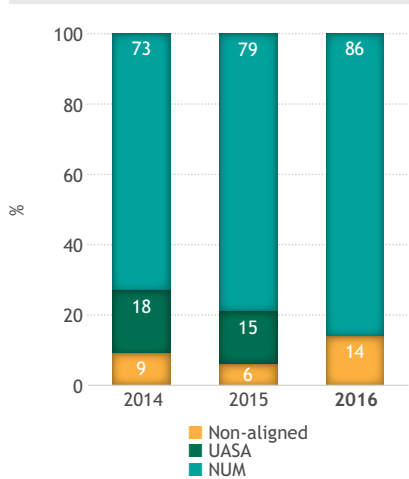


We keep our employees updated on business issues through a range of communication tools, including our *Lebone* newsletter, the Chief Executive Officer’s monthly email message and his quarterly face-to-face engagement with employees, a radio programme which we introduced this year, our employee portal, partnership forums, the monthly feedback sessions held by the Head of Operations and the mine managers, as well as cell phone text messages.

Recognising, retaining and rewarding employees based on performance

In order to ensure we offer fair and competitive remuneration contracts we benchmark our employment

Union membership



contracts, which are based on a fixed and variable pay mix, annually.

Benefits for our enrolled employees include:

- > life and disability insurance
- > medical aid
- > wellness support
- > maternity and paternity leave
- > education benefits including education for children of employees who pass away while employed by RBPlat.

In terms of long-term incentives that give employees the opportunity to gain from the Company’s performance on the JSE, the Mahube employee share ownership scheme (ESOP) had its final vesting in 2015.

We had planned to have a new ESOP in place as soon as the Mahube ESOP came to an end, but are still in discussions with the union representatives as to its structure.

Our employee home ownership scheme provides our enrolled employees with the opportunity to become home owners in a secure residential estate. At year-end 413 families were living in these homes and 1 126 employees have signed letters of intent to confirm their interest in owning a home in Phase II of the scheme. Our employees can choose from a range of different house designs. Showhouses have been built and furnished to assist them with their choices.

Performance incentives

To encourage excellence our rewards are clearly linked to performance. Team performance is reviewed monthly and incentives are paid based on safety performance, productivity and cost performance. These incentives have been reviewed and we will be running a pilot of a revised incentive scheme intended to further encourage safe production in the first quarter 2017.



The RBPlat employee home ownership scheme

Human capital continued

Developing and retaining talent

The SDGs that apply to our management of our human resources are:



Quality education for all, promoting lifelong learning and equal opportunities for women

A key element of our commitment to achieving *More than mining* by creating economic value for all our stakeholders is our education and development strategy.

Our vision of providing young people from the communities in which we operate with the opportunity to be the best they can be, begins with their first years at school and continues through to tertiary education and the continuous development of those employed at RBPlat.

Our efforts in the community are part of our social and labour plan and are discussed in the social and relationship capital section of this report.

Delivering on our education and development strategy

If our business is to be sustainable and we are to achieve our strategic

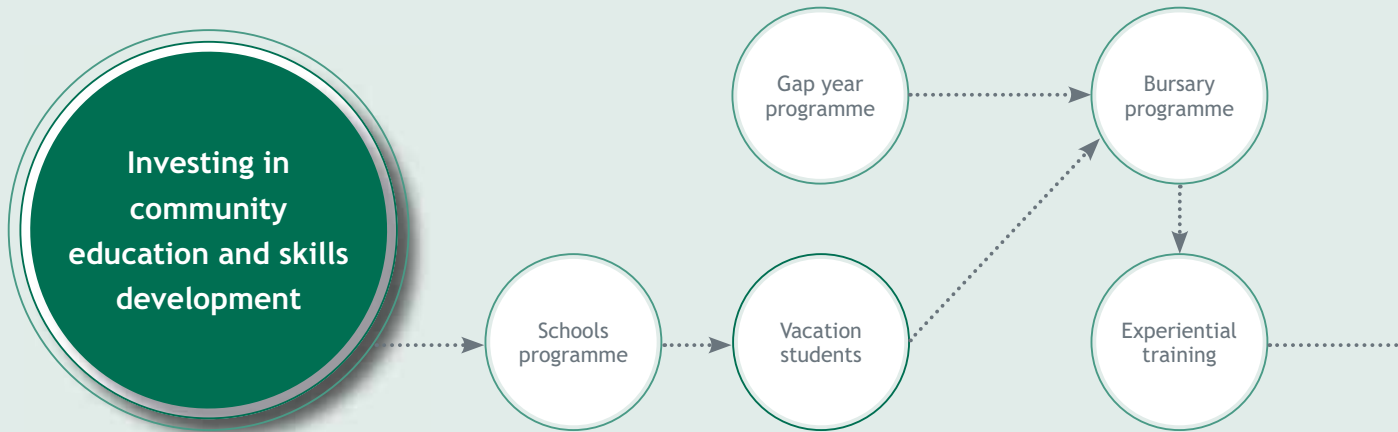
goal of operational excellence, we need to ensure our employees are equipped with the appropriate skills and experience and provided with opportunities to acquire competencies that will allow them to develop and progress. This year, in addition to upgrading the skills of the people currently mining our operations by developing their core mining competencies, we have focused on the competencies identified as being key to keeping our workforce safe. Information on these programmes can be found in the safety section of human capital on pages 115 and 116.



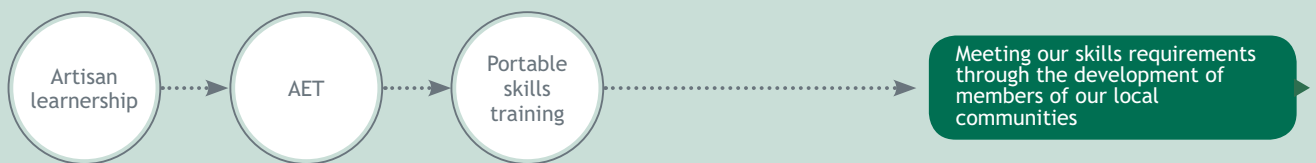
Our education and development strategy

Developing the miners of tomorrow

RBPlat talent management and skills development



Giving members of our communities the opportunity to reach their full potential and find suitable employment



Sharing knowledge through coaching

A young mine overseer was struggling and things weren't going well for him. In production meetings, because of his lack of confidence, he held back and when he finally made his presentation, it wasn't good. The following month he was the first person to volunteer to present his plan. He did such an outstanding job of his presentation that his production manager congratulated him. His performance started improving and every month since then he has done even better. What happened to change things and give him the confidence he needed? The time he spent with a coach (an experienced mine overseer) who shared with him what he had learnt over the 37 years he had spent in platinum mining.



Coaching on the installation of a safety net



Human capital continued

Our education and development strategy > What we achieved

Bokamoso young professionals programme:

- > Schools programme
- > Gap year programme
- > Experiential training
- > Bursary programme
- > Graduate programme

To date 714 maths learners and 695 science learners have been supported by the programme (see page 138 of social and relationship capital for the results of this programme).

73 learners have participated in our gap year programme since 2010, which assists learners who did not achieve university entrance to improve their results sufficiently to achieve university entrance.

10 university students participated in our experiential training programme and received training in electrical, mechanical and mining engineering, metallurgy and surveying.

30 bursaries provided in 2016 (2015: 31). Since the inception of the scheme in 2012 we have funded 85 bursars of which 30 are still on the programme.

51 graduates have participated in our graduate development programme since 2012. 37 have completed the programme, of which 31 have been appointed to positions in RBPlat (83% placement) and six found positions in other companies. 23 graduates participated in the programme in 2016, of which nine have already been appointed to positions in RBPlat.



Actively recruiting and developing women to work in mining workplace through our focused development programme for women

35 women trained as rock drill operators in our rock drill academy since 2010.

78 women from our communities have participated in our cadetships and have been trained as LHD operators, underground vehicle operators, drill rig operators. 20 of these cadets have been employed at Styldrift I.

Upgrading the skills of our employees by developing their core skills and ensuring our workforce is competent

In 2016, 252 of our employees and contractors received training in terms of our SLP commitments, which is 3% of our workforce (this excludes our community SLP training of 256 people).

In 2015, 1 207 employees and contractors received training in terms of our SLP commitments, which was 11% of our workforce (this excluded our community SLP training of 335 people).

8 432 employees and contractors underwent mandatory training during 2016 (2015: 8 467).

Providing learnerships

27 learnerships in 2016 including 21 artisan learnerships and six mining learnerships (2015: 57 learnerships, including three artisan learnerships and 40 engineering learnerships).



Ensuring all men and women working in our operations are literate and numerate

79 of our employees participated in adult education and training (AET) in 2016 (2015: 135) of which 18 completed their training, 36 are still in training, 24 dropped out and one passed away during the year. 127 community members participated in AET in 2016, of which 24 completed the training, 33 are still in training and sadly 70 dropped out. This training is part-time and takes place after work. As a result employees are fatigued and are reluctant to attend training. We are exploring incentives that may encourage people to enrol and to complete the training.



Styl drift I employees using the single deck cage to access their workplace. The cage of 27m² can accommodate 180 people or a mechanised vehicle



Intellectual capital

How we are using our intellectual capital to achieve our material issue targets



The infrared cameras providing the driver of an LHD in Styldrift I mine with a view of what are normally blind spots

☑ Innovative use of technology to make mechanised mining safer, more cost efficient and increase productivity

RBPlat introduced a fully rolled-out collision avoidance system (CAS) on its underground low profile (LP) load haul dump (LHD) vehicles that takes control of the vehicle by automatically retarding and stopping the vehicle if the operator does not respond to an alert.

Infrared cameras installed on these vehicles provide drivers with vision in their blind spots, while a hard drive records the vehicle’s activity.

An intelligent key management system eliminates the unauthorised operation of any mechanised mobile machine on site at Styldrift I.

Ⓜ Ensuring we have the appropriate skills available to us

Our investment in developing the skills we need ensures we have appropriately skilled people available to manage and work in our operations.

Over the past six years we invested R434 million in training and development. This included the training and development of community members through learnerships, apprenticeships and our bursary and graduate programmes:

- > Some of these young people were trained to operate the mechanised equipment in our Styldrift I Mine and are currently employed by the mine
- > Their training provided us with the skills we require, and has also created employment for community members.

Information management (IM)

Using the digitalisation of our business to provide an integrated view of our business necessary for integrated thinking

☐ The contribution our corporate governance, risk management and assurance makes to our stock of Intellectual capital and to the sustainability of our business



Our corporate governance structures, policies and processes:

- > protect the interests of our stakeholders
- > ensure the standards of ethical conduct set by our Board are instilled throughout our business
- > provide tools for the sustainable development of our business
- > set out processes and programmes for effective engagement with our stakeholders
- > ensure a responsible approach to the environment and the communities in which we operate
- > provide an enterprise risk management framework which we use to evaluate and manage our risks and opportunities and protect and create shareholder value
- > ensure a combined assurance approach
- > assess, manage and monitor our risk exposures within our risk appetite and tolerances.



Develop excellence in project management

To achieve this we are establishing a project support office (PSO) with the aim of instilling best practice and improving our overall project and capital management skills



A safety representative reporting his observations on safety incidents and events via a tablet at Styldrift 1. This data is analysed by the SILO safety risk management system that provides alerts to line supervisors and line managers that they action to prevent safety incidents

Intellectual capital

Intellectual capital is defined as organisational knowledge-based intangibles including intellectual property, tacit knowledge, systems, procedures and protocols. As such our stock of intellectual capital, which underpins and enables everything we do, is difficult to measure.

We have identified the key elements of RBPlat’s intellectual capital as being our:

- > use of technology and innovation to achieve long-term sustainability
- > robust and fit for purpose computer systems
- > ability to deliver on projects and develop excellence in project management
- > investment in our people and the communities in which we operate
- > strategies, policies, procedures and codes that govern how we do business
- > ability to establish successful relationships with our stakeholders
- > ability to adapt to a changing business environment, achieve cost efficiencies and the courage to make tough decisions.

Our key intellectual capital stakeholders



Innovative use of technology to improve safety and avoid accidents

During 2016 we introduced a collision avoidance system (CAS) on our underground low profile (LP) load haul dump (LHD) vehicles, which takes control of the machine away from the operator if he/she doesn't respond as per our collision procedure and stops the vehicle automatically. We chose to fit the system to LHDs because we had identified that they carry the greatest risk of being involved in a collision in mechanised mines.

We have also installed infrared cameras on LHDs, which not only provide drivers with vision in their blind spots, but the hard drive installed on each LHD also records the vehicle's activity. Three cameras are installed per vehicle – two on the bucket side and one on the rear end. The footage on the hard drive allows for analysis of driver behaviour and discourages bad driving that may result in safety incidents or cause damage to a vehicle.

Information management

The next major step we will be taking involving information management (IM) technology will be the digitalisation of our business to achieve the convergence and integration of data across multiple IM platforms. The most important aspect of system convergence, integration and the creation of big data solutions is that they will provide management with an integrated view of the business and improve overall management and control.

Traditionally, operational technology (OT) data is monitored by control room operators and then stored in a back-up system for post-event analysis. Because OT is often one dimensional with each control room operator having a singular view of very specific processes, it does not provide management with an integrated view across the entire spectrum of processes, such as those in a plant. In addition, before decision-making can take place the information provided by OT must be contextualised within production management systems by subject matter experts. This step is both time and resource intensive.

A particularly important step in the digitalisation of our business process is the integration of our information technology (IT) with our OT. This will provide us with real-time access to information that will enable rapid responses to exceptions or alerts that could save lives and/or avoid costly equipment failure.

In our concentrator plant the planned integration of IT and OT will free up metallurgists who currently have to manually collect data for their daily reporting. They will be able to access information from the system, which will collect and analyse the data for them and provide them with processing analysis exceptions or alerts to potential problems.

We have already achieved this in our finance department through the installation of our business planning and consolidation (BPC) system. By providing our accountants with planning, budgeting, forecasting and financial consolidation capabilities, BPC allows them to easily adjust

plans and forecasts, speeding up the budgeting process and ensuring compliance with financial reporting, freeing them up to add greater value to the business.

Styldrift I, where we don't have the challenge of having legacy systems already in place, has created an ideal opportunity for us to integrate our IT and OT systems. We have installed one integrated network with logical separation for functional splits, and all the systems will be IM governed. The installation of a fibre network underground at Styldrift I facilitates the use of CCTV cameras to provide a view of activity in the mine from offices on the surface. It also facilitates the collection of data from mobile devices such as tablets and mobile phones. For example, the safety information already being collected on tablets will immediately be uploaded into the SILO safety risk management system, making it possible to act promptly.

The SILO safety risk management system allows for the:

- > completion of all inspections and planned task observations on tablets
- > automation of the root cause analysis investigation, together with the barrier analysis and provides a report after the investigation
- > identification of controls that failed and the system's action manager tasks the appropriate people to prevent a recurrence of the event
- > system to escalate a matter if it is not actioned.

Intellectual capital continued

Develop excellence in project management

We are establishing a project support office (PSO) to support our existing project management office (PMO) and strengthen our capital management skills. The PSO will implement a project management system that will provide a standard for RBPlat projects with regard to:

- > project governance and control frameworks
- > assurance and auditing functions to ensure projects are efficiently and effectively executed.

It will also:

- > identify the interdependencies/ links between projects to ensure project integration and communication where required
- > provide project advisory services
 - project controls – planning, scheduling, costing
 - technical
 - resourcing and support
 - project management training, mentoring and coaching
- > ensure effective document control



- > provide consolidated dashboard reporting
- > provide a library facility and repository for experience and knowledge
- > be a research centre for project management.

Work on the project began in July 2016 and we expect to complete it in early 2018.

Ensuring we have the appropriate skills available to us

We believe the performance of our operations in 2016 and the progress we have made at Styldrift I demonstrates that we have the appropriate skills and experience available at RBPlat. We have focused on further developing certain key skills during the year and investing in the development of potential employees through learnerships, apprenticeships, our bursary and graduate programmes (see the human capital section of this report for information in this regard).

We also believe that our Board, executive and management teams

have demonstrated that they have the skills and experience to design and implement a strategy that will create value for our stakeholders, adapt quickly to a rapidly changing business environment and make the decisions necessary to ensure the future sustainability of our business and its ability to create value.

The contribution our corporate governance, risk management and assurance make to our stock of intellectual capital

To ensure the strategies, frameworks, policies and procedures and codes that govern our business are relevant and up to date we regularly review and update them. During 2016 we revised our sustainability and stakeholder engagement framework, which includes an implementation plan, and formalised our water and energy management strategies.



Through our enterprise risk management framework we evaluate and manage the risks we face in creating shareholder value.



The control room at Styldrift I, mechanised mine.

Our risk appetite and risk tolerance dashboard is a strategic tool which links strategy, risk, performance and reward.

Our risk governance structures and processes provide us with the necessary oversight, management and assurance of risk management.

Stakeholder relationships

The ability to establish and maintain successful relationships is a key business asset. Relationships, both internal and external to our organisation, play a key part in our ability to succeed and remain sustainable. The value we place on relationships with our stakeholders is highlighted in each section of this report. Stakeholder engagement has been an important part of what we do since RBPlat started operating. Maintaining our relationship with the investor community is a key aspect of our stakeholder relations.

We believe that the reason we have not had any industrial action in our operations for the past four years is because the members of our executive and management team take their engagement responsibilities at all levels in our organisation, and particularly at operational level, seriously.

Face-to-face communication is a key part of communication in a mining environment and in particular with regard to keeping our people safe. We continue to invest in developing these skills in our leaders and those that engage daily with the communities. See page 115 of human capital for information on the leadership training which forms part of our safety turnaround strategy and the training we have provided for those interacting with the communities.





Social and relationship capital

M Our performance against material social and relationship capital issues

- The communities in which we operate are key stakeholders with whom we wish to share the economic value we create and to whom we wish to leave a lasting legacy of sustainable benefits.

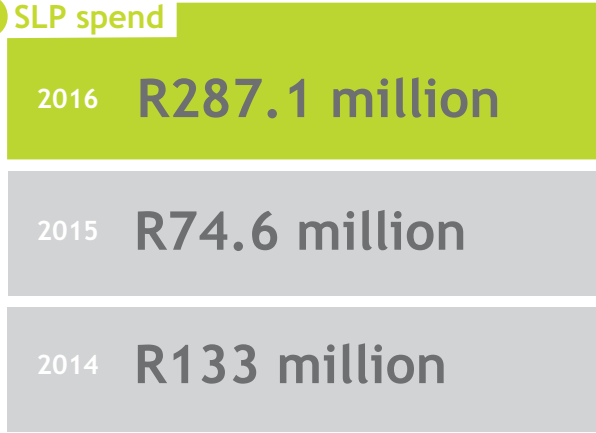
Meeting the expectations of the UNGC's Principles 1, 2, 4, 5 and 6 in terms of protecting and upholding human rights and the rights of labour and integrating the SDG goals 1, 2, 10 and 16 into how we do business and our efforts to support their application in broader society.

