



Notice to shareholders
for the period ended 30 June 2016



Our values

WE RESPECT

- all our stakeholders, including:
 - shareholders
 - employees and their representative bodies
 - communities in which we operate
 - regulatory bodies
 - suppliers and customers
 - directors and management
 - all other interested and affected parties
- the principles of the UN Global Compact
- the laws of the countries within which we operate
- company policies and procedures
- our place and way of work
- open and honest communication
- diversity of all our stakeholders
- risk management and continuous improvement philosophies



Our vision is to be the world's best platinum-producing company, delivering superior value to stakeholders relative to our peers

Our mission is to safely mine, process, refine and market our products at the best possible cost, ensuring sustainable value creation for all our stakeholders

WE CARE

- for the health and safety of all our stakeholders
- for the preservation of natural resources
- for the environment in which we operate
- for the socio-economic well-being of the communities within which we operate

WE STRIVE TO DELIVER

- positive returns to our stakeholders through an operational excellence model
- a safe, productive and conducive working environment
- on our capital projects
- a fair working environment through equitable and competitive human capital practices
- on the development of our employees
- on our commitments to all our stakeholders
- quality products that meet or exceed our customers' expectations

Contents

Chairman's statement – Governance	2	Approval of the financial statements	29
Statement of commitment to good governance	3	Consolidated statement of financial position	30
Board profiles	8	Consolidated statement of comprehensive income	31
Audit committee report	9	Consolidated statement of equity	32
Social, transformation and remuneration committee	11	Consolidated statement of cash flows	33
Remuneration report	13	Notes to the financial information	34
Directors' report	24	Notice of annual general meeting	42
		Form of proxy	47
		Notes to the form of proxy	48
		Contact details and administration	IBC

Implats is one of the world's leading producers of platinum and associated platinum group metals (PGMs). Implats is structured around five mining operations and a refining business in Springs in the Gauteng province. The mining operations are located on the Bushveld Complex in South Africa and the Great Dyke in Zimbabwe, the two most significant PGM-bearing ore bodies in the world. Implats has its listing on the JSE Limited (JSE) in South Africa, and a level 1 American Depositary Receipt programme in the United States of America. Our headquarters are in Johannesburg and the five mining operations are Impala, Zimplats, Marula, Mimosa and Two Rivers. The structure of our operating framework allows for each of our operations to establish and maintain close relationships with their stakeholders while operating within a Group-wide approach to managing the economic, social and environmental aspects of sustainability.

www.implats.co.za



Feedback

We welcome your feedback to make sure we are covering the things that matter to you. Go to www.implats.co.za or email investor@implats.co.za for the feedback form, or scan the code on the left with your smart device.

Chairman’s statement – Governance

In the normal course of business and even more so in challenging times, I believe it is important that we maintain the highest standards of good governance in order to promote quality decision-making and the execution of those decisions within a disciplined framework of policies, procedures and authorities.

To effect this requires ensuring an environment where roles and responsibilities are clearly defined, forums that are conducive to robust debate and performance which is regularly reviewed. Our efforts in this regard are described over the next number of pages.

The Implats board is committed to providing effective leadership to the Group and fully embraces the principle of ethical leadership in setting and implementing Implats’ strategy guided by the principles of the King III Code on Corporate Governance (King III), the Companies Act, 2008, the JSE Listings Requirements and all other applicable laws, standards and codes. A compliance schedule can be found at www.implats.co.za.