M Meeting our commitments both in terms of our wage agreement and our social and labour plans (SLPs)

Risk appetite measure	Performance in 2016	Change year-on-year	Risk appetite performance
Social and labour plan annual budget against:			
> Human resource development plan	R30.4 million	(41.9%)	✓
> Community economic development plan	R3.7 million	(21.4%)	✓
Number of justified adverse events leading to negative media mentions	There was no material adverse media coverage of RBPlat in 2016	No change – similar levels of engagement maintained	✓



A SLP spend



☑ HDSA discretionary procurement

- > Our HDSA discretionary procurement represented 79.6% of our total discretionary spend in 2016 (2015: 74.2%), a 7.3% increase year-on-year
- > Our local HDSA discretionary procurement represented 31.1% in 2016 (2015: 19.0%), a 63.4% increase year-on-year

S Meeting our employee home ownership scheme commitments

- > 413 employees currently own homes in Phase I (80m² in size)
- > Approximately 730 Phase II homes will be available for purchase by employees during 2017

SLP 2016 commitments

Education support (investment R2.7 million)

- > Salaries paid of experienced maths and science teachers (one of each)
- > 250% improvement in the number of learners achieving a 50% and above pass in matric maths since the project started in 2012
- > 216% improvement in the number of learners achieving a 50% and above pass in matric science since the project started in 2012
- > Development of management skills of both heads of departments and members of school governing bodies

SLP investment in 2016



Human resource development (R30.4 million investment)

252 youths and adults learned skills that equip them for employment and/or entrepreneurship because of our SLP investment in human resource development.

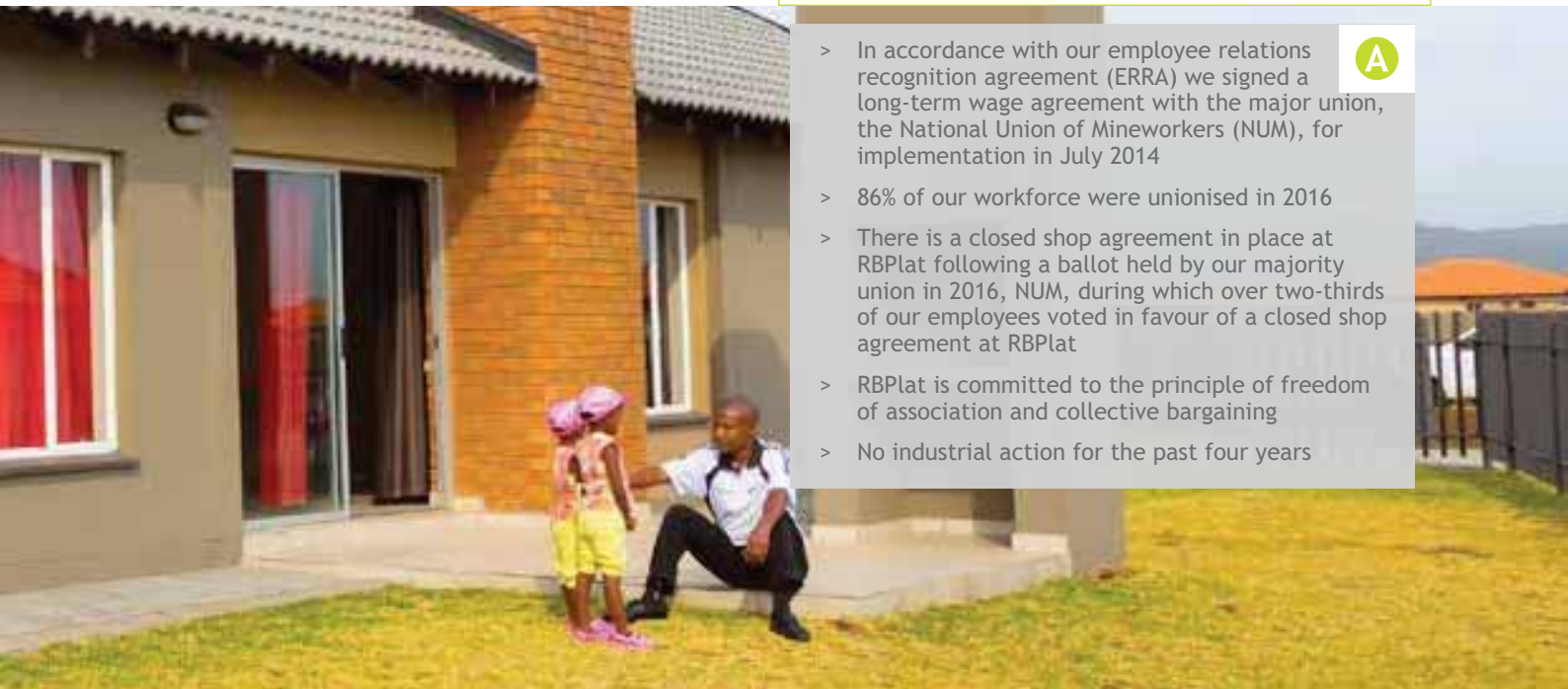
Agricultural support (R1.3 million investment)

124 farmers in the communities in which we operate were assisted by our investment in feed for their animals during the severe drought affecting the North West province.

Labour stability

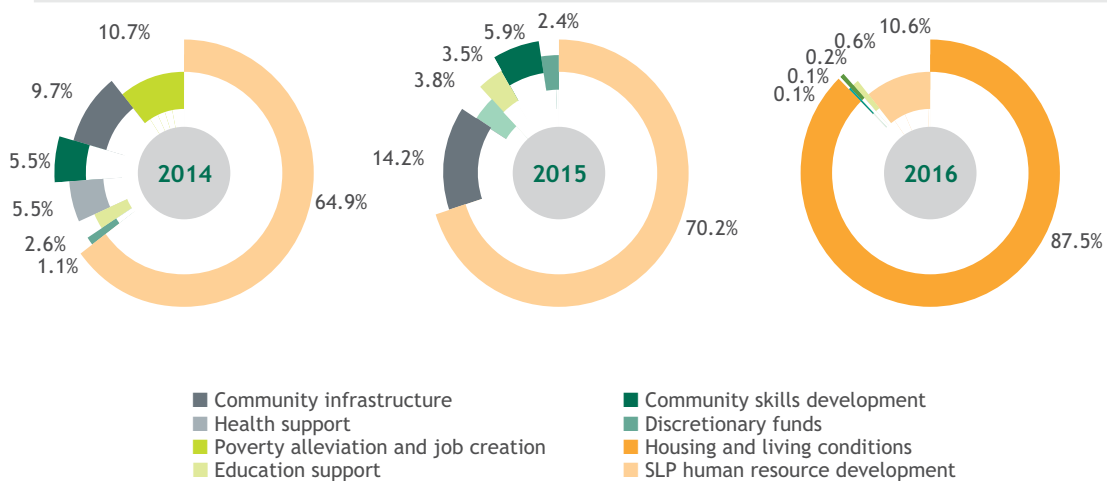


- > In accordance with our employee relations recognition agreement (ERRA) we signed a long-term wage agreement with the major union, the National Union of Mineworkers (NUM), for implementation in July 2014
- > 86% of our workforce were unionised in 2016
- > There is a closed shop agreement in place at RBPlat following a ballot held by our majority union in 2016, NUM, during which over two-thirds of our employees voted in favour of a closed shop agreement at RBPlat
- > RBPlat is committed to the principle of freedom of association and collective bargaining
- > No industrial action for the past four years



One of the newly-built homes in our employee home ownership scheme

Breakdown of SLP spend



✓ Meets risk appetite ✓ Within limits ✗ Risk appetite breached

Social and relationship capital

Our key social and relationship capital stakeholders

Please refer to pages 142 and 143 of relationship capital for details of our engagement with these stakeholders and how the issues of concern to them and ourselves have been addressed.



The principles of the UNGC

In terms of social and relationship capital our efforts towards achieving sustainability and our aspiration to deliver *More than mining* include our support of the UNGC principles 1, 2, 4 and 5.

Human rights

- Principle 1
- Principle 2

Labour

- Principle 4
- Principle 5

Meeting and, where possible, exceeding our Mining Charter social and labour plan (SLP) commitments in terms of:

- > SLP human resource development
- > Education support
- > Community skills development.

Supporting the achievement of the UN SDGs by, where possible, integrating them into how we do business and our efforts to support their application in broader society.

Through the key focus areas of our SLPs we contribute to the achievement of the goals of SDGs 1, 2, 4, 5, 10 and 16 which are:

SDG goals	RBPlat's SLP commitments
 <p>Ending poverty, reducing inequality and ensuring inclusive and quality education for all, and promoting lifelong learning</p>	<p>Community skills development, training and development, job creation with a focus on women in mining, procurement from HDSA businesses and, where possible, local HDSA businesses</p>
 <p>Ending hunger by achieving food security and improved nutrition and promoting sustainable agriculture</p>	<p>Community infrastructure and agricultural support</p>
 <p>Promoting peaceful and inclusive societies for sustainable development</p>	<p>Regularly engage with communities through our community engagement forum, ensure our complaint and grievance mechanisms are available to communities and that any complaints or grievances are addressed, and consult with communities in terms of regulatory requirements</p>

>121

>140

>139

>142



RBPlat's graduate programme

Investing in talent

Our graduate programme provides a number of young people with an opportunity to gain workplace experience and in some cases to find employment.

Ratanang Matsheka's excellent performance in his matric exams won him a Vice-Chancellor's scholarship to Wits University. Having completed a BSc in geology at Wits he joined the RBPlat graduate programme in 2012. His performance on the programme resulted in him being appointed as a geologist at BRPM before he completed the two-year graduate programme.

Currently, Ratanang is one of the section geologists at BRPM's South shaft. His interest is resource geology, which requires a knowledge of database management. To help him develop his skills in this area he has found himself a mentor with database management skills. Ratanang has been provided with a mentor to develop his database management skills.



Social and relationship capital continued

Social capital

We want to achieve real change for our communities through delivering on our SLP commitments and building social capital rather than regulatory capital. To achieve this our projects need to be sustainable and to build sustainable value, which is the most challenging part of local economic development.

Towards sustainable communities

We have submitted our close out SLP report for the period 2010 – 2014 to the DMR and our proposed SLPs for the period 2015 – 2019. The revised Mining Charter has not as yet been finalised and our proposed SLP plans have not as yet been approved by the DMR.

In the meantime, we have continued to apply and, where possible, exceed the targets set for the final year of the previous Mining Charter.

As we advised in 2015, the negative impact of market conditions on our ability to generate revenue meant we had to make some tough budget choices, which included reducing our planned SLP expenditure in 2015 to R74.6 million (a 44.0% reduction year-on-year) and to R36.0 million in 2016 (a 51.7% reduction year-on-year), however, R251.1 million was also invested in our employee home ownership scheme in 2016.

During 2016 the improvement in our revenues, mainly as a result of the rand falling against the US\$, allowed us to increase our SLP expenditure by R1.3 million, which we used to assist farmers in the communities in which we operate who have been badly affected by the prevailing drought conditions.

We remain committed to delivering on our five-year SLP plans and increasing our SLP expenditure as our financial performance allows. See page 135 for details of SLP spend over the past three years.

Our focus in 2016

We chose to focus on investing where we believed our investment would contribute most both to the sustainability of the communities in which we operate and that of our business.



SLP human resource development and community skills training: Ending poverty, reducing inequality and ensuring inclusive and quality education for all, and promoting lifelong learning

By offering both the youth and adults from the communities in which we operate the opportunity to learn skills and gain employment, our SLP investment of R30.4 million in our human resource development during 2016 has increased the number of youths and adults who have relevant skills, including technical and vocational skills for employment, decent jobs and entrepreneurship. It also offered those who needed it the opportunity to become literate and numerate. Please refer to the human capital section of this report for information on our human resource training and development programmes during 2016. We will be continuing with our community portable skills programme in 2017 through which community members can gain skills that equip them for employment outside the mining industry.

Education support

The five-year plan that supports the first phase of our education support programme is being implemented in partnership with the Royal Bafokeng Institute (RBI) in both primary and secondary schools in our communities. The project, which started in 2013, is designed to address:

- > maths and science learning
- > governance
- > school management skills at all levels including school governing bodies
- > infrastructure
- > safety and security.

The project engages with learners, teachers, school management teams

and school governing bodies, with the aim of increasing the number of secondary school learners studying maths and science and improving their results.

Maths progress

Since the project started in 2013 the number of learners choosing to study maths has more than doubled. In 2016, 51 learners wrote maths for matric:

- > 35.3% achieved a pass at 50% and above.

The year before the project started (2012):

- > 20 learners wrote maths for matric of which 10 achieved a pass at 50% and above.

Science progress

- > In 2016, 42 learners wrote matric science and 38 achieved a pass at 50% and above.
- > In 2012, 20 learners wrote matric science and 12 achieved a pass at 50% and above.

The number of learners who qualify for university entrance has significantly improved for maths and science learners, with 47% of the maths learners qualifying for university entrance.

Encouraging feedback

We were very pleased to receive feedback from one of our neighbouring platinum mines who, realising that more of the learners who qualified for their bursaries came from Charora High School than any other school in the area, investigated why this was so. They concluded that the dedicated, qualified maths and science teachers sponsored by RBPlat are having a huge impact and the school is well on the way to establishing a maths and science culture.



A science class in the science laboratory at Charora High School which was provided by RBPlat

>126

>135

ON THE WAY TO BRIGHT FUTURES

The achievements of Charora High School students, who have benefited from the maths and science project, deserve recognition.

- > Tintswala Mhlongo, who is studying for a national diploma in extraction metallurgy (engineering) at the University of Johannesburg, is in her third year of study
- > Tumelo Modubung, who is studying for a mining engineering degree, is also in his third year of study at the University of Johannesburg
- > Biza Naphtaly, is also studying mining engineering at the University of Johannesburg. He obtained a distinction for science when he wrote matric in 2013.

SDG2



Ending hunger by achieving food security and improved nutrition and promoting sustainable agriculture

Our efforts towards achieving food security and improved nutrition in our communities include turning a start-up vegetable growing project into a commercial enterprise and training members of 76 households in vegetable growing methods, providing them with tunnels for growing vegetables, various facilities for collecting rain water, two 5 000 litre buried storage tanks to store the rain water and a hand pump. Previously, we assisted the local livestock farmers to find sustainable solutions to the challenges they faced, which included insufficient grazing facilities.

This year we were able to assist them by investing R1.3 million in feed for their animals and the repair and maintenance of the windmills that provide water for the animals during a period of severe drought.

SDG1



Towards eradicating poverty by developing local supplier capacity and strengthening local value chains and building effective, accountable and inclusive institutions at all levels

RBPlat's HDSA policy actively encourages our procurement department to engage with local suppliers and explore opportunities

to maximise local procurement.

In addition to ensuring we meet and exceed our Mining Charter scorecard HDSA procurement requirements, our commitment to local HDSA procurement is aimed at alleviating poverty and creating jobs in the communities in which we operate.

We assist SMMEs with the challenges they face, such as difficulties with accessing finance, a lack of capacity to compete with established businesses and a lack of technical skills. Our enterprise development programme identifies opportunities for switching to local SMME suppliers and encourages non-HDSA suppliers to merge with or form joint ventures with local SMMEs. We partner with Royal Bafokeng Enterprise Development (RBED), which assists us with the identification of local SMMEs.

Investing in enterprise development

In 2017 we will be investing approximately R2.1 million in developing the capacity and skills of local HDSA suppliers. We will be partnering with the Industrial Development Corporation (IDC) and the North West Development Corporation (NWDC) on this programme.

Supplier screening

We began screening and monitoring the compliance of our suppliers in terms of environmental management, labour practices, human resources and social compliance in 2015 and finalised the analysis in 2016. This process helped us to identify suppliers who need to improve their environmental, social and governance compliance. During 2017, we will be engaging further with these suppliers.

Social and relationship capital continued

Our discretionary procurement spend

We increased our total HDSA discretionary procurement spend by 7.3% in 2016. We exceeded all the targets we set ourselves, which were in two cases 10% higher than the targets set by the DMR for the final year of the 2010 to 2014 Mining Charter. Our service target was 5% higher than the DMR target. We were very pleased to have exceeded our target for local HDSA discretionary procurement, which we had set at 30%. We achieved 31.1%.

A Total HDSA discretionary procurement

Categories	DMR targets %	RBPlat targets %	Discretionary procurement spend R (million)	HDSA procurement spend R (million)	2016 % of total discretionary procurement spent with HDSA companies %	2015 % of total discretionary procurement spent with HDSA companies %
Capital	40	50	520.9	379.1	72.8	72.7
Consumables	50	60	438.6	304.6	69.4	76.8
Services	70	75	1 118.3	970.5	86.8	75.6
Total spend			2 077.8	1 654.2	79.6	74.2

Total local HDSA discretionary procurement

Categories	RBPlat targets %	Local HDSA procurement spend R (million)	2016 % of total HDSA discretionary procurement spent with local HDSA companies %	2015 % of total HDSA discretionary procurement spent with local HDSA companies %
Capital	30	89.9	31.1	19.0
Consumables	30	29.6		
Services	30	394.2		
Total spend		513.7		

Relationship capital

We have identified stakeholder engagement and responsiveness as a material issue for RBPlat.

Our ability to build a stock of relationship capital depends on how effectively we can engage, listen and respond to our stakeholders and build effective relationships with them. Each capital consists of resources and relationships and it is difficult to always get these relationships right. Stakeholder engagement can affect every aspect of our business, positively or negatively, including our social licence to operate and

our ability to achieve long-term sustainability.

SDG 16



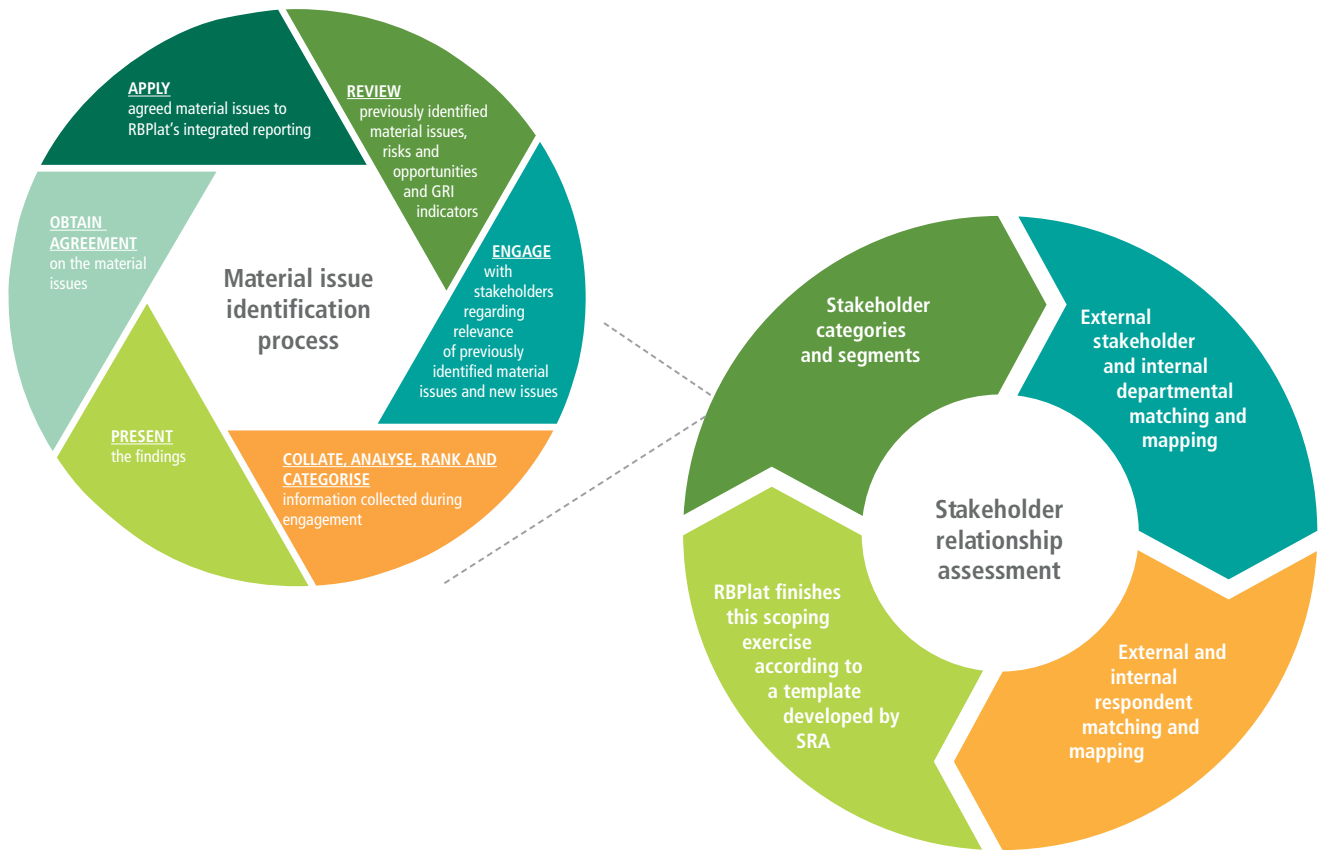
Promoting peaceful and inclusive societies for sustainable development

We identify our stakeholders by assessing the:

- > overall importance of the stakeholder to RBPlat

- > extent to which the stakeholder can impact RBPlat and to which RBPlat can impact the stakeholder – both negatively and positively – and the significance of this impact on our ability to retain our social licence to operate and achieve sustainability
- > importance of the stakeholder’s support in achieving our strategic objectives
- > risks associated with not planning to engage with a stakeholder and not engaging effectively.

Stakeholder relationship assessment process



In 2015 we successfully introduced a pilot stakeholder relationship assessment process, conducted by independent researchers, who interviewed stakeholders from the community, government (the DMR), analysts and unions, and the internal stakeholders who interact with these stakeholders. The aim of this process was to determine the quality of the

relationships and enhance our understanding of issues material to these stakeholders. This process will be undertaken biennially going forward.

We take into consideration throughout the year the issues that our stakeholders indicate are material to them during various

engagements and interactions, such as through our annual general meeting, investor presentations, face-to-face meetings, emails and telephone calls, among other methods including active engagement.






Social and relationship capital continued

The focus areas of our stakeholder engagement

Stakeholders	> Objective	> Our activities
Investor community	<ul style="list-style-type: none"> > Provide the information investors and potential investors need to make informed decisions about our business 	<ul style="list-style-type: none"> > Annual general meetings > Results presentations > One-on-one meetings > Roadshows > Conference calls > Site visits > Conferences
Communities in which we operate and community institutions Royal Bafokeng Nation Royal Bafokeng Administration (RBA) Royal Bafokeng Institute (RBI) Royal Bafokeng Enterprise Development (RBED)	<ul style="list-style-type: none"> > To establish effective community engagement structures through which we can listen to and understand community issues and respond rapidly to them > Effectively communicate with communities regarding addressing local economic development through our SLPs > Protect our social licence to operate > Facilitate community engagement regarding regulatory processes, such as environmental impact assessments 	<ul style="list-style-type: none"> > Community engagement forum > Community engagement forum subcommittees > Open days > Communication skills training for community leadership > Enterprise development workshops > Bi-annual community newsletter
Employees, contractors and unions	<ul style="list-style-type: none"> > Labour stability > Safe production > Increased productivity > Healthy workforce > Communicating our fair implementation of our wage agreement > Engaged, informed employees and union 	<ul style="list-style-type: none"> > Communications including <i>Lebone</i> newsletter, monthly CEO communique, CEO face-to-face sessions with employees regarding key issues, employee portal, employee radio broadcasts, use of screens in business areas and taxis for safety messages, and SMS communication > Negotiated for all volume contractor employees to be members of Platmed > Peer group educators provided information on lifestyle diseases and HIV/Aids
Business and joint venture partners and neighbouring mines	<ul style="list-style-type: none"> > Successfully renegotiate concentrate offtake agreement for UG2 ore > Partner with our neighbours to increase the effectiveness of our investment in local economic development 	<ul style="list-style-type: none"> > Engagement with Sibanye on renegotiation > Partnered with Glencore to provide a water supply to a community
Providers of debt	<ul style="list-style-type: none"> > Provide the information they need to make informed decisions regarding funding of our growth project 	<ul style="list-style-type: none"> > Regular engagement with South African banks > Provision of information
Local and national government and regulators Departments: Education Health Mineral Resources Traditional Affairs and Cooperative Government Rural Development and Land Reform Water and sanitation	<ul style="list-style-type: none"> > Ensuring we comply with all reporting and engagement requirements with regard to the laws and regulations that apply to our business/operations > Communicating the impact of our efforts to build sustainable value through our delivery on our SLPs > Recognition of the contribution that RBPlat and the mining industry as a whole is making to local economic development 	<ul style="list-style-type: none"> > Reduction of safety stoppages > No cases of non-compliance > Water use licences approved > Environmental assessment applications approved > Submission of our close out report for our 2010 – 2014 SLP to the DMR > Submission of our plans for our 2015 – 2019 SLP to the DMR > Approval of our plans for our 2015 – 2019 SLP > Aligning our SLP with the Rustenburg Local Municipality’s Integrated Development Plant (IDP)

Stakeholders	Objective	Our activities
Industry bodies	<ul style="list-style-type: none"> > Contributing to industry efforts regarding the negotiation of the revised Mining Charter and legislation impacting the sustainability of the mining industry and its ability to attract investors > Certainty regarding the conditions of the revised Mining Charter > A revised Mining Charter that facilitates the participation of mining companies in the economic development of their local communities and encourages investment in the South African mining industry 	<ul style="list-style-type: none"> > Participation through our industry body, the Chamber of Mines, in the engagement with the DMR on the need to make changes to the revised Mining Charter in the interests of the sustainability of the South African mining industry
Civil society	<ul style="list-style-type: none"> > RBPlat's role in terms of its corporate responsibility > Communicating our performance on issues of interest or concern to civil society groups 	<ul style="list-style-type: none"> > Reporting in our integrated report > Providing detailed information on our activities on our website > Responding to communications from civil society bodies

Key issues raised by our stakeholders during 2016

Issues	Stakeholders most concerned with this issue	Location of information on our response to this issue
Impact of global economic and market conditions on RBPlat's ability to deliver on its strategic objective of organic growth, through the ramping up of Styldrift I	<ul style="list-style-type: none"> > Investor community > Business and joint venture partners > Providers of debt > Employees and unions > Local communities 	
The impact of costs and in particular labour costs on profitability	<ul style="list-style-type: none"> > Investor community > Joint venture partners > Providers of debt 	
Funding of the outstanding capital requirements for the ramp-up of the Styldrift I project	<ul style="list-style-type: none"> > Investor community > Joint venture partners > Providers of debt > RBPlat leadership 	
Safety performance	<ul style="list-style-type: none"> > DMR > Investor community > Business and joint venture partners > RBPlat leadership > Employees and unions > Local communities 	
Uncertainty regarding the DMR's approach, excessive safety stoppages, and the new Mining Charter	<ul style="list-style-type: none"> > Investor community > RBPlat leadership and its employees > Local communities 	



Natural capital

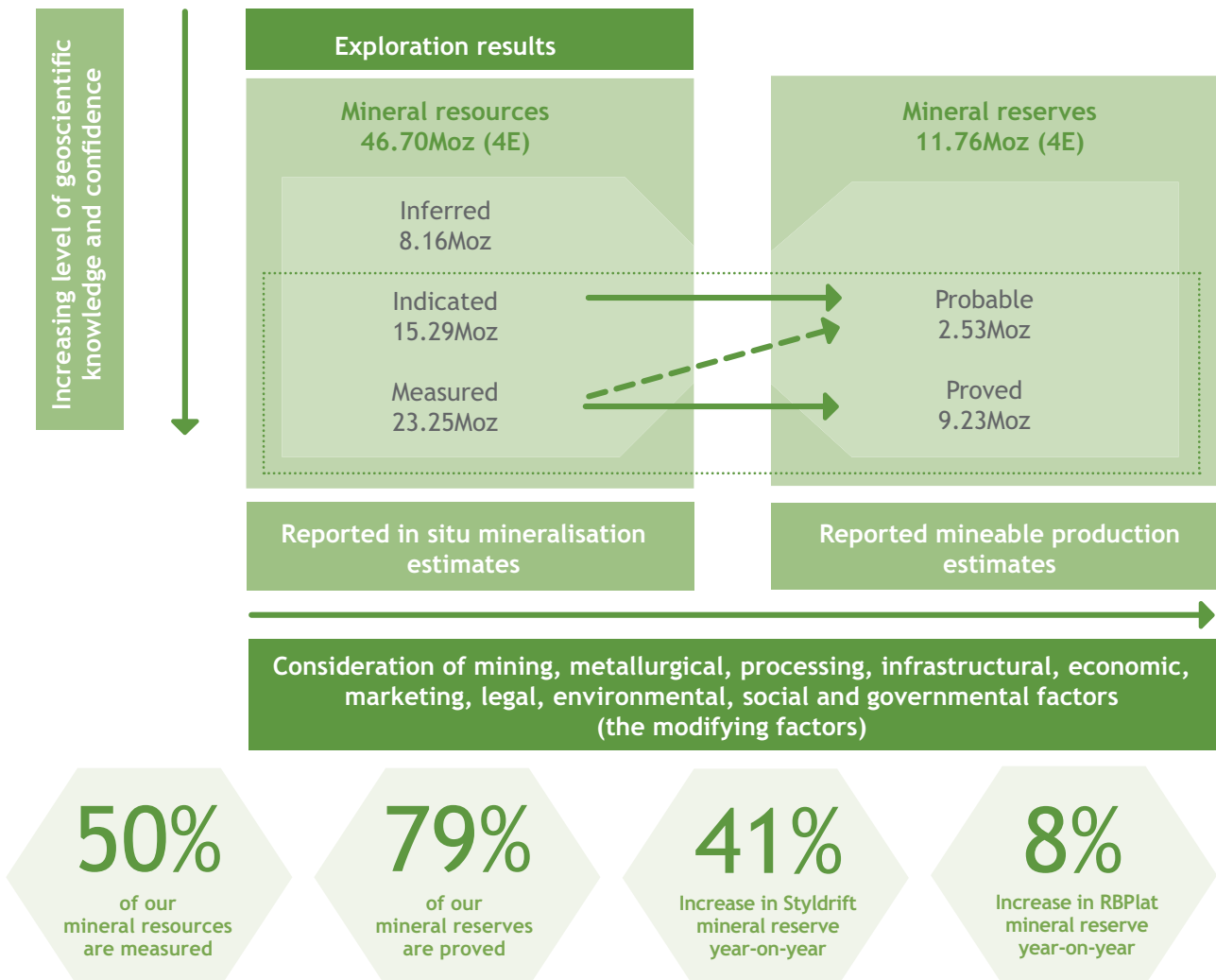
M Mineral resources and mineral reserves within the BRPM JV mining right

RBPlat has a 67% attributable interest in the BRPM JV mineral resources and reserves and complies with the 2016 SAMREC Code.



Return water dam at BRPM

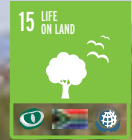
Total Merensky and UG2 inclusive mineral resources and reserves attributable to RBPlat



M Our performance against our material natural capital issues 

Global CDP 2016 water A-list

RBPlat is one of 24 global leaders and one of the four South African companies awarded an A grade by the CDP in 2016 for their efforts to manage water more sustainably. More than one thousand companies from around the world were asked by CDP to provide data on how they manage their water but only 607 companies responded and were scored in CDP's water programme in 2016.



Water efficiency

M An overall decrease of 40.5% in potable water usage year-on-year

Risk appetite measure	Performance in 2016	% change year-on-year	Risk appetite performance
BRPM concentrator 0.490kl/tonne milled	0.356kl/tonne milled	(61.3)	✓
BRPM mine 0.206kl/tonne hoisted	0.233kl/tonne hoisted	(19.0)	✓

Energy efficiency

M Overall increase of 5.6% in energy usage year-on-year

Risk appetite measure	Performance in 2016	% change year-on-year	Risk appetite performance
BRPM concentrator energy efficiency 52.00kWh/tonne milled	47.4kWh/tonne milled	(8.84)	✓
BRPM mine 59.80kWh/tonne hoisted	66.6kWh/tonne hoisted	4.06	✓

Addressing environmental impacts

KPI	Achievement
Maintain ISO 14001 certification at BRPM and obtain ISO 14001 certification at Styldrift I	✓
Obtaining authorisations for environmental impact assessments, water use licences and environmental management programme amendments submitted to the authorities	✓
Obtaining Board approval of our revised sustainability framework	✓




40.5%

reduction in RBPlat's potable water use as a result of the commissioning of our water treatment plant

✓ Meets risk appetite ✓ Within limits ✗ Risk appetite breached

M Reducing our GHG emissions (scopes 1, 2 and 3)

<p>Scope 1</p> <p>32.7% decrease</p>	<p>Scope 2</p> <p>5.1% increase</p>	<p>Scope 3</p> <p>8.9% decrease</p>	<p>13 CLIMATE ACTION</p> 
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M Material Issue  Issues over which we do not have control  Those over which we do have control  Some control **A** Assurance

* Scope 1 and 2

Natural capital

We recognise that by their very nature mining activities have an impact on the natural environment, however, there is a great deal we can do to mitigate these impacts and ensure that they are not long term.

Our stock of natural capital includes the mineral resources and reserves upon which our business is based, as well as the environmental resources and processes we require to operate and produce the platinum concentrate that is our end product. This includes renewable (timber and water) and non-renewable (fossil fuels, minerals and metals) resources and processes

such as energy consumption, waste creation, emissions, etc.

We maintain and enhance our stock of natural capital by:

- > optimally exploiting the mineral resources available to RBPlat
- > reducing our dependence on fossil fuels

- > whenever possible using renewable resources from well-managed and restorative ecosystems
- > eliminating waste by reusing or recycling whenever possible
- > protecting biodiversity and ecosystems
- > managing resources efficiently.

Our key natural capital stakeholders



Summary mineral resources and reserves report

Our mineral resources and reserves

Our business is based on the mineral resources and reserves for which we have mining rights. Without this stock of natural capital our business would not exist. It is therefore essential that we mine them responsibly, efficiently and cost effectively with the aim of creating value for all our stakeholders. It is also important that we provide our stakeholders, and in particular our investors, with accurate up-to-date information on the status of our resources and reserves at year-end.

This section of our integrated report provides a summary of the status of our mineral resources and reserves as at 31 December 2016. The RBPlat Annual Mineral Resources and Reserves Statement 2016, which provides detailed information on our resources and reserves as at 31 December 2016, is available on our website at www.bafokengplatinum.co.za/stake-annual-reports.php.

RBPlat's operations lie on the Western Limb of the Bushveld Igneous Complex, immediately south of the Pilanesberg Complex. Rocks of the Lower, Critical and Main zones of the Rustenburg Layered Suite (RLS) underlie our operations, apart from a very small portion of the northern boundary area where rocks of the Pilanesberg Complex occur. RBPlat's mining operations, on the farms Boschkoppie 104 JQ, Styldrift 90 JQ and Frischgewaagd 96 JQ, are exploiting the two primary economically favourable stratigraphic PGM horizons of the Western Bushveld Complex, the Merensky Reef and the UG2 Reef. Both reef horizons are enriched with base metal sulphides and PGMs of which the Merensky Reef historically has been the most important platinum producing layer in the Western Bushveld Complex. The PGMs consist of platinum (Pt), palladium (Pd), iridium (Ir), rhodium (Rh), osmium (Os) and ruthenium (Ru). Copper (Cu), nickel (Ni) and gold (Au) are also extracted.

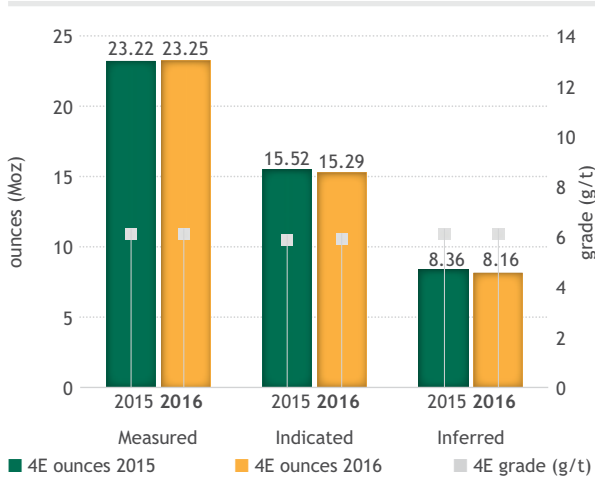
RBPlat has a 67% attributable interest in the BRPM Joint Venture (JV) resources and reserves, consisting of the Merensky and UG2 reefs underlying the Boschkoppie 104 JQ and Styldrift 90 JQ farms as well as specific portions of Frischgewaagd 96 JQ. The conversion of our Frischgewaagd 96 JQ prospecting right to a mining right resulted in an increase of 8% in our mineral reserves. Our attributable resources and reserves are summarised in the infographic on page 144.