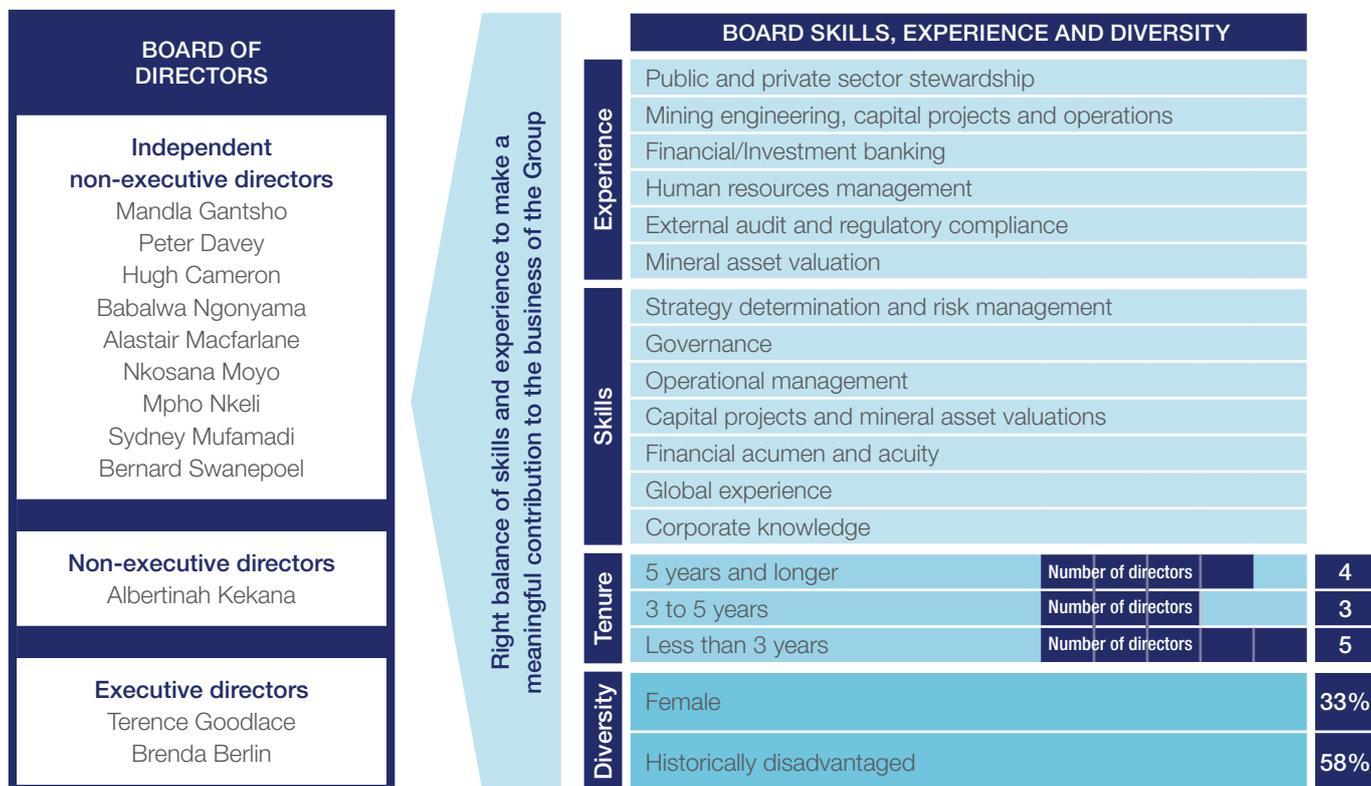
In addition, the board takes full responsibility for the management, direction and performance of the Group by exercising independent judgement on all issues reserved for its review and approval while taking cognisance of the needs of all stakeholders.

We continually work to maintain and develop this framework to ensure that we make and execute good decisions that are in the interest of Implats, its shareholders and other stakeholders.

Mandla Gantsho

Chairman

Board representation



Statement of commitment to good governance

Key developments for the year

Changes to the board

Resignations	Position	Effective date
NDB Orleyn	Independent non-executive director	28 August 2015
KDK Mokhele	Independent non-executive director	21 October 2015
BT Nagle	Non-executive director	6 November 2015
AA Maule	Independent non-executive director	18 May 2016

The board undertook a process of restructuring itself by appointing new directors while some long serving directors stepped down. Dr Khotso Mokhele handed over the chairmanship to Dr Mandla Gantsho at the conclusion of the annual general meeting on 21 October 2015. Dr Mokhele stepped down as a director of the Company after almost 11 years on the board.

- Education and training
 - The Company Secretary offers new directors an induction programme tailored to their specific requirements. During the year under review, the new directors continued with their induction programme to familiarise them with the Company, which included site visits. Board members may at any time request a meeting with an executive for an in-depth session on a specific part of the business to gain a better understanding
 - At the quarterly board meetings, directors are kept abreast of all applicable legislation and regulations, changes to rules, standards and codes as well as relevant sector developments that could impact the Group and its operations. All education and training programmes are, where necessary, supplemented by external courses.