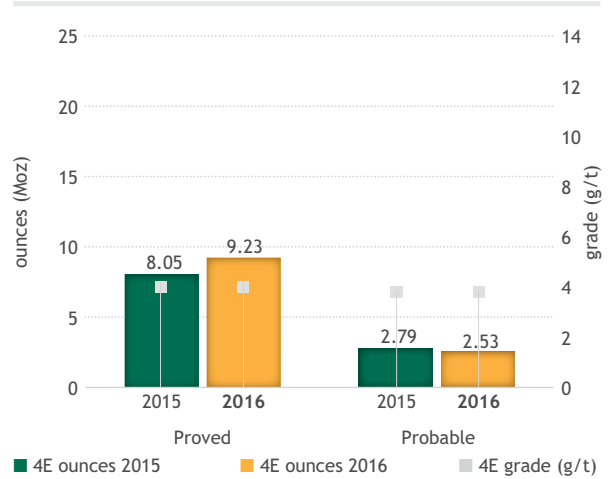
Exploration drilling, BRPM North shaft Phase III investment area

Natural capital continued

Mineral resources

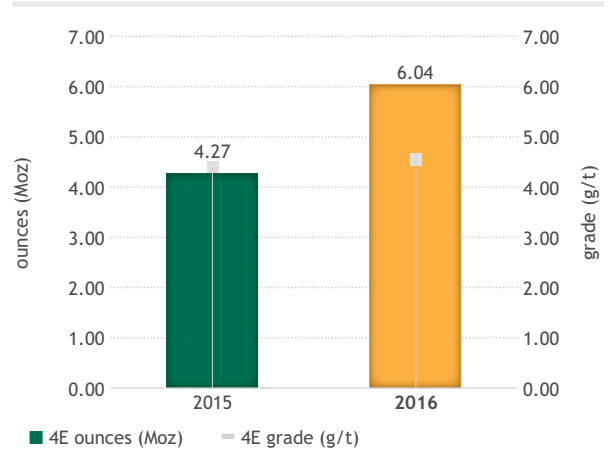


Mineral reserves



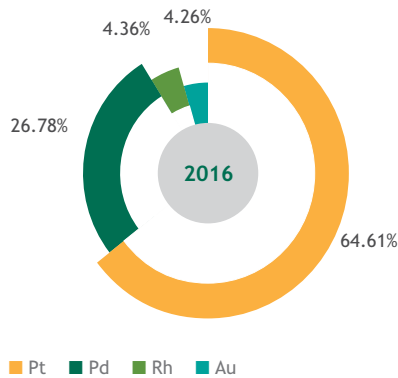
Frischgewaagd prospecting right conversion to a mining right in June 2016 resulted in an increase in mineral reserves

Styldrift mineral reserves

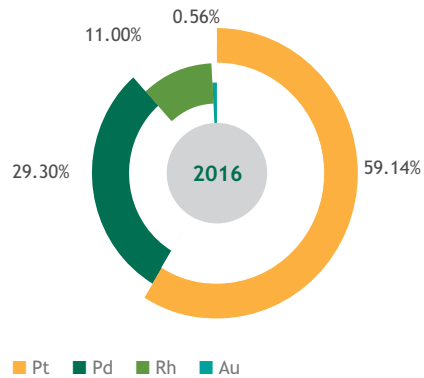


The prill split for the Merensky and UG2 reefs

The prill split for the Merensky Reef



The prill split for the UG2 Reef



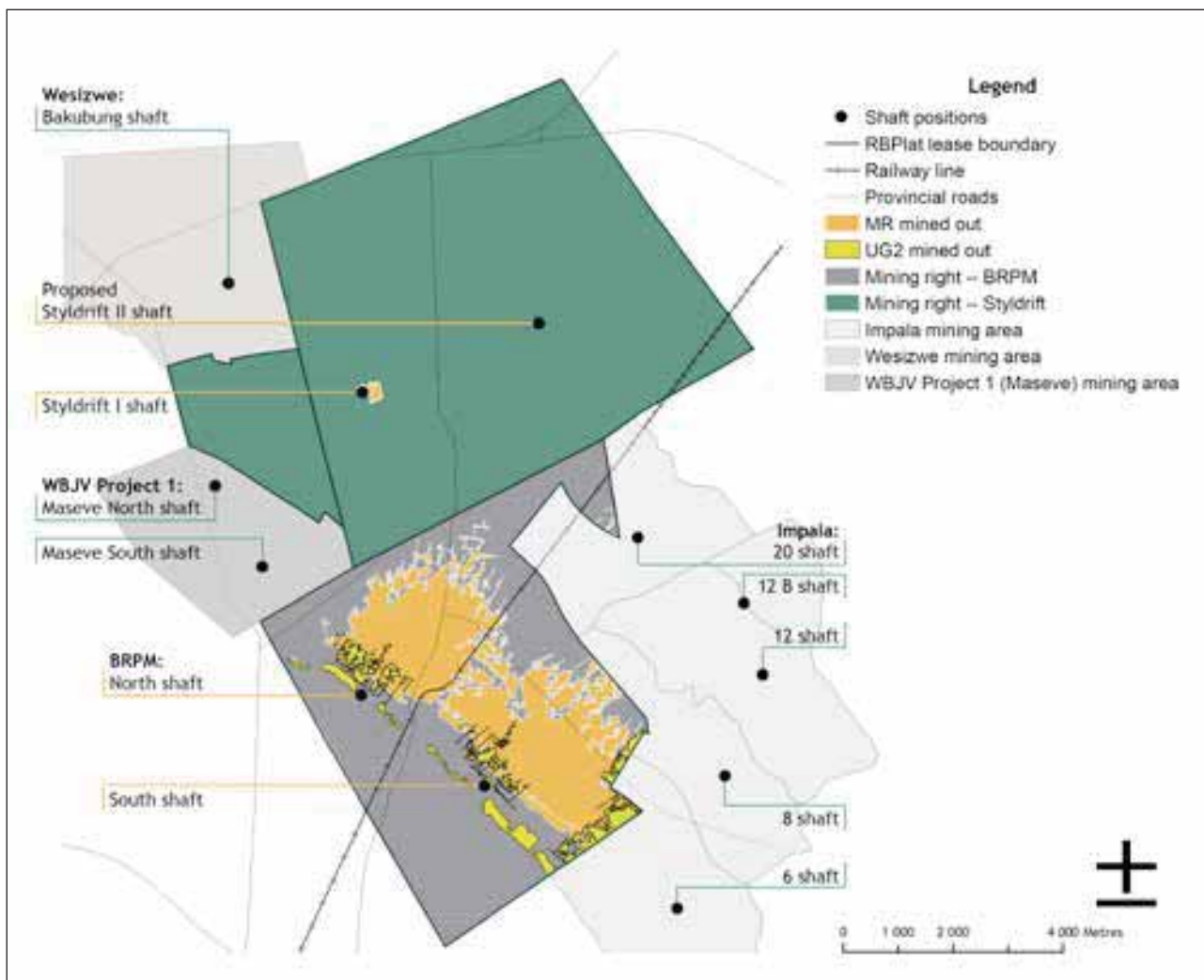
Mining rights

The BRPM JV operates the Bafokeng Rasimone Platinum Mine (BRPM) and the Styldrift Mine by virtue of mining rights registered at the Mineral and Petroleum Titles Registration Office. Certain areas within the BRPM mining right are mined by Impala Platinum Limited for which contractual agreements are in place.

Mining rights pertaining to the BRPM and Styldrift mines

Mine	Farm	Portion	Minerals*	Status of right
BRPM	Boschkoppie 104 JQ	Portion 1 and a portion of the remainder and Portion 2	Platinum, platinum group metals and associated minerals	Valid until 09/09/2040 and renewable
Styldrift	Styldrift 90 JQ Frischgewaagd 96 JQ	Farm Remainder of Portion 10, Portion 14, and Portion 17	Platinum group metals, gold ore, silver ore, nickel ore, copper ore, cobalt and chrome ore, stone aggregate (from waste dump) and sand (manufactured) from waste dump.	Valid until 11/03/2038 and renewable

* Minerals in the table above are stated as per the applicable mining right



RBPlat mineral rights

Natural capital continued

RBPlat inclusive mineral resources, RBPlat 67% attributable interest, 31 December 2016

Reef type	Resource classification	Tonnes (Mt)		4E grade (g/t)		Contained 4E (Moz)	
		2016	2015	2016	2015	2016	2015
Merensky	All	103.83	106.86	7.37	7.28	24.60	25.01
UG2	All	134.96	134.93	5.09	5.09	22.10	22.09
Total		238.79	241.79	6.08	6.06	46.70	47.10

RBPlat mineral reserves, RBPlat 67% attributable interest, 31 December 2016

Reef type	Reserve classification	Tonnes (Mt)		4E grade (g/t)		Contained 4E (Moz)	
		2016	2015	2016	2015	2016	2015
Merensky	All	51.09	42.35	4.51	4.41	7.41	6.00
UG2	All	35.09	39.40	3.86	3.82	4.35	4.84
Total		86.19	81.75	4.25	4.13	11.76	10.85

The conversion of our Frischgewaagd prospecting right to mining right added approximately 2.5Moz (4E) to our reserves. UG2 reserves, which are now within the Impala tributary area, have been removed from our classified reserves and reallocated as a non-scheduled resource.

The Merensky Reef comprises 7.41Moz at a 4E grade of 4.51g/t. Our Merensky mineral reserve tonnage increased by approximately 21% from 42.35Mt to 51.09Mt with the conversion of the Frischgewaagd mining area. The 4E ounce content increased by 23% from 6.00Moz to 7.41Moz as a result of the relatively higher grade in the Frischgewaagd area, which will be mined conventionally.

The UG2 Reef, currently only planned at BRPM, comprises 4.35Moz (a 10% decrease year-on-year). The UG2 mineral reserve tonnage decreased by 11% from 39.40Mt to 35.09Mt with a reduction in area scheduled to be mined. The grade estimate improved by 1% to 3.86g/t (4E) year-on-year.

Reporting of our reserves complies with the 2016 SAMREC Code.



Exploration drillcore sampling, RBPlat exploration coreyard



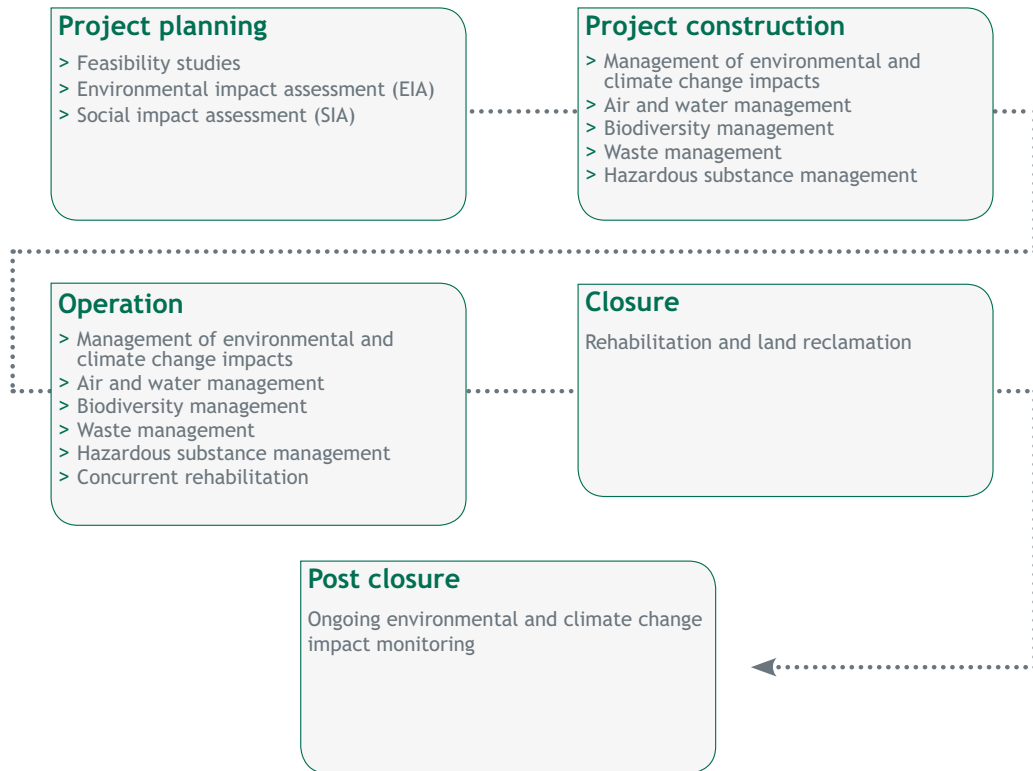
Exploration drilling core extraction, BRPM North shaft phase III investment area

Natural capital continued

In terms of natural capital our efforts towards achieving sustainability and our aspiration to deliver *More than Mining* include our support of the achievement of the relevant UNGC Principles and SDGs. Our aim is to integrate these principles and goals into how we do business and our efforts to support their application in broader society.

Our approach to environmental management

Our environmental activities and areas of focus throughout the mining lifecycle



We have adopted a precautionary approach to environmental management, which is based on international best practice, legal compliance and maintaining our environmental and social licence to operate. Key aspects of our environmental management include:

Governance

Management accountability is central to our integrated approach. Our Board of Directors and our Chief Executive Officer, assisted by the Board’s Social and Ethics Committee, are accountable for RBPlat’s environmental management and our climate change mitigation, adaptation and transparency. The Social and Ethics Committee, which is supported by our Sustainability Committee (see our governance framework), also provides overall direction on our sustainability.

The Senior Safety, Health, Environment and Risk (SHER) Manager reports on operational environmental matters to the Social and Ethics Committee. The Head: Corporate Sustainability reports to the Sustainability Committee and, together with the Executive: Risk, Assurance and Sustainability, reports to the Social and Ethics Committee on corporate sustainability matters.

The RBPlat Environmental Manager, who reports to the senior SHER Manager, is responsible for environmental management at both BRPM and Styldrift I.

Compliance and control

Our environmental team is responsible for ensuring that RBPlat’s environmental policies and procedures are aligned with all legal and regulatory requirements. The team is also responsible for

compliance with and auditing of the implementation of environmental policies, standards and procedures in our operations.

Our Group-wide environmental strategy, which was revised in 2015, is an integral part of our safety, health and environmental (SHE) management system which we use to manage our environmental aspects and impacts and overall environmental performance.

The Head: Corporate Sustainability is responsible for developing and implementing RBPlat’s sustainability framework and policy. The RBPlat sustainability framework was revised and approved by the Board in 2016.

Environmental legal compliance is continually monitored and evaluated as part of our environmental management system (EMS) and through external legal compliance

audits. We began screening and monitoring the environmental compliance of our top 30 suppliers by means of a survey in 2015 and finalised the analysis in 2016. This process helped us identify suppliers who need to improve their environmental, social and governance compliance. During 2017 we will be extending this process and engaging further with suppliers to ensure they meet our required standards of environmental compliance.

Management systems

We continually evaluate our approach to our environmental management. BRPM's ISO 14001 EMS is audited annually for compliance and recertification every three years by independent external parties as part of our business strategy. During 2016 BRPM's ISO 14001 EMS was recertified. We also obtained ISO 14001 certification for Styldrift I.

Our ongoing environmental monitoring as part of our ISO 14001 EMS includes dust, water, ambient noise, vibration and particulate matter 10 (PM10).

Closure liability assessments are done annually by external service providers and financial closure provisioning updated and submitted to DMR in line with the MPRDA requirements.

Engagement

Our employees and the union play an important role in our protection of the environment in which we operate and the people living in it. Their understanding of the need for climate change mitigation and adaptation is an important part of our environmental management programme. It is essential that our employees understand that the natural resources available to us, and in particular water, are limited and that each one of us needs to do everything we can to conserve these resources, particularly in the water-scarce region in which we live and operate. We engage with our employees through monthly SHE meetings, induction training, awareness training, the *Lebone* newsletter and environmental talk topics with the aim of ensuring they understand the importance of their

role in terms of environmental management.

Communities

The communities in which we operate are key stakeholders of RBPlat in terms of our approach to environmental management. Our social licence to operate depends on our relationship with these communities. We are committed to preventing environmental pollution and ensuring that our operations do not negatively impact on the environment in which our workforce and the communities live and work.

In terms of our environmental management our engagement with the community includes public participation meetings regarding EIAs and environmental management programmes. We also address environmental issues through our regular community forums.

Result of new approach to public participation in EIA process

The new approach to public participation we adopted as part of our environmental impact assessment process for Styldrift II resulted in a successful participation. The process included an open day and house-to-house engagement with community members regarding mining at Styldrift II.

Government

The DMR, DWS and DEA are key stakeholders in connection with the environmental management of our operations. Regular engagement with them allows us to ensure compliance with legislation, share our environmental plans and programmes and to better understand their requirements and any concerns they may have.

On 24 August 2016, DMR granted us an approval on the EIA and EMP amendment for the proposed extension of the existing BRPM tailings storage facility (TSF) and associated infrastructure for the Styldrift Mine Complex. We are currently waiting for the water use licence (WUL) approval from the DWS.

Specialist service providers

We engage with specialist service providers who assist us with the

measuring and monitoring of our environmental performance and our efforts to reduce our use of utilities and our impact on climate change. These include the Carbon Disclosure Project (CDP) which, based on our submissions to them, assesses our performance both with regard to our carbon emissions and our water usage disclosure and performance.

Climate and resource management

On 5 October 2016 the Paris Agreement came into force, which triggered a variety of important consequences including the launch of the Agreement's governing body, known as the CMA. Agreement member countries contributions are now nationally determined. This means that governments will have an obligation to take action to achieve the Agreement's goal of containing the global temperature rise this century at 2 degrees Celsius and to drive efforts to limit the temperature increase even further to 1.5 degrees Celsius. The impact of the implementation of the Paris Agreement will soon be felt in South Africa.

Our climate change strategy recognises that:

- > our activities have an impact on climate change through the production and release of greenhouse gas (GHG) emissions, which contribute to global climate change
- > climate change, driven by GHG emissions originating in human activity (primarily from the combustion of fossil fuels and industrial processes), presents a pressing and significant challenge to society
- > it is the responsibility of business to act to mitigate its impact on global climate change for the sake of current and future generations
- > addressing the causes and adapting to the impacts of climate change is core to our strategy, which seeks to deliver *More than mining* by creating economic value for all our stakeholders.



Natural capital continued

RBPlat has endorsed the *Caring for Climate* initiative, the largest business movement to address climate change, which has been endorsed by over 450 companies from more than 60 countries. We are also signatories to the Carbon Disclosure Standards Board's (CDSB) fiduciary duty and climate change disclosure.

As members of the National Business Initiatives (NBI) we joined the *We Mean Business Campaign* and have committed ourselves to:

- > ensuring responsible corporate engagement on climate policy
- > providing climate change information in mainstream corporate reports.

We have conducted a climate change risk assessment for both our operations in line with our ERM framework and our climate change strategy.

Climate change risks are complex as they include operational risks such as business continuity, employee health and safety, environmental and regulatory aspects, community needs and their perceptions of the impact of the mining industry on their

environment. To manage both our impact on climate change and its possible impact on our operations and the communities in which we operate requires that we take mitigating action and seek ways to adapt to its impacts. We also recognise that we have a social responsibility to make every effort to reduce our carbon intensity. In this connection RBPlat is a sponsor of the Fuel Cell and Hydrogen Energy Association's (FCHEA) campaign *Zero Emissions, Zero Compromise*, which promotes the use of emissions-free fuel cell vehicles (for more information see www.zeroemissions.org).



In order to address our impact on climate change we need to continually manage our water usage and our carbon footprint.

Understanding our carbon footprint

Our participation in the CDP, and our measurement of our carbon footprint during the year, provides us with up to date information that allows us to take action to reduce our carbon footprint based on current information.

Global best practice

We voluntarily report to the CDP on climate change and water.



How our carbon disclosure score has improved over the past five years

Our latest CDP performance achieved a score of B. This exceeded the CDP climate change programme average score C. In previous years the CDP provided a percentage score, but this has now been changed. In 2015 we achieved a 95% B band carbon disclosure and performance score.

> In 2016 we again achieved a performance B band carbon disclosure score in a year when the average programme score was C



Vegetation on the wall of our tailings dam

The carbon intensity of RBPlat's mining operations at BRPM, BRPM concentrator and Styldrift I

Description	Unit	Quantity in 2016	Carbon intensity/unit in 2016	Quantity in unit 2015	Carbon intensity/unit in 2015	Relative % change 2015 to 2016
A Tonnes milled	tCO ₂ e/000 tonnes	2 762	0.115	2 461	0.124	(7.82)
ROM tonnes delivered to concentrator	tCO ₂ e/000 tonnes	2 759	0.115	2 456	0.116	(0.86)
4E ounces in concentrate	tCO ₂ e/000 oz	303.79	1.05	236.2	1.210	(13.3)
Platinum ounces in concentrate	tCO ₂ e/000 oz	195.95	1.62	153.6	1.861	(13.0)
Revenue (R'000)	tCO ₂ e/000 ZAR	3 342.2	0.095	3 045	0.094	1.0
Number of employees	tCO ₂ e/FTE	7 400	39.8	7 281	39.3	1.27
A Scope 1 and 2 emissions	tCO ₂ e/yr	318 220		304 674		

To reduce our carbon intensity we need to continue to improve our efficiency in terms of the amount of fuel and electricity we use to produce a tonne of concentrate.

Energy management

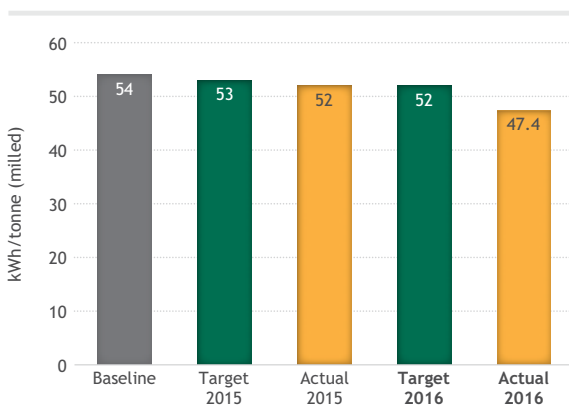
We rely on energy in the form of fuel and electricity to operate. We recognise that ours is an energy intensive business and that not only is the consumption of energy a significant cost to our business, but it also leads to the production and release of GHG emissions. The emissions contribute to global climate change. Reducing our energy consumption and related costs is in the interests of the long-term environmental and economic sustainability of our operations.

To achieve this we have efficiency-based reduction targets for BRPM and the BRPM concentrator. These unit based targets were set over a 10-year period, with 2009 used as the baseline year. They are:

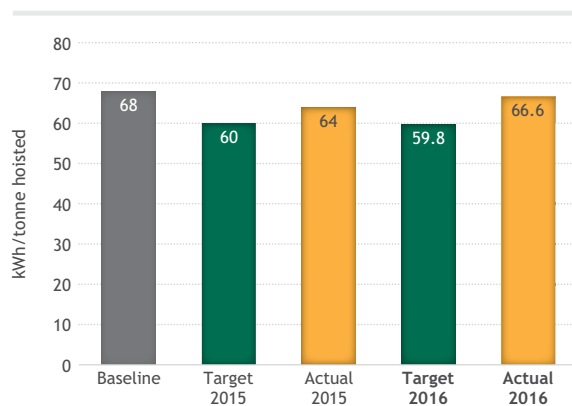
- > 10% reduction in energy use by the BRPM concentrator by 2019
- > 15% reduction in energy use by BRPM's mining operations by 2019 with a 10% reduction achieved by 2014.

We reported against these targets for the first time in 2015. We will be setting energy targets for Styldrift I when it reaches steady state.

BRPM concentrator energy efficiency



BRPM mining energy efficiency



Following the comprehensive energy site audit conducted at BRPM in 2015 we have formalised our energy management strategy and implementation plan, which was approved by the Board in 2016.

Compressed air accounts for between 20% and 25% of our energy consumption at BRPM. We are currently upgrading the mine's compressed air reticulation infrastructure, which will reduce compressed air loss and consequently our energy consumption.

Natural capital continued

A Energy consumption

Type of energy	2016		2015		2014		% change year-on-year
	MWh	GJ	MWh	GJ	MWh	GJ	
Electricity at BRPM	285 864	1 029 110.4	277 112	997 602	258 288	1 027 037	3.16
Electricity at Styldrift I	24 150	86 940	17 752	63 907	32 668	117 605	36.0
Total RBPlat electricity consumption	310 014	1 116 051	294 864	1 061 510	317 956	1 144 642	5.1
	kl	GJ	kl	GJ	kl	GJ	
Diesel at RBPlat	740	26 633	523	20 262	937	31 028	31.4
Petrol at RBPlat	14	468	23	802	44	1 515	(39.1)
Total energy at RBPlat in GJ		1 143 152		1 082 573		1 177 185	5.6

Managing our emissions

Our carbon emissions increased by 4.3% year-on-year.

The 32.7% decrease in Scope 1 emissions is as a result of the decrease in the use of petrol at BRPM, as indicated in the table below, and a slight decrease in the amount of waste landfilled. The 5.1% increase in Scope 2 emissions can be attributed to the increase in activities at Styldrift I due to a 36% increase in its use of electricity year-on-year.

RBPlat's GHG emissions by scope

Description	2016 tCO ₂ e	2015 tCO ₂ e	2014 tCO ₂ e	% change year-on-year
A Scope 1 (direct GHG emissions from sources that are owned or controlled by RBPlat – petrol and diesel fuel consumed by our vehicles and equipment)	3 639	5 407*	3 996	(32.7)
A Scope 2 (indirect GHG emissions produced during the production of the electricity we purchase from Eskom)	314 581	299 207	322 640	5.1
Scope 3 (other indirect GHG emissions from sources not owned or controlled by RBPlat – for example transport-related activities in vehicles not owned by the mine)	3 936	4 322*	8 914	(8.9)
Total emissions	322 156	308 936	335 577	4.3

* The difference between Scope 1 and 2 emissions in 2015 is mainly attributable to general waste, which was incorrectly recorded under Scope 3 in 2014 being recorded under Scope 1 in 2015

Water scarcity

According to the World Economic Forum's *Global Risk Report 2015* water crises are the single most impactful risk facing the world today.

Our operations are located in an arid water-scarce area where prolonged drought conditions could limit our production growth or prevent us from operating. A reduction in the availability of potable water from

Magalies Water could also have health impacts and create tension between RBPlat and the communities in which we operate. South Africa is currently experiencing severe drought conditions, which have led to a shortage of water in certain parts of the North West province.

Since the commissioning of our water treatment plant in November 2015, we have treated 965.65 ML.

The water treatment plant has processed on average 2.64 ML per day from our return water dams and our UG2 opencast pit during 2016. The use of this recycled water in the BRPM concentrator resulted in a 53.5% reduction in the concentrator's consumption of potable water during 2016, with a consequent reduction in water costs of R7 950 973 since the commissioning of the treatment plant.

Potable and recycled water consumption

Description	2016 ML	2015 ML	2014 ML	% change year-on-year
Concentrator				
Potable water consumption	870.5	1 870.1	1 487.3	(53.5)
Recycled water consumption	1 272.0*	1 341.2	1 317.8	(4.8)
BRPM mine				
Potable water consumption	601.8	767.9	623.1	(21.6)
Styldrift I				
Potable water consumption	149.0	88.4	88.1	68.0
Recycled water consumption	55.0	15.3	11.6	
Total consumption of potable water	1 621.4	2 726.4	2 198.5	(40.5)
Total consumption of recycled water	1 332.0	1 356.5	1 329.4	(0.7)
Grand total of water consumption by RBPlat	2 953.4	4 082.9	3 527.9	(27.4)

* The BRPM concentrator's recycled water for 2016 excludes water from the water treatment plant

No water sources, other than Magalies Water, are affected by the withdrawal of water for RBPlat's operations. We have secured an adequate water allocation for our current and future mining requirements at BRPM and Styldrift I.

Managing our use of water resources

In order to understand fully what more we can do to better manage water usage we commissioned an external party to audit the impacts of our operations on water resources, the risks facing our operations in terms of the sustainability of our access to water and what more we

can do to make our water usage more efficient, including the recycling of this precious resource. Based on the results of this survey we developed a new water management strategy, which was approved by the Board for implementation in November 2016.

The main aims of our water management strategy are to:

- > reduce our potable water consumption by improving water use efficiency and water recycling
- > prevent the contamination of ground and surface water resources

- > maintain and strengthen our licence to operate by securing the availability of sufficient water for our current and future mining operations
- > reduce our operational cost through increased water use efficiency to strengthen the Company's financial position.

Our water management strategy will allow us to ensure meaningful stakeholder engagement by being able to address related water material issues, risks and opportunities.

Natural capital continued

Our operations are not considered to be water intensive. We previously automated and expanded our potable water metering and management system, which improved our understanding of how and where we use water and how better to control our water usage.

Measuring our performance against target

Both our operations have an approved WUL with external audits conducted annually to ensure compliance and these reports are submitted to the DWS.

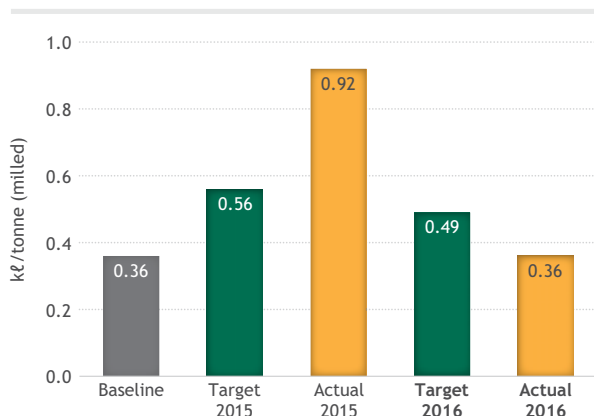
The integrated water and waste management plans (IWWMPs) for both operations were reviewed and updated. BRPM's plan has been submitted to the DWS and Styldrift I's plan is still to be finalised.

Water use efficiency at our operations

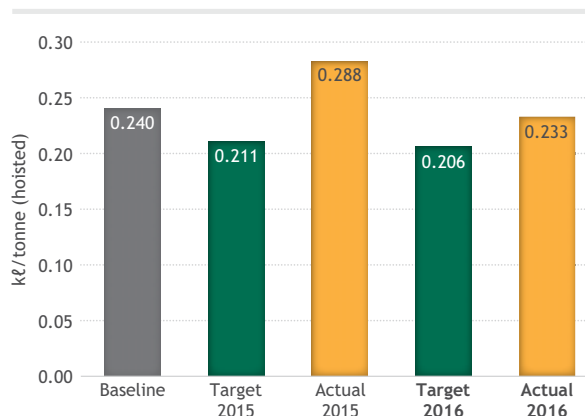
Description	2016 ML/kt milled	2015 ML/kt milled	2014 ML/kt milled	% change year-on-year
A Potable water at BRPM	0.627	1.290	1.007	(51.3)
A Potable water at Styldrift I	0.359	1.227	2.042	(70.4)
RBPlat recycled water*	0.830	0.656	0.624	26.5
Total RBPlat	0.986	1.333	1.049	(26)

* including water recycled at the BRPM water treatment plant

BRPM concentrator water efficiency



BRPM mining potable water efficiency



Preventing contamination

Our clean and dirty water infrastructure at BRPM and Styldrift I, where we operate closed loop systems, ensures we divert clean rainwater away from our operations and contain dirty water.

Potential environmental impacts

RBPlat identifies the negative environmental impacts of its activities by conducting an annual impact assessment. Based on the results of the assessment it sets objectives and targets to address any significant environmental impacts identified by the assessment.

Ongoing environmental monitoring and audits are conducted to ensure that these significant impacts are addressed and our targets are met.

Effluent and waste management

At RBPlat our waste quantities are affected by our production levels.

This year the increase in the waste use generated is due to the inclusion of wood in our figures.

Waste production and disposal

Type of waste	2016 tonnes	2015 tonnes	2014 tonnes	% change year-on-year
BRPM				
Landfill waste	1 242.79	1 649.00	4 306	(24.6)
Incinerated medical waste	1.34	1.17	2.00	14.6
Recycled industrial waste	1 659.00	1 569.69	1 750.00	5.7
A Hazardous waste	67.79	82.40	212.00	(17.7)
Wood	1 191.00	–	–	
Recycled paper	5.80	2.87	–	102.1
Total BRPM waste	4 167.20	3 305.13	6 270.0	26.1
Styldrift I				
Landfill waste	212.21	208.18	273.0	1.93
Recycled industrial waste	448.90	727.63	216.00	(38.30)
A Hazardous waste	34.34	31.02	14.90	10.70
Recycled paper	1.36	0.99	–	37.40
Wood	0.00			
Total Styldrift I waste	696.81	967.82	503.90	(28.00)
Total RBPlat waste	6 207.19	4 272.95	6 773.90	45.3

General/domestic waste

BRPM has its own licensed landfill site. The aim of our waste management procedure is to actively manage the amount of waste we produce by reusing and recycling whenever possible.

We dispose responsibly of the waste we generate and minimise the amount of waste we send to the landfill site.

The landfill waste generated by Styldrift I, which will continue to increase over the next few years as activity increases at the mine, is currently being disposed at the BRPM landfill site. The recycling of paper through a local black-owned recycling company has reduced the amount of paper going to landfill. We provided 1 191 tonnes of wood to our

local communities. Our recycling of paper increased by 85.5% in 2016.

Medical waste

Appointed contractors are responsible for collecting and transporting our medical waste to an approved site. Medical waste from our BRPM clinic is incinerated at the approved Roodepoort medical waste incinerator and we have been issued with certificates of safe disposal.

Industrial waste

We sort most of our industrial waste on site and reuse where possible. We use accredited service providers to transport our recyclable industrial waste, which includes scrap metal, to recycling companies.

Explosives waste

Our Explosives Coordinator is responsible for the use and

management of explosives on site. As required by the Explosives Act (Act No 26 of 1956) our explosives waste (empty boxes, cartons and packaging which has previously contained blasting material) is destroyed daily by controlled burning in the demarcated destruction bay on site.

Hazardous waste

The hazardous waste produced at both BRPM and Styldrift I is collected, transported and disposed of by appointed service providers at Holfontein, an approved hazardous waste site, which issues us with safe disposal certificates. RBPlat does not import, export or treat waste deemed hazardous under the Basel Convention Annexures I, II, III and VII.

Natural capital continued

Materials consumption

Material	Units	2016	2015	2014	% change year-on-year
Acetylene	kg	3 199	3 284	5 609	(2.58)
Explosives	kg	5 219 669	4 753 234	5 273 075	9.81
Fire extinguishers	kg	12 699	10 331	1 900	22.92
Refrigerants	kg	32	—	12	—
Company owned vehicles – petrol	litres	14 293	23 284	44 186	(39.00)
Company owned vehicles – diesel*	litres	739 648	523 320	936 766	41.3

* The diesel volumes include diesel from the generator

The increase in diesel consumption is in line with the increase in activity at Styldrift I where diesel vehicles are used in mechanised mining.

Effluent

We have an agreement with Glencore’s Boshhoek ferrochrome plant to treat their plant’s sewage in our sewage treatment plant.

Our mining and metallurgical operations generate hazardous and non-hazardous waste, which must be correctly disposed of to prevent any negative impacts on the environment. Our environmental strategy and policies set stringent standards for the management of waste and mine residues (tailings and waste rock).


The tailings from our concentrator operations are disposed of at the BRPM tailings dam and waste rock is disposed at BRPM’s North shaft, South shaft and at Styldrift I waste rock dumps. Some of this waste rock is crushed and used in the civil construction sector in and around the area of our operations. When the site is rehabilitated the waste rock dumps will be shaped and vegetated to mimic the natural environment.

We prioritise the maintenance of the integrity of our tailings dam, which is designed to handle a 100-year flood. We have processes in place to ensure we continually check the structural integrity of the dam.

Product responsibility

RBPlat’s mining lifecycle includes exploration, project development, mine construction, ore production, concentrate production, closure and decommissioning. Our final product is a concentrate which is sold to a single customer, Rustenburg Platinum Mines Limited (RPM), a wholly owned subsidiary of Anglo American Platinum (Amplats), through a concentrate offtake agreement. The concentrate must meet certain specifications in terms of the offtake agreement in relation to the PGM moisture and chrome content for each tonne of concentrate. These product specifications are assessed through specific and proven procedures agreed to by RBPlat and RPM.

Product uses

The use of PGMs in autocatalytic converters plays a significant role in the reduction of air pollution by limiting the discharge of carbon monoxide hydrocarbons, nitrous oxides and particulates. Approximately 56% of global PGM production is used in autocatalytic converters (for more information on the legislation affecting their application and the resultant use of PGMs see page 67 of the Operating  67 context in this report).

PGMs are also being used in alternative green energy solutions including fuel cells. Fuel cell minigrd electrification technology is

an attractive cost-effective alternative to grid electrification in remote areas. Fuel cells offer a more efficient low carbon option than using diesel generators to supply rural communities.

Members of the platinum industry are investing substantially in research into fuel cell powered industrial vehicles. In addition, Amplats is supporting the London Hydrogen Network Expansion Project and took delivery of a fuel cell powered motor car in London in 2015. The industry champions new, sustainable and environmentally friendly technology and its development including hydrogen fuelled fuel cell electrical vehicles (FCEVs) through promotion, technological demonstrations and industry partnerships.

Product stewardship

We systematically address the safety, health and environmental issues relating to our products at all stages of the product lifecycle. The refiners and marketers of our PGMs have specific measures in place to protect the health and safety of those using or delivering our products. Mineral safety development sheets are provided with all mining products and directed at industrial users, and our products are not delivered directly to customers.

We are committed to minimising the dispersion of metals back into the biosphere and reducing the environmental and health risks associated with this.

We aim to ensure the health, safety and environmental risks associated with the use, recovery, recycling and disposal of our products are properly understood by customers and mitigated. Since our metals are sold into a global marketplace, we believe that meeting our product

stewardship commitment is best done in collaboration with key stakeholders. Much of our engagement on product stewardship is done via our membership of the International Platinum Group Metals Association (IPA).

The refiners and marketers of our PGMs recognise the responsibility they have as suppliers of PGMs to build value chains that minimise the negative and enhance the positive

impacts of PGMs over their lifecycles.

The metals produced from our concentrate are sold into the global marketplace by Anglo American Platinum, which meets its product stewardship commitments in collaboration with key stakeholders including government, industry associations, the scientific community and civil society organisations.



The water settling tank at the BRPM concentrator

Independent assurance report to the management and stakeholders of Royal Bafokeng Platinum Limited (RBPlat)

Introduction

Ibis ESG Assurance Proprietary Limited (Ibis) was commissioned by RBPlat to conduct an independent third-party assurance engagement in relation to the sustainability information in its integrated report (the report) for the financial year ended 31 December 2016.

Ibis is an independent and licensed provider of sustainability assurance services. The assurance team was led by Petrus Gildenhuis with support from Simon Clarke and Ravanya Naidoo from Ibis. Petrus is a Lead Certified Sustainability Assurance Practitioner (LCSAP) with more than 20 years' experience in sustainability performance measurement involving both advisory and assurance work.

Assurance standard applied

This assurance engagement was performed in accordance with AccountAbility's AA1000AS (2008) Standard and was conducted to meet the AA1000AS Type II moderate level requirements.

Respective responsibilities and Ibis' independence

RBPlat is responsible for preparing the report and for the collection and presentation of sustainability information within the report. Ibis' responsibility is to the management of RBPlat alone and in accordance with the terms of reference agreed with RBPlat.

Ibis applies a strict independence policy and confirms its impartiality to RBPlat in delivering the assurance engagement. This assurance engagement is the first assurance engagement conducted for RBPlat by Ibis as a new assurance provider.

Assurance objectives

The objective of the assurance process was to provide the management of RBPlat and RBPlat's stakeholders with an independent moderate level assurance opinion on whether the report meets the following objectives:

- > adherence to the AA1000APS (2008) AccountAbility principles of inclusivity, materiality and responsiveness
- > fair reporting on a selection of operational key performance indicators (KPIs) as related to the identified material issues and marked with an **A** in the report. These indicators are listed below.