A full-day session is also set aside each year for formal board training. The nomination committee assists with the preparation of a board training agenda, taking cognisance of the specific needs of the board.

Role of the board

The board is responsible for:

- Setting the strategic objectives for the Group
- Making informed decisions in support of Group objectives
- Continuously reviewing management's performance in executing the approved strategy
- Establishing a culture of ethical leadership within the Group.

Board appointment process

The board has established a formal process of appointing directors to the board. The nomination, governance and ethics committee assists the board to execute the succession plan through a rigorous appointment process. The board succession plan ensures that the board appoints directors who have the requisite skills and experience and that race and gender diversity is also prioritised.

Board evaluation process

The board and the sub-committees undergo an evaluation process every two years to assess their effectiveness. The evaluation cycle for the year under review included the board, all board committees and their chairmen and the retiring directors. Salient features emanating from the evaluations were as follows:

- A restructure of the board and the committees became necessary to ensure delivery on the Group's strategic objectives announced in February 2015
- The committees also identified the need to improve their terms of reference and the need for additional skills to assist in executing their delegated duties
- The board unanimously recommended the re-election of retiring directors by rotation following the assessment of their performance.

Roles of the chairman and CEO

The chairman is responsible for the leadership of the board, which involves exercising sound judgement based on knowledge and experience. The CEO, supported by the Exco, is responsible for the day-to-day management of the Group and the development, implementation and monitoring of the delivery of the Group's strategy. The roles and duties of the non-executive chairman, and the CEO are separate and clearly defined. This division of responsibilities ensures a balance of authority and power, with no individual having unrestricted decision-making powers.

Statement of commitment to good governance

Role of the Company Secretary

The primary role of the Company Secretary is to ensure that the board remains mindful of its duties and responsibilities and to assist the board to discharge such duties and responsibilities. In addition, the Company Secretary keeps the board informed of relevant changes in legislation and governance best practice. The Company Secretary oversees the induction of new directors as well as the ongoing education of directors. The Company Secretary is also secretary to the board committees. All directors have access to the services of the Company Secretary.

In compliance with the Listings Requirements of the JSE, the board hereby confirms the following:

- The Company Secretary has the necessary experience, expertise and competence to carry out his duties
- The Company Secretary has an arm's-length relationship with the board and was not a director of the Company or any of its subsidiaries.

Board committees

The board has delegated various duties to the appropriate sub-committees, as specified by relevant legislation, to ensure the fulfilment of their duties in the time available. The board remains ultimately responsible for these duties and decisions. The board committees provide feedback to the main board through their chairmen. Each board committee is chaired by an independent non-executive director. The composition of board committees is fully compliant with the recommendations of King III.

During the year under review, the board reconfigured the number, size and mandates of its sub-committees. The board resolved to reduce the number of sub-committees from six to the current five. It was decided that there was no longer a need for a standalone risk committee. Each committee is now responsible for oversight of group risks identified and assigned to it; however, the previous health, safety, environment and risk committee is responsible for ensuring that the Group risk management system is properly maintained and that all risks have been identified and properly assigned to a board committee. The board also resolved to delegate the duties of the previous remuneration committee to the social and ethics committee and renamed it the social, transformation and remuneration committee thereby negating the need for a standalone remuneration committee. In previous strategy sessions, the board noted that investment in the future of the business was an area of focus and in a financially constrained environment it was deemed proper to establish a new committee to focus specifically on capital allocation.

	Members	Role, purpose and principal functions	Year under review and outlook
Audit committee	HC Cameron – (chairman) PW Davey B Ngonyama MEK Nkeli	Reviews the integrated annual report, Annual Financial Statements, the interim, preliminary or provisional results announcements and financial information which is to be made public Reviews the Company's internal financial control and financial risk management systems Monitors and reviews the effectiveness of Implats' internal audit function Nominates the external auditors for appointment by shareholders Monitors the independence, objectivity and effectiveness of the external auditors Regulates the use of the external auditors for non-audit services Addresses any concerns or complaints about the Company's auditing function or financial reporting, whether from within or outside the Company, in terms of section 94(7)(g) of the Companies Act. Reviews information technology (IT) governance and the IT strategy	See audit committee report on page 9.