Social

Material issues	KPI
Managing the impacts of our supply chain	HDSA percentage discretionary procurement spend
Implementation of our social and labour plans (SLPs)	Total SLP expenditure Number and % of workforce trained in terms of SLP commitments Total employees and contractors training spend in terms of SLP as a percentage of payroll Women in mining Employment equity: % of HDSA managers in core and support functions
Labour and trade union stability	Number of production days lost due to labour action Absenteeism rate for full time employees
Availability of adequate and appropriate skills	Total number of employees, contractors and community members who received part-time AET Skilled employee turnover

Environmental

Material issues	KPI
Environmental and climate change	Total water used Water use efficiency Total energy consumption, including electricity, petrol, diesel and LPG/LNG Electricity use intensity Greenhouse gas emissions: Scope 1 and 2 (CO ₂ e), including GHG intensity (per tonnes milled/ore produced) Hazardous waste landfilled

Safety

Material issues	KPI
Safety performance	Fatal injury frequency rate (FIFR) Lost time injury frequency rate (LTIFR) Serious injury frequency rate (SIFR) Number of days without an injury Total recordable injury frequency rate (TIFR) Number of production shifts lost due to section 54 stoppages

Health

Material issues	KPI
Health and wellness of our employees	Number of new noise-induced hearing loss (NIHL) cases diagnosed, greater than 10% PLH HCT – total number of counselling sessions and tests performed (employees and contractors) Number of employees and contractors on ART Number of ART default cases Tuberculosis (TB): Number of employees and contractors who were tested positive TB incidence rate

Work performed by Ibis

The following suitable assessment criteria was used in undertaking the work:

- > AA1000APS (2008) (AccountAbility Principles Standard) published criteria for inclusivity, materiality and responsiveness respectively
- > RBPlat's operational sustainability data reporting procedure that specifies definitions, reporting processes, controls and responsibilities.

Our assurance methodology included:

- > interviews with relevant functional managers at corporate office and the operations to understand and test the processes in place for adherence to the AA1000APS stakeholder engagement principles and disclosure of the selected KPIs in the assurance scope
- > site visits to both its BRPM and Styldrift operations, which involved testing, on a sample basis, the measurement, collection, aggregation and reporting processes in place
- > inspection and corroboration of evidence in support of satisfying the assurance criteria at the operations as well as at RBPlat's corporate office
- > reporting the assurance observations to management as they arose to provide an opportunity for corrective action prior to completion of the assurance process
- > assessing the presentation of information relevant to the scope of work in the report to ensure consistency with the assurance observations.

Engagement limitations

Ibis planned and performed the work to obtain all the information and explanations believed necessary to provide a basis for the assurance conclusions for a moderate assurance level in accordance with AA1000AS (2008).

The evidence gathering procedures for moderate assurance are more restricted than for high assurance and therefore less assurance is obtained with *moderate* assurance than for *high* assurance as per AA1000AS (2008).

Conversion factors used to derive emissions and energy used from fuel and electricity consumed, are based upon information and factors derived by independent third parties. The assurance work has not included examination of the derivation of those factors and other third-party information.

Assurance conclusion

In our opinion, based on the work undertaken for moderate assurance as described, we conclude that the subject matters in the scope of this assurance engagement have been prepared in accordance with the defined reporting criteria and are free from material misstatement in respect of:

- > RBPlat's adherence to the AA 1000APS principles of inclusivity, materiality and responsiveness
- > the selected KPIs as identified under assurance objectives above and as presented with an **A** in the published and online report.

Key observations and recommendations

Based on the work set out above, and without affecting the assurance conclusions, the key observations and recommendations for improvement are as follows:

In relation to the inclusivity principle

RBPlat has a formal sustainability and stakeholder engagement framework in place that it continued to maintain and apply during the reporting period. Evidence observed pointed to inclusive stakeholder engagement and collective decision-making performed, the results of which were continuously reported by way of monthly performance reviews to the Executive Committee, and quarterly to the Social and Ethics Committee and the Board.

In relation to the materiality principle

Evidence observed confirmed that RBPlat has maintained due process in mapping and disclosing its material stakeholder issues in a transparent and balanced manner. The established materiality determination process was reperformed in 2016, and integrated with the internal risk management process. Material issues have been revised, considered at Board level and linked to the reported sustainability themes that are relevant to the strategic objectives of the business. The report explains why the identified issues are material, which capitals they affect, how the opportunities and risks they present are addressed, how performance is measured, and what the future focus elements in these areas are. The materiality section of the report was also revised to reflect the shifting of material issues as determined during 2016.

Independent assurance report to the management and stakeholders of Royal Bafokeng Platinum Limited (RBPlat) continued

In relation to the responsiveness principle

RBPlat's responses to stakeholder issues observed across different stakeholder groups and case studies indicate a high level of maturity and accountability to stakeholder issues raised. RBPlat actively implemented its stakeholder engagement framework. Evidence observed points to continued actions towards strengthening relationships with employees, unions and communities, as well as the investor community. Responses to stakeholders observed were found to be directly related to the stakeholder concerns and were conducted in a timely, fair and appropriate manner without prejudice to any one stakeholder group. Continued implementation of the stakeholder engagement framework is recommended as well as the revision of the framework in accordance with the updated AA1000APS that will be released in 2017.

In relation to the selected KPIs

A number of data inconsistencies were identified during the audit that were subsequently corrected by RBPlat. This points to internal control deficiencies that need to be addressed. It is recommended that for 2017 the internal audit programme focuses on the reporting of those data points where repeat challenges have been experienced. They are exposure hours, GHG data, hazardous waste and AET.

A comprehensive management report detailing specific findings and recommendations for continued sustainability reporting improvement has been submitted to RBPlat management for consideration.



Petrus Gildenhuys
Director, Ibis ESG Assurance Proprietary Limited

Johannesburg, 21 February 2017



The assurance statement provides no assurance on the maintenance and integrity of sustainability information on the website, including controls used to maintain this. These matters are the responsibility of RBPlat.

RBPlat's response to the assurance statement:

"Following the recommendations highlighted in this assurance statement and the management report, RBPlat has already begun reviewing the recommendations. We will initiate an internal sustainability audit programme focusing on data quality controls and revise our sustainability and stakeholder engagement framework once the new AA1000APS is released."

Shareholder statistics

Shareholder spread	Number of shareholders	% of total shareholders	Number of shares	% of issued capital
1 – 1 000	1 235	61.5	388 176	0.2
1 001 – 10 000	414	20.6	1 276 353	0.7
10 001 – 100 000	237	11.8	9 170 289	4.7
100 001 – 1 000 000	100	5.0	28 259 476	14.4
Over 1 000 000	21	1.0	156 742 171	80.0
Total	2 007	100.0	195 836 465	100.0

Distribution of shareholders	Number of shareholders	% of total shareholders	Number of shares	% of issued capital
Assurance companies	26	1.3	1 506 566	0.8
Close corporations	9	0.4	29 299	0.0
Collective investment schemes	127	6.3	23 828 146	12.2
Custodians	45	2.2	9 571 458	4.9
Foundations and charitable funds	18	0.9	382 246	0.2
Hedge funds	10	0.5	152 448	0.1
Insurance companies	3	0.1	191 273	0.1
Investment partnerships	12	0.6	16 323	0.0
Managed funds	2	0.1	86 369	0.0
Medical aid funds	7	0.3	197 787	0.1
Organs of state	8	0.4	9 972 731	5.1
Private companies	47	2.3	1 135 413	0.6
Public companies	2	0.1	22 404 559	11.4
Public entities	5	0.2	104 ,154	0.1
Retail shareholders	1 344	67.0	1 416 060	0.7
Retirement benefit funds	179	8.9	20 312 00 2	10.4
Scrip lending	2	0.1	20 697	0.0
Share schemes	1	0.0	2 612 554	1.3
Stockbrokers and nominees	13	0.6	100 672	0.1
Treasury	2	0.1	101 333 105	51.7
Trusts	145	7.2	462 603	0.2
Total	2 007	100.0	195 836 465	100.0

Shareholder type	Number of shareholders	% of total shareholders	Number of shares	% of issued capital
Non-public shareholders	9	0.4	126 708 021	64.7
Royal Bafokeng Platinum Holdings	2	0.1	101 333 105	51.7
Directors and Associates (excluding employee share schemes)	5	0.3	357 812	0.2
Share schemes	1	0.0	2 612 554	1.3
Rustenburg Platinum Mines	1	0.0	22 404 550	11.4
Public shareholders	1 998	99.6	69 128 444	35.3
Total	2 007	100.0	195 836 465	100.0

Shareholder statistics continued

Fund managers with a holding greater than 3% of the issued shares	Number of shares	% of issued capital
Kagiso Asset Management	14 811 366	7.6
Allan Gray	9 810 659	5.0
Investec Asset Management	7 407 463	3.8
Total	32 029 488	16.4

Beneficial shareholders with a holding greater than 3% of the issued shares	Number of shares	% of issued capital
Royal Bafokeng Platinum Holdings	101 333 105	51.7
Rustenburg Platinum Mines Limited	22 404 550	11.4
Government Employees Pension Fund	9 703 049	5.0
Total	133 440 704	68.1

Total number of shareholdings	2 007
Total number of shares in issue	195 836 465

Share price performance	
Opening price on 4 January 2016	R26.00
Closing price at 31 December 2016	R35.61
Closing high for the period	R53.00
Closing low for the period	R22.35
Number of shares in issue	195 836 465
Volume traded during the period	52 887 853
Ratio of volume traded to shares issued (%)	27.01
Rand value traded during the period	R2 199 423 933
Price/earnings ratio as at 31 December 2016	64.75
Earnings yield as at 31 December 2016	1.54
Dividend yield as at 31 December 2016	0.00
Market capitalisation at 31 December 2016	R6 973 736 519

Glossary of terms and acronyms

4E	Four platinum group elements: Platinum, palladium, rhodium and gold	Decibel A	A-weighted decibels: Abbreviated as dBA, or dBa, or dB(a), an expression of the relative loudness of sounds in air as perceived by the human ear. In the A-weighted system, the decibel values of sounds at low frequencies are reduced, compared with unweighted decibels, in which no correction is made for audio frequency. This correction is made because the human ear is less sensitive at low audio frequencies, especially below 1000 Hz, than at high audio frequencies
AET	Adult education and training	Decline	A generic term used to describe a shaft at an inclination below the horizontal and usually at the same angle as the dip of the reef
Aids	Acquired immune deficiency syndrome	Discretionary procurement	Procurement for which the purchaser is able to choose the supplier as opposed to non-discretionary expenditure where the purchaser has no choice of supplier, e.g. the purchase of electricity from Eskom which is currently the only company from which we can purchase electricity in South Africa
Amplats	Anglo American Platinum Limited	DMR	Department: Mineral Resources
ART	Antiretroviral treatment	DWS	Department: Water and Sanitation
Au	Gold	Earned value	Cost for actual work performed minus the budgeted cost for the work performed
Base metal	A common metal that is not considered precious, such as copper, nickel, tin or zinc	EBITDA	Earnings before interest, taxation, depreciation and amortisation
B-BBEE	Broad-based black economic empowerment	EIA	Environmental impact assessment
BPC	Business Planning and Consolidation: The overarching IM service that integrates all the various system outputs into a single platform where planning, consolidation, analysis and reporting is done on a continual basis as well as in cyclic events either monthly or annually	EMP	Environmental management programme
BRMS	Bafokeng Rasimone Management Services Proprietary Limited	Employment equity	Percentage of historically disadvantaged South African managers in core and support functions in terms of the Mining Charter requirements
BRPM	Bafokeng Rasimone Platinum Mine	EMP	Environmental management programme
CAS	Collision avoidance system	EMS	Environmental management system
CDP	Carbon Disclosure Project	Enrolled employee	A member of RBPlat's permanent workforce
CMA	Conference of the Parties serving as the meeting of the Parties to the Paris Agreement	EPS	Earnings per share
Concentrate	The product of the process of separating milled ore into a waste stream (tailings) and a valuable mineral stream (concentrate) by flotation. The valuable minerals in the concentrate contain almost all the base metals and precious minerals. These minerals are treated further by smelting and refining to obtain the pure metals (PGMs, Au, Ni and Cu)	ERM	Enterprise risk management
CPI	Consumer price inflation	ERP	Enterprise Resource Planning: A system of integrated IM services that reside in a common data warehouse, providing a platform to plan, track and manage the business resources and finances
CSI	Corporate social investment		
Cu	Copper		
CWS	Collision warning system		
DEA	Department: Environmental Affairs		
Debt:equity ratio	Interest-bearing borrowings, including the short-term portion payable, as a ratio of shareholders' equity		

Glossary of terms and acronyms continued

ERRA	Employee relations recognition agreement	HCT	HIV counselling and testing
ESG	Environmental, social and governance	HDSA	Historically disadvantaged South African
ESOP	Employee share ownership plan	HEPS	Headline earnings per share
ETF	Exchange traded funds	HIV	Human immunodeficiency virus
EVM	Earned value management	ICT	Information communication technology
Fatality	Any death resulting from an unexpected and unplanned occurrence, including acts of violence on the premises of the Company. Deaths arising out of or in connection with work, irrespective of the time between the injury and the occurrence of the death	IIA	Institute of Internal Auditors
FCEV	Fuel cell electrical vehicle	IDC	Industrial Development Corporation
FIFR	Fatal injury frequency rate; the number of fatal injuries that have occurred in every 200 000 hours worked	IDP	Integrated Development Plan
FTE	Full time equivalent	IFRS	International Financial Reporting Standards
FOG	Fall of ground	IM	Information management
FOGHITS	Fall of ground hazard identification treatment system	IMA	Immediately available ore reserves: Ground available for mining without any further development
GHG	Greenhouse gases, the gases present in the earth's atmosphere which reduce the loss of heat into space and contribute to global temperatures through the greenhouse gas effect. On earth the most abundant greenhouse gases are, in order of relative abundance: water vapour, carbon dioxide, methane, nitrous oxide, ozone and chlorofluorocarbons	IMS	Immediately stopable reserves: Fully equipped and spare mining faces that can be mined immediately
GJ	A gigajoule is equivalent to one billion joules and a joule is a unit of energy equivalent to one watt of power dissipated over one second	In situ	The original natural state of the ore body before mining or processing of the ore takes place
Greenhouse gas emissions Scope 1 and 2	As per the Greenhouse Gas Protocol (GHG Protocol) jointly convened in 1998 by the World Business Council for Sustainable Development (WBCSD) and the World Resources Institute (WRI) protocol: Scope 1: LPG, acetylene gas consumption, the combustion of lubrication oil, explosives, generators (petrol and diesel), Company-owned vehicles (petrol and diesel); Scope 2: Electricity	Indicated mineral resource	"An 'Indicated Mineral Resource' is that part of a Mineral Resource for which tonnage, densities, shape, physical characteristics, grade and mineral content can be estimated with a reasonable level of confidence. It is based on information from exploration, sampling and testing of material gathered from locations such as outcrops, trenches, pits, workings and drill holes. The locations are too widely or inappropriately spaced to confirm geological or grade continuity, but are spaced closely enough for continuity to be assumed." (SAMREC 2007)
GRI	Global Reporting Initiative, established in 1997 with the aim of designing globally applicable guidelines for the preparation of enterprise level, sustainable development reports	Inferred mineral resource	"An 'Inferred Mineral Resource' is that part of a Mineral Resource for which volume or tonnage, grade and mineral content can be estimated with only a low level of confidence. It is inferred from geological evidence and sampling and assumed but not verified geologically or through analysis of grade continuity. It is based on information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that may be limited in scope or of uncertain quality and reliability." (SAMREC 2007)
g/t	Grams per tonne, the unit of measurement of metal content, equivalent to parts per million		

Inferred scheduled resource	That portion of an inferred mineral resource which is included in the mine design or planning but not converted to a mineral reserve due to a low level of confidence	Merensky Reef	The Merensky Reef is a layer in the Bushveld Complex (BC) containing one of the world's largest concentrations of platinum group metals (PGMs)
IOD	Institute of Directors	MII	Mining Integration and Intelligence
IPA	Platinum Group Metals Association	Milling	A process to reduce broken ore to a size at which concentrating can be undertaken
ISO 14001	The International Standards Organisation's standard for environmental management systems	MHS	Mine health and safety
ISO 9001	The International Standards Organisation's standard for quality management	Mineral reserve	"A 'Mineral Reserve' is the economically mineable material derived from a Measured or Indicated Mineral Resource or both. It includes diluting and contaminating materials and allows for losses that are expected to occur when the material is mined. Appropriate assessments to a minimum of a Pre-Feasibility Study and a Life of Mine Plan for an operation must have been completed, including consideration of, and modification by, realistically assumed mining, metallurgical, economic, marketing, legal, environmental, social and governmental factors (the modifying factors). Such modifying factors must be disclosed." (SAMREC 2007)
King Code	King Report on Corporate Governance, a code of corporate governance issued by the King Committee on Corporate Governance and last updated in 2016 (King IV)	Mineral resource	"A 'Mineral Resource' is a concentration or occurrence of material of economic interest in or on the earth's crust in such form, quality and quantity that there are reasonable and realistic prospects for eventual economic extraction. The location, quantity, grade, continuity and other geological characteristics of a Mineral Resource are known, or estimated from specific geological evidence, sampling and knowledge interpreted from an appropriately constrained and portrayed geological model. Mineral Resources are subdivided, and must be so reported, in order of increasing confidence in respect of geoscientific evidence, into Inferred, Indicated or Measured categories." (SAMREC 2007)
koz	Thousand ounces	Mining Charter	The Mining Charter was launched in 2010 to facilitate the sustainable transformation and development of the South African mining industry, with emphasis on a target of 26% black ownership of the country's mining assets by 2014. A new Charter pending
KPI	Key performance indicator, a measure of factors that are crucial for the success of an organisation and specific to that organisation or sector	MOI	Memorandum of Incorporation
kt	Thousand tonnes	Moz	Million ounces
ktpm	Thousand tonnes per month	MPRDA	Mineral and Petroleum Resources Development Act
LHD	Load haul dump		
LOM	Life of mine		
LTI	Lost time injury: An occupational injury or illness that results in at least one day away from work on any rostered shift subsequent to the day on which the injury occurred. A fatality is also recorded as an LTI		
LTIFR	Lost time injury frequency rate: The number of lost time injuries per 200 000 hours worked		
MACHARORA	Made up of the four villages of Mafenya, Chaneng, Robega and Rasimone, surrounding our operations		
Mahube Trust	Royal Bafokeng Platinum Mahube Trust		
Measured mineral resource	"A 'Measured Mineral Resource' is that part of a Mineral Resource for which tonnage, densities, shape, physical characteristics, grade and mineral content can be estimated with a high level of confidence. It is based on detailed and reliable information from exploration, sampling and testing of material from locations such as outcrops, trenches, pits, workings and drill holes. The locations are spaced closely enough to confirm geological and grade continuity." (SAMREC 2007)		

Glossary of terms and acronyms continued

MQA	Mining Qualifications Authority	OHSAS 18001	An Occupational Health and Safety Assessment series for health and safety management systems. It is intended to help organisations control occupational health and safety risks. It was developed in response to widespread demand for a recognised standard against which businesses can be certified and assessed
Mt	Million tonnes	OT	Operational technology
MTS	Mines Technical Services: A set of IM systems that support the various mine production disciplines such as planning, survey, geology, ventilation, rock engineering and safety	Pd	Palladium
MW	A megawatt is a unit for measuring power that is equivalent to one million watts	PGE	Platinum group elements
MWh	A megawatt hour (MWh) is equivalent to 1 000 Kilowatt hours (Kwh) of electricity used continuously for one hour	PGM	Platinum group metals: Six elemental metals of the platinum group nearly always found in association with each other. These metals are platinum, palladium, rhodium, ruthenium, iridium and osmium
NAV	Net asset value: Total assets less all liabilities, including deferred taxation, which equates to shareholders' equity. Net asset value as a percentage of market capitalisation is shareholders' equity expressed as a percentage of market capitalisation	pM10	Particulate matter less than 10 micrometres in diameter
NBI	National Business Initiative	PTO	Planned task observation
NDC	Nationally determined contribution	Powertrain	The mechanism that transmits the drive from the engine of a vehicle to its axle
NEMA	National Environmental Management Act	PPE	Personal protection equipment
Ni	Nickel	PSO	Project support office
NIHL	Noise-induced hearing loss	Pt	Platinum
Non-scheduled resource	Mineral resources not scheduled in the mine plan due to a low level of study confidence or no approved mining right	RBA	Royal Bafokeng Administration
NO _x	Oxides of nitrogen (nitric oxide and nitrogen dioxide) which are produced from the reaction of nitrogen and oxygen gas during combustion, especially at high temperatures	RBED	Royal Bafokeng Enterprise Development
NUM	National Union of Mineworkers	RBH	Royal Bafokeng Holdings
Number of days without injury during the year	The number of calendar days on which no injury was reported or recorded at the BRPM Clinic. This can be for a specific area or the total mine, depending on the area being reported on in the reporting period	RBI	Royal Bafokeng Institute
Number of employees counselled	The number of employees that received HIV counselling prior to deciding if they will accept the HIV test. HIV counselling is compulsory for all employees during initial and periodic medical surveillance examination	RBN	Royal Bafokeng Nation
Number of employees currently on ART	The number of employees that have been identified as being HIV positive as indicated by the HIV test results and where the CD4 count is 350 or below	RBR	Royal Bafokeng Resources
OEM	Original equipment manufacturer	RCF	Revolving credit facility
		Risk decomposition	Relying on a decomposition of portfolio risk into factors to guide investment decisions
		RPM	Rustenburg Platinum Mines
		Safety maturity levels	Basic, Reactive, Compliant, Proactive, Resilient
		Scheduled resource	Measured and indicated resources that have a mine plan or mine design scheduled defined by studies at a pre-feasibility or feasibility level which is converted to a mineral reserve by applying modifying factors
		SDG	Sustainable Development Goals
		SDL	Skills development levy

<p>Section 54 stoppage</p> <p>SHER</p> <p>SI</p> <p>SIA</p> <p>SIB</p> <p>SIFR</p> <p>Silicosis</p> <p>SLP</p> <p>SMME</p> <p>SRI</p> <p>STC</p> <p>TARP</p> <p>t/TEC</p>	<p>In terms of section 54 of the Mine Health and Safety Act 29 of 1996, if an inspector of mines believes that an occurrence, practice or condition at a mine endangers or may endanger the health or safety of people at the mine, the inspector may give any instruction necessary to protect the health or safety of people at the mine, including instructing that operations at the mine or a part of the mine be halted</p> <p>Safety, health, environment and risk</p> <p>Serious/reportable injury or ill health as defined in terms of chapter 23 of the Mine Health and Safety Act or that renders the employee/contractor not being able to carry on his/her normal duties for a period from 14 days and longer</p> <p>Social impact assessment</p> <p>Stay-in-business</p> <p>Serious injury frequency rate. The number of serious injuries that have occurred in every 200 000 hours worked</p> <p>A lung disorder resulting from long-term occupational exposure to low amounts of silica dust</p> <p>Social and labour plan: The MPRDA requires submission of the social and labour plan as a prerequisite for the granting of mining or production rights to develop and implement comprehensive human resources development programmes, including employment equity plans, local economic development programmes and processes to save jobs and manage downscaling and/or closure</p> <p>Small, medium and micro-enterprises</p> <p>Socially responsible investment or sustainable investment takes into account environmental, social and corporate governance criteria to generate long-term competitive financial returns and positive societal impact</p> <p>Secondary tax on companies</p> <p>Trigger action response plan. Major accidents are usually preceded by indications of trouble (triggers). A TARP identifies these indicators and specifies appropriate action to be taken when they occur</p> <p>Tonnes per total employee costed</p>	<p>TGP</p> <p>TIFR</p> <p>TSF</p> <p>UG2 Reef</p> <p>UIF</p> <p>UNGC</p> <p>WHO</p> <p>Workforce</p> <p>WPIC</p> <p>WUL</p>	<p>Total guaranteed package</p> <p>All injury reported by anyone who was injured while conducting work at RBPlat operations during a period of 200 000 hours worked</p> <p>Tailings storage facility</p> <p>The upper group number two chromitite layer in the critical zone of the Bushveld Complex, containing economical extractable grades of PGE and associated base metals</p> <p>Unemployment Insurance Fund</p> <p>United Nations (UN) Global Compact</p> <p>World Health Organisation</p> <p>Includes both enrolled employees and volume contract workers</p> <p>World Platinum Investment Council</p> <p>Water use licence</p>
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Notice of Annual General Meeting for the year ended 31 December 2016

Royal Bafokeng Platinum Limited

Incorporated in the Republic of South Africa

Registration number: 2008/015696/06

JSE share code: RBP and ISIN: ZAE000149936

Date of incorporation: 1 July 2008

(RBPlat or the Company)

This document is important and requires your immediate attention

If you are in any doubt as to what action to take, please consult your broker, Central Securities Depository Participant (CSDP), banker, attorney, accountant or other professional adviser.

If you have disposed of all your shares in the Company please forward this document, together with the enclosed form of proxy, to the purchaser of such shares or the broker, banker or other agent through whom you disposed of these shares.

Notice is hereby given that the eighth Annual General Meeting (AGM) of the Company will be held on Wednesday, 12 April 2017 at 10:00, subject to any cancellation, postponement or adjournment, in the Castello room at the Palazzo Hotel, Monte Casino Boulevard, Fourways. Shareholders' attention is drawn to the notes at the end of this notice, which contain important information with regard to shareholders' participation in the AGM, as well as certain explanatory notes regarding the resolutions to be proposed at the AGM.

Kindly note that in terms of section 63(1) of the Companies Act 71 of 2008 (the Act), meeting participants (including proxies) will be required to provide reasonably satisfactory identification before being entitled to participate in or vote at the AGM. Forms of identification that will be accepted include original and valid identity documents, a driver's licence or a passport.

Record date

The Board of Directors of the Company (the Board) has determined, in accordance with section 59(1)(a) and (b) of the Act, that the record date for the purposes of determining which shareholders of the Company are entitled to receive the notice of AGM is Friday, 17 February 2017. Furthermore, in order to attend, participate and vote at the AGM, the record date for holders to be recorded as shareholders in the securities register maintained by the transfer secretaries of the Company is Friday, 7 April 2017. Accordingly, the last date that holders can trade in the Company's shares and still be able to receive notice, attend, participate and vote at the AGM is Tuesday, 4 April 2017.

Electronic participation

The Company, if required, will offer shareholders reasonable access to participate at the AGM through electronic conference call facilities, in accordance with section 63(2) of the Act. Participants wishing to use these facilities are required to deliver written notice to the Company at The Pivot, No 1 Monte Casino Boulevard, Block C, 4th Floor, Fourways, 2021 (marked for the attention of Lester Jooste, Company Secretary) by no later than 10:00 on Thursday, 6 April 2017 advising that they wish to participate in the AGM via electronic medium. The valid written notice must be accompanied by a certified copy of the shareholder's or proxy's identity document, driver's licence or passport, in respect of an individual, and if not an individual, a certified copy of a resolution by the relevant entity and a copy of the identity documents, driver's licence or passports of the individuals who adopted the resolution will be required.

The Company reserves the right to elect not to provide electronic participation at the AGM, in the event that it determines that it is not practical to do so. Voting on shares will not be possible via electronic medium and, accordingly, shareholders wishing to cast their vote at the AGM will need to be represented in person or by proxy at the meeting.

The purpose of the AGM is to conduct such business as may be lawfully dealt with at the meeting and, in particular, if deemed fit, to pass the resolutions contained herein, with or without modification, in a manner required by the Act and the Listings Requirements of the JSE Limited (JSE Listings Requirements) on which the Company's ordinary shares are listed.

Presentation of the consolidated audited annual financial statements

The consolidated audited annual financial statements of the Company and its subsidiaries, incorporating the reports of the directors, the auditors, the Audit Committee and Social and Ethics Committee for the year ended 31 December 2016, as approved by the Board on Tuesday, 21 February 2017, are hereby presented to shareholders as required in terms of section 30(3)(d) read with section 61(8)(a) of the Act.

Ordinary resolutions

1. Ordinary resolution number 1

Re-election of director

“Resolved that Mr MJ Moffett, who was appointed to the Board on 22 September 2014 and who retires by rotation in terms of the Memorandum of Incorporation (MOI) of the Company, being eligible is hereby re-elected as an independent non-executive director of the Company.”

2. Ordinary resolution number 2

Re-election of director

“Resolved that Ms T Mokgosi-Mwantembe, who was appointed to the Board on 5 November 2014 and who retires by rotation in terms of the MOI of the Company, being eligible is hereby re-elected as an independent non-executive director of the Company.”

3. Ordinary resolution number 3

Re-election of director

“Resolved that Ms L Stephens, who was appointed as a director on 22 September 2014 and who retires by rotation in terms of the MOI of the Company, being eligible is hereby re-elected as an independent non-executive director of the Company.”

4. Ordinary resolution number 4

Re-election of director

“Resolved that Mr DR Wilson, who was appointed as a director on 24 April 2014 and who retires by rotation in terms of the MOI of the Company, being eligible is hereby re-elected as a non-executive director of the Company.”

5. Ordinary resolution number 5

Reappointment of auditors

“Resolved that, upon the recommendation of the Audit and Risk Committee of the Board, PricewaterhouseCoopers (PwC) be and is hereby appointed as the independent external auditor of the Company until the conclusion of the next AGM.”

6. Ordinary resolution number 6

Election of Audit and Risk Committee member

“Resolved that, upon the recommendation of the Remuneration and Nomination Committee of the Board, Ms L de Beer, an independent non-executive director, be and is hereby re-elected as a member and the Chairman of the Audit and Risk Committee, in terms of section 94(2) of the Act, to hold office until the conclusion of the next AGM.”

7. Ordinary resolution number 7

Election of Audit and Risk Committee member

“Resolved that, upon the recommendation of the Remuneration and Nomination Committee of the Board, Mr RG Mills, an independent non-executive director, be and is hereby re-elected as a member of the Audit and Risk Committee, in terms of section 94(2) of the Act, to hold office until the conclusion of the next AGM.”

Notice of Annual General Meeting continued

8. Ordinary resolution number 8

Election of Audit and Risk Committee member

“Resolved that, upon the recommendation of the Remuneration and Nomination Committee of the Board and subject to the adoption of ordinary resolution number 1, Mr MJ Moffett, an independent non-executive director, be and is hereby elected as a member of the Audit and Risk Committee, in terms of section 94(2) of the Act, to hold office until the conclusion of the next AGM.”

9. Ordinary resolution number 9

Election of Audit and Risk Committee member

“Resolved that, upon the recommendation of the Remuneration and Nomination Committee of the Board, and subject to the adoption of ordinary resolution number 3, Ms L Stephens, an independent non-executive director, be and is hereby elected as a member of the Audit and Risk Committee, in terms of section 94(2) of the Act, to hold office until the conclusion of the next AGM.”

10. Ordinary resolution number 10

General authority for directors to allot and issue ordinary shares

“Resolved that directors of the Company be and are hereby authorised, in addition to the authority granted under ordinary resolution number 11, and any authority they may have under the MOI or the Act or in terms of the Company’s existing employee share/option schemes, until the earlier of the date of the next AGM of the Company or the date 15 (fifteen) months from the date of this Notice of AGM, to allot and issue ordinary shares (including options and securities convertible into shares) on a non-pro rata basis representing not more than 5% (five percent) of the number of ordinary shares in issue as at the date of this Notice of AGM being 9 791 823 (nine million seven hundred and ninety-one thousand eight hundred and twenty-three) ordinary shares of the Company, on such terms and conditions as the Board may, at its discretion, determine, subject to the limitations and provisions of the MOI, the Act and the JSE Listings Requirements, as applicable from time to time.”

11. Ordinary resolution number 11

General authority to issue shares for cash

“Resolved, as a separate and additional authority from that referred to in ordinary resolution number 10, that the directors of the Company be and are hereby authorised, until the earlier of the date of the next AGM of the Company or the date 15 (fifteen) months from the date of this meeting (the valid period), to allot and issue ordinary shares (including options and securities convertible into ordinary shares) (equity securities) representing not more than 10% (ten percent) of the number of ordinary shares in issue as at the date of this Notice of AGM (being 19 583 647 (nineteen million five hundred and eighty-three thousand six hundred and forty-seven) ordinary shares) from the authorised but unissued shares in the capital of the Company for cash on a non-pro rata basis, subject to the MOI, the Act, and the JSE Listings Requirements, as applicable from time to time. It is recorded that the JSE Listings Requirements currently require that:

- (a) any issue by a listed company of equity securities for cash may not exceed 15% (fifteen percent) of the company’s listed securities as at the date of the notice of the AGM (which, for the purposes of this ordinary resolution number 11, shall be limited to 10% (ten percent))
- (b) the calculation of the company’s listed equity securities must be a factual assessment of the company’s listed equity securities as at the date of the notice of the AGM, excluding treasury shares
- (c) any equity securities issued under the authority during the valid period must be deducted from such number in (b) above
- (d) in the event of a subdivision or consolidation of issued equity securities during the valid period, the existing authority must be adjusted accordingly to represent the same allocation ratio
- (e) the equity securities will be issued to public shareholders, as defined in paragraphs 4.25 to 4.27, and not to related parties

(f) the maximum discount at which equity securities will be issued is 10% (ten percent) of the weighted average traded price over the 30 (thirty) business days prior to the date that the price of the issue is agreed.”

In order for ordinary resolution number 11 to be approved, at least 75% (seventy-five percent) of the votes cast by all equity securities holders present or represented by proxy at the AGM is required in terms of the JSE Listings Requirements.

12. Ordinary resolution number 12

Approval of remuneration policy

“Resolved that the remuneration policy of the Company as set out on pages 54 to 59 of the integrated report be and is hereby approved through a non-binding advisory vote (excluding the remuneration of non-executive directors which is to be approved separately).”

Special resolutions

13. Special resolution number 1

General authority to repurchase shares

“Resolved that the directors of the Company be and are hereby authorised, until the earlier of the date of the next AGM of the Company or the date 15 (fifteen) months from the date of this AGM, by way of a general authority to repurchase issued shares in the share capital of the Company or to authorise and/or procure that a subsidiary company purchase such shares in the Company, at such price and on such terms as the directors may from time to time determine subject to the MOI, the Act and the JSE Listings Requirements, as applicable from time to time, and subject further to the restriction that the repurchase or purchase, as the case may be, by the Company and/or any of its subsidiaries of shares in the Company of any class under this authority shall not, in aggregate, in any financial year, exceed 5% (five percent) of the shares in issue in such class as at the date of the AGM.”

It is recorded that the JSE Listings Requirements and the Act currently require that a company or any of its subsidiaries may only make a general repurchase of the ordinary shares in that company if:

- (a) any such acquisition of ordinary shares is effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement with the counterparty (reported trades are prohibited)
- (b) it is authorised in the company’s MOI
- (c) this general authority shall be valid until the company’s next AGM or for 15 (fifteen) months from the date of passing of this special resolution number 1
- (d) an announcement must be published as soon as the company or any of its subsidiaries have repurchased or acquired the relevant ordinary shares constituting, on a cumulative basis, 3% (three percent) of the number of ordinary shares of that class of shares in issue and for each 3% (three percent) in aggregate of the initial number acquired thereafter, in compliance with paragraph 11.27 of the JSE Listings Requirements
- (e) acquisitions of shares by the company or a subsidiary of the company in aggregate in any one financial year do not exceed 20% (twenty percent) of the company’s ordinary issued share capital of that class; however, this special resolution number 1 shall not exceed 5% (five percent) of the company’s ordinary issued share capital; and that the number of shares purchased and held by a subsidiary/ies of the company shall not exceed 10% (ten percent) in the aggregate of the number of issued shares of any class of shares of the company at the relevant times
- (f) ordinary shares may not be acquired at a price greater than 10% (ten percent) above the weighted average of the market value at which such ordinary shares are traded on the JSE as determined over the 5 (five) business days immediately preceding the date of repurchase of such ordinary shares
- (g) at any point in time the company and/or its subsidiaries may only appoint one agent to effect any repurchase
- (h) a company and/or its subsidiaries may not repurchase any securities during a prohibited period, unless they have in place a repurchase programme where the dates and quantities of securities to be traded during the relevant period are fixed and which has been submitted to the JSE in writing prior to the commencement of the prohibited period.

Notice of Annual General Meeting continued

Statement by the Board of Directors of the Company

The Board, pursuant to the JSE Listings Requirements, hereby states that:

- (a) it has no specific intention at present for the Company or its subsidiaries to repurchase any of the shares of the Company as contemplated in this special resolution number 1 but considers that such a general authority should be put in place should an opportunity present itself to do so during the year, which is in the best interests of the Company and its shareholders
- (b) having considered the effect of the maximum repurchase possible under this resolution, if approved, it is of the opinion that for a period of 12 (twelve) months after the date of this notice:
 - > the Company and/or its subsidiaries (the Group) will be able, in the ordinary course of business, to pay their debts
 - > the assets of the Company and the Group, fairly valued in accordance with International Financial Reporting Standards, will exceed the liabilities of the Company and the Group
 - > the Company and the Group's ordinary share capital, reserves and working capital will be adequate for ordinary business purposes
 - > the working capital of the Company and the Group will be adequate for their ordinary business
- (c) a resolution has been passed by the Board authorising the repurchase, and confirming that the Company and its subsidiaries have passed the solvency and liquidity test and that since the test was performed there have been no material changes to the financial position of the Company and/or its subsidiaries.

The directors will also ensure that this is the case at the time of repurchase of the shares.

The directors whose names are set out on page 15 of the integrated report are not aware of any legal or arbitration proceedings that are pending or threatened, which may have, or have had, a material impact on the Group's financial position over the recent past, being at least the previous 12 (twelve) months.

JSE Listings Requirements disclosures

The directors, whose names are set out on page 15 of the integrated report, collectively and individually accept full responsibility for the accuracy of the information pertaining to this special resolution number 1 and certify that to the best of their knowledge and belief there are no other facts, the omission of which would make any statement false or misleading, and that they have made all reasonable enquiries in this regard, and that this resolution contains all information required by law and the JSE Listings Requirements.

The following additional information, some of which may appear elsewhere in the integrated report of which this notice forms part, is provided in terms of section 11.26 of the JSE Listings Requirements for purposes of the general authority contemplated above:

- > Major beneficial shareholders – page 7 of the annual financial statements
- > Directors' interests in shares – page 7 of the annual financial statements
- > Share capital of the Company – page 32 of the annual financial statements.

Other than the facts and developments reported on in the integrated report, there have been no material changes to the financial or trading position of the Company and its subsidiaries since 31 December 2016 and the issuing of this notice to shareholders.

This authority includes an authority, by special resolution, to repurchase shares from a director or prescribed officer of the Company through the JSE order book, as required under section 48(8)(a) of the Act.

14. Special resolution number 2

Amendments to the Memorandum of Incorporation

"Resolved that, clauses 6.4.2 and 10.7 of the Memorandum of Incorporation (MOI) of the Company be amended to read as follows:

Clause 6.4.2

"Notice of shareholders meetings shall be delivered to each shareholder entitled to vote at such meeting and a shareholder who has elected to receive such notice by electronic media shall be entitled to do so."

Clause 10.7.1

“If a fraction of a share comes into being as a result of any corporate action, the treatment of such fraction, together with any consequential cash payment, will be subject to compliance with the treatment of fractions as set out in the JSE Listings Requirements.”

Reason for and effect of special resolution number 2

The reason for special resolution number 2 is to amend the MOI to provide for electronic delivery of the notice of the meeting to any shareholder for shareholders who have elected such option as well as to provide for the new share fraction entitlement principle as required by the JSE Limited Listings Requirements by replacing clause 10.7.1.

15. Special resolution number 3

Non-executive directors’ fees

“Resolved, as a special resolution in terms of section 66(9) of the Act, that the level of non-executive directors’ annual fees be and is hereby approved on the basis set out as follows:

	Per annum	
	2017 R	2016 R
Board Chairman (all inclusive fee)	1 373 214	1 333 217
Board member	311 359	295 127
Audit and Risk Committee Chairman	210 390	199 422
Audit and Risk Committee member	117 251	111 138
Remuneration and Nomination Committee Chairman	147 886	134 442
Remuneration and Nomination Committee member	106 378	100 832
Social and Ethics Committee Chairman	149 688	136 080
Social and Ethics Committee member	105 122	102 060

The R16 000 ad hoc meeting fee will remain unchanged.”

Voting and proxies

Ordinary shareholders are entitled to vote on all the resolutions set out above. On a show of hands, every ordinary shareholder who is present in person or by proxy at the AGM will have one vote (irrespective of the number of ordinary shares held in the Company), and on a poll, every ordinary shareholder will have one vote for every ordinary share held or represented. All ordinary resolutions will, in terms of the Act, require the support of more than 50% of the voting rights of shareholders exercised thereon to be approved, other than ordinary resolutions number 10 and 11 which will require at least 75% of the total voting rights of shareholders present at the AGM, in person or by proxy.

All special resolutions will, in terms of the Act, require the support of at least 75% of the total voting rights of shareholders exercised thereon at the AGM to be approved.

Ordinary shareholders are entitled to attend, speak and vote at the AGM, or they may appoint a proxy to attend, speak and vote in their stead. Shareholders holding dematerialised shares not in their own name must furnish their CSDP or broker with their instructions for voting at the AGM should they wish to vote. If your CSDP or broker does not obtain instructions from you, it will be obliged to act in terms of the mandate signed or the completed proxy form attached.

Unless you advise your CSDP or broker before the expiry date of your intention to attend the AGM or to appoint a proxy to do so, the CSDP or broker will assume that you or your proxy will not be attending the AGM. If you wish to attend the AGM or to appoint a proxy to do so, you must obtain a letter of representation signed by your CSDP or broker prior to the AGM.

Shareholders with dematerialised shares in their own name, or who hold shares that are not dematerialised, and who are not able to attend the AGM and wish to have representation at the meeting, must complete, and submit to the transfer secretaries, the form of proxy attached, in accordance with the instructions contained therein, by no later

Notice of Annual General Meeting continued

than 10:00 on Monday, 10 April 2017. The completion of the form will not preclude the shareholder from subsequently attending the AGM.

Questions

The Board encourages shareholders to attend and to ask questions at the AGM. In order to facilitate the answering of questions at the meeting, shareholders who ask questions in advance are encouraged to submit their questions in writing to the Company Secretary by 10:00 on Monday, 10 April 2017.

By order of the Board of Directors

LC Jooste

Company Secretary

Registered office

The Pivot, No 1 Monte Casino Boulevard
Block C, 4th Floor, Fourways, 2021
PO Box 2283, Fourways, 2055

Transfer secretaries

Computershare Investor Services Proprietary Limited
Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196
PO Box 61051, Marshalltown, 2107

Explanatory notes

1. Presentation of the annual financial statements

At the AGM, the directors must, in terms of the MOI, the Act and the JSE Listings Requirements, present to shareholders the annual financial statements for the year ended 31 December 2016.

2. Re-election of directors (ordinary resolutions numbers 1 to 4)

In accordance with the MOI and the JSE Listings Requirements, one third of the non-executive directors must retire by rotation (based on their tenure since they were previously elected or re-elected to the Board) and directors appointed by the Board during the year must at each AGM offer themselves for re-election and election. Ordinary resolutions numbers 1 to 4 are proposed to re-elect the directors who retire as directors of the Company by rotation in accordance with the MOI and who, being eligible for re-election, offer themselves for re-election.

A brief biography of the directors offering themselves for re-election is contained on page 62 of the integrated report and the Company's website www.bafokengplatinum.co.za. The Board, with the assistance of the Remuneration and Nomination Committee, has reviewed the composition and performance of the Board in accordance with corporate governance guidelines and transformation requirements and has recommended the re-election of the directors offering themselves for re-election.

3. Reappointment of the independent auditor (ordinary resolution number 5)

The reappointment of PwC has been endorsed and is recommended by the Board as the independent external auditors in terms of the Company's MOI and the Act.

The Audit and Risk Committee of the Company has assessed the performance and independence of the external auditors and is satisfied that no governance guidelines have been breached and that they have complied with the provisions of the Act. A non-audit service policy is in place to ensure the independence of the external auditors is maintained.

Ordinary resolution number 5 is therefore proposed to approve the appointment of PwC as the external auditors of the Company and to appoint Mr Dion Shango as the designated auditor of the Company.

4. Election of Audit and Risk Committee members (ordinary resolutions numbers 6 to 9)

In terms of the Act, shareholders of a public company must elect the members of an audit committee at each AGM. The Nomination Committee has, in accordance with the recommendations and provisions of the King Code and Report on Governance for South Africa (King IV), satisfied itself that the independent non-executive directors offering themselves for election as members of the Company's Audit and Risk Committee:

- > are independent non-executive directors as contemplated in King IV, the Act and the JSE Listings Requirements
- > are suitably qualified and experienced
- > have an understanding of integrated reporting (including financial reporting), internal financial controls, external and internal audit processes, risk management, sustainability issues and the governance processes (including information technology governance) within the Company
- > collectively possess skills which are appropriate to the Company's size and circumstances, as well as its industry
- > have an understanding of International Financial Reporting Standards, South African Statements of Generally Accepted Accounting Practice and other financial and sustainability reporting standards, regulations and guidelines applicable to the Company
- > adequately keep up to date with key developments affecting their required skills set.

Ordinary resolutions numbers 6 to 9 are therefore proposed to re-elect Audit and Risk Committee members in terms of section 94(2) of the Act and the King Code.

For further details regarding the Audit and Risk Committee, please refer to page 45 of this integrated report and page 3 of the annual financial statements. A brief biography of the committee members offering themselves for election can be found on page 62 of the integrated report and the online integrated report.

5. General authority for directors to allot and issue ordinary shares (ordinary resolution number 10)

In terms of the MOI, the Company is authorised to issue the shares specified in Schedule 1 of the MOI, provided that, if required by the Act or the JSE Listings Requirements, the Company may only issue unissued shares to shareholders of a particular class of shares pro rata to the shareholders' existing shareholding, unless any such shares were issued for an acquisition of assets. Ordinary resolution number 10 is proposed, to the extent required by the Act or the JSE Listings Requirements, to grant the Board the general authority to issue up to 5% (five percent) of its shares on a non-pro rata basis, in addition to its authority to issue shares in terms of ordinary resolution number 10 and its existing authorities to issue shares under its employee share/option schemes, or to issue shares on a non-pro rata basis for an acquisition of assets. The authority will be subject to the Act and the JSE Listings Requirements.

6. Issue of shares for cash (ordinary resolution number 11)

In terms of the JSE Listings Requirements, a general authority for the directors to issue shares for cash requires shareholder approval. The directors also require approval in terms of the MOI to issue shares for cash on a non-pro rata basis. The existing authority granted by the shareholders at the previous AGM held on 13 April 2016 expires at the AGM to be held on Wednesday, 12 April 2017, unless renewed.

The Board has decided to seek renewal of this authority in accordance with best practice. The authority will be subject to the Act and the JSE Listings Requirements.

7. Approval of remuneration policy (ordinary resolution number 12)

In terms of the King III recommendations, shareholders should annually, through a non-binding advisory vote, endorse the Company's remuneration policy at the AGM, allowing shareholders to express their views on the remuneration policies adopted and the implementation thereof. Ordinary resolution number 12 is proposed to consider and approve, by way of a non-binding advisory vote, the remuneration policy of the Company, as set out in the Remuneration report on pages 54 to 59 of the integrated report.

Notice of Annual General Meeting continued

8. General authority to repurchase shares (special resolution number 1)

The effect of special resolution number 1 and the reason for this resolution is to grant the Company or any of its subsidiaries a general approval in terms of the MOI, the Act and the JSE Listings Requirements, to acquire the Company's shares, which general approval shall be valid until the earlier of such next AGM of the Company or its variation or revocation of such general authority by special resolution at any subsequent general meeting of the Company, provided that the general authority shall not extend beyond 15 (fifteen) months from the date of this AGM.

The directors are of the opinion that it would be in the best interests of the Company to approve this general authority and thereby allow the Company or any of its subsidiaries to be in a position to repurchase the securities issued by the Company through the order book of the JSE, should the market conditions, tax dispensation and price justify such an action.

9. Amendments to the MOI (special resolution number 2)

The reason for special resolution number 2 is to amend the MOI to provide for electronic delivery of the notice of shareholder meeting to any shareholder who has elected such option as well as to provide for the new fraction entitlement principle as required by the JSE Limited Listings Requirements by replacing clause 10.7.1.

The effect of special resolution number 2 will be that where elected, shareholders will receive electronic notification of shareholder meetings and the new fraction entitlement principle will be provided for as required by the JSE Listings Requirements.

10. Non-executive directors' fees (special resolution number 3)

In terms of King IV and the Act, the shareholders of the Company are required to approve by special resolution the fees to be paid to non-executive directors. Please see the Remuneration report on page 59 for additional information on non-executive directors' fees.

The Board believes that the proposed fees are competitive enough and will enable the Company to retain and attract people of the calibre required to make a meaningful contribution to the Company, having regard to the appropriate capability, skills and experience required. The Board, on the recommendation of the Remuneration and Nomination Committee, recommends to shareholders that these fees be approved.

Statutory disclosure

Proxies

In terms of section 58 of the Act, a shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy or two or more proxies to attend, participate in and vote at the meeting in place of the shareholder. The proxy need not be a shareholder of the Company. (A proxy form together with a summary of section 58 of the Act pertaining to a shareholder's right to be represented by proxy is attached hereto.)

Proxy forms must be delivered to the Company at The Pivot, No 1 Monte Casino Boulevard, Block C, 4th Floor, Fourways, Johannesburg, marked for the attention of Lester Jooste, by no later than 10:00 on Monday, 10 April 2017.

Form of proxy

Royal Bafokeng Platinum Limited (RBPlat or the Company)

(Incorporated in the Republic of South Africa)

(Registration number: 2008/015696/06) (Share code: RBP) (ISIN ZAE000149936)

Form of proxy for the eighth annual general meeting (AGM) to be held on Wednesday, 12 April 2017 at 10:00. For use by certificated ordinary shareholders and dematerialised ordinary shareholders with “own name” registration only.

Holders of dematerialised ordinary shares other than with “own name” registration must inform their CSDP or broker of their intention to attend the AGM and request their CSDP to issue them with the necessary authorisation to attend the AGM in person or provide their CSDP or broker with their voting instructions should they not wish to attend the AGM in person but wish to be represented thereat.

I/We

of (address)

Contact number

Email

being registered holder(s) of ordinary shares in the issued share capital of the Company hereby appoint:

1. _____ or failing him/her

2. _____ or failing him/her

the Chairman of the AGM as my/our proxy to vote on my/our behalf at the AGM of the Company to be held on Wednesday, 12 April 2017 at 10:00 for the purpose of considering and, if deemed appropriate, to pass with or without modification the resolutions to be proposed at the meeting or at any adjournment thereof in respect of the shares registered in my/our name(s), in accordance with the following instructions:

			Number of ordinary shares		
			In favour	Against	Abstain
1	First item of business: consolidated annual financial statements	To receive and adopt the consolidated annual financial statements for the financial year ended 31 December 2016			
2	Ordinary resolution number 1	To re-elect Mr MJ Moffett as a director of the Company			
3	Ordinary resolution number 2	To re-elect Ms T Mokgosi-Mwantembe as a director of the Company			
4	Ordinary resolution number 3	To re-elect Ms L Stephens as a director of the Company			
5	Ordinary resolution number 4	To re-elect Mr DR Wilson as a director of the Company			
6	Ordinary resolution number 5	To reappoint PricewaterhouseCoopers as the independent external auditors of the Company			
7	Ordinary resolution number 6	To elect Ms L de Beer as the Chairman and member of the Audit and Risk Committee			
8	Ordinary resolution number 7	To elect Mr RG Mills as a member of the Audit and Risk Committee			
9	Ordinary resolution number 8	To elect Mr MJ Moffett as a member of the Audit and Risk Committee			
10	Ordinary resolution number 9	To elect Ms L Stephens as a member of the Audit and Risk Committee			
11	Ordinary resolution number 10	To grant a general authority for directors to allot and issue up to 5% of the unissued share capital of the Company			
12	Ordinary resolution number 11	To grant directors a general authority to issue up to 10% of the unissued share capital of the Company for cash			
13	Ordinary resolution number 12	To approve via a non-binding vote the remuneration policy of the Company			
14	Special resolution number 1	To grant the directors a general authority to authorise the Company or any subsidiary/ies to repurchase its issued shares			
15	Special resolution number 2	To approve the amendments to the Memorandum of Incorporation			
16	Special resolution number 3	To approve the non-executive directors' fees			

Please indicate with an “x” in the spaces provided above how you wish to vote. If no indication is given the proxy will vote at his/her discretion or abstain from voting.

Any member of the Company entitled to attend and vote at the meeting may appoint a proxy or proxies to attend, speak and vote in his/her stead. A proxy need not be a member of the Company. Every person present and entitled to vote shall, on a show of hands, have one vote only, but on a poll, every share shall have one vote. Voting will be conducted by poll.

Signed at _____ on _____ 2017

Signature _____ or assisted by _____ (where applicable)

Form of proxy continued

1. Any alterations must be signed, not initialled.
2. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the Company or waived by the Chairman of the meeting.
3. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Company.
4. The Chairman of the meeting shall be entitled to decline to accept the authority of a signatory:
 - a. under a power of attorney; or
 - b. on behalf of a company,unless the power of attorney or authority is deposited with the Company, marked for the attention of Lester Jooste, Company Secretary, at The Pivot, No 1 Monte Casino Boulevard, Block C, 4th Floor, Fourways, 2021, not later than 10:00 on Monday, 10 April 2017.
5. The signatory may insert the name of any person(s) whom the signatory wishes to appoint as his/her proxy in the blank space(s) provided for that purpose.
6. The completion and lodging of this form of proxy will not preclude the signatory from attending the Annual General Meeting and speaking and voting in person thereat should such person wish to do so, to the exclusion of any proxy appointed in terms hereof.
7. If, in the appropriate place on the face of the proxy, there is no indication of how to vote in respect of any resolution, the proxy shall be entitled to vote as he/she deems fit in respect of that resolution.
8. The Chairman of the Annual General Meeting may reject or accept any form of proxy which is completed other than in accordance with these instructions, provided in the event of acceptance, he/she is satisfied as to the manner in which a shareholder wishes to vote.
9. If the shareholding is not indicated on the form of proxy, the proxy will be deemed to be authorised to vote the total shareholding registered in the shareholder's name.
10. Please insert an "X" in the relevant space according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of shares than you own in the Company, insert the number of shares held in respect of which you wish to vote. Failure to comply with the above will be deemed to authorise the proxy to vote or abstain from voting at the meeting as he/she deems fit in respect of all the shareholder's votes exercisable at the meeting. A shareholder or his/her proxy is not obligated to use all the votes exercisable by the shareholder or by his/her proxy, but the total of the votes cast and/or in respect of which abstention is recorded may not exceed the total number of votes exercisable by the shareholder or by his/her proxy.
11. When there are joint holders of shares and if more than one such joint holder be present or represented, then the person whose name appears first in the securities register in respect of such shares or his/her proxy, as the case may be, shall alone be entitled to vote in respect thereof.

Summary in terms of section 58(8)(b)(i) of the Act

Please note that in terms of section 58 of the Act:

- > a proxy appointment must be in writing, dated and signed by the shareholder appointing the proxy
- > an individual may be appointed as a proxy, including an individual who is not a shareholder of the Company, to, among other things, participate in and speak and vote on a shareholder's behalf and more than one proxy may be appointed to exercise voting rights attached to different securities held by a shareholder
- > a proxy may delegate his/her authority to act on a shareholder's behalf to another person, subject to any restriction set out in the proxy appointment
- > a proxy appointment must be delivered to the Company before the proxy exercises any shareholder rights at the meeting
- > the appointment of a proxy or proxies will be suspended at any time and to the extent that a shareholder chooses to act directly and in person in the exercise of any of its rights as a shareholder at the meeting
- > the appointment of the proxy is revocable unless a shareholder expressly states otherwise in the proxy appointment
- > as the appointment of the proxy is revocable, the proxy appointment may be revoked 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. The revocation of a proxy appointment constitutes a complete and final cancellation of a proxy's authority to act on a shareholder's behalf as of the later of the date stated in the revocation instrument, if any, or the date on which the revocation instrument was delivered to the Company and the proxy as aforesaid
- > if a proxy appointment has been delivered to the Company, 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 relevant shareholder will be delivered by the Company to the shareholder or its proxy or proxies, if the shareholder has directed the Company to do so, in writing, and paid any reasonable fee charged by the Company for doing so
- > a proxy is entitled to exercise, or abstain from exercising, any voting right of a shareholder at the meeting, but only as directed on the proxy appointment
- > the appointment of a proxy remains valid only until the end of the meeting or any adjournment or postponement thereof or for a period of one year, whichever is shorter, unless it is revoked by the shareholder before then on the basis set out above.

Administration

Shareholders' diary

Financial year-end:
31 December of each year

Interim period-end:
30 June of each year

Integrated report and annual financial statements

(mailed to shareholders)
6 March 2017

Administration

Company registered office
Royal Bafokeng Platinum Limited
Registration number: 2008/015696/06
Share code: RBP
ISIN: ZAE000149936

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Company Secretary

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Public Officer

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15 Biermann Avenue
Rosebank
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Sponsor

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