Statement of commitment to good governance

	Members	Role, purpose and principal functions	Year under review and outlook
Capital allocation and investment committee	ZB Swanepoel (chairman) HC Cameron PW Davey A Kekana ND Moyo	Guides the board with regard to allocation of capital and future investment or disinvestment after due consideration of the life-of-mine plans. Oversees the implementation of approved capital projects to ensure that they are delivered on time and in accordance with approved budgets. Considers the performance of assets by scheduling “deep dive” sessions to evaluate if there is an adequate return on investment and to advise the board accordingly. Undertakes a high level assessment of the operating environment and to advise the board accordingly with regard to emerging risks and topics for strategic discussion.	The committee was only established in the second half of the financial year under review. The board has delegated some of its duties to the committee including assisting the board with capital allocation and investment decisions.
Nomination, governance and ethics committee	MSV Gantsho (chairman) PW Davey A Kekana FS Mufamadi	Ensures the board and its committees are appropriately structured and staffed to carry out their mandates Responsible for the performance evaluation of the board, board committees and individual directors Proposes the re-election of retiring directors following the achievement of a satisfactory performance review Ensures that a formal process for the appointment of directors including a succession plan Ensures a formal induction programme for new directors and an ongoing professional board development programme for directors.	During the year, the committee assisted the board to restructure the committees to ensure delivery on strategic objectives. The committee also assisted with the evaluation of retiring directors. The committee is leading the process of finding a new CEO in line with the board approved process. The committee also assisted the STR committee with the implementation of a new code of ethics and a monitoring system.

Statement of commitment to good governance

	Members	Role, purpose and principal functions	Year under review and outlook
Social, transformation and remuneration (STR) committee	MEK Nkeli (chairman) MSV Gantsho B Ngonyama	<p>Ensures that the Company remains a good corporate citizen</p> <p>Monitors the Company's performance in terms of social and economic development of its employees and relevant stakeholders</p> <p>Reviews the framework, policies and guidelines for the implementation of transformation and sustainable development. Guides the development and implementation of the Group reward strategy, policy and philosophy. Approves the appropriate reward mix for senior executives and executive directors. Oversees that reward practices are benchmarked to ensure that they remain fair and competitive. Makes recommendations on the remuneration of non-executive directors to the board for final approval by shareholders.</p>	See the SD report, remuneration report and the STR committee report for details.
Health, safety, environment and risk (HSER) committee	AS Macfarlane (chairman) MEK Nkeli TP Goodlace ND Moyo ZB Swanepoel	<p>Reviews the appropriateness of the HSE policy, systems, standards, codes of practice and procedures</p> <p>Monitors performance in accordance with objectives, including measurement against South African and international benchmarks</p> <p>Monitors the HSE management function and recommends improvements where considered necessary</p> <p>Reviews the HSE element of the Company's business plan and approves the HSE section of the integrated annual report</p> <p>Has the right to institute investigations into matters where inadequacies have been identified, or as directed by the board. The committee took over the responsibility of ensuring that the group has properly functioning risk management system and coordinates the appropriate allocation of the top risks to board sub-committees. The HSER committee remains responsible for the risks assigned to it but ensures that the board as a collective can be assured that all risks have been identified and managed effectively.</p>	See the SD report for a full report of the committee's activities.

Statement of commitment to good governance

Board meetings and attendance

Frequency of meetings

The board meets at least seven times a year. In addition to four quarterly board meetings, three full-day sessions are held annually. On two of these occasions the board meets with the senior executive team to consider and approve the long-term strategy or any adjustments to the approved strategy and also to approve the budget and business plans. The third full-day session is dedicated to board education and training. The board meets on an *ad hoc* basis to consider specific issues as the need arises. The status of identified strategic issues is reported and monitored at the quarterly board meetings. Non-executive directors meet both formally and informally with executive management on a regular basis.

Meeting attendance

Directors	Board	Audit committee	Social, transformation and remuneration committee	Nomination, governance and ethics committee	Capital allocation and investment committee	HSER committee
KDK Mokhele [^]	2/2	n/a	0/1	n/a	n/a	1/1
B Berlin	9/9	5/5	n/a	n/a	n/a	n/a
HC Cameron	9/9	5/5	3/3	n/a	3/3	3/3
PW Davey	9/9	1/1	n/a	n/a	3/3	6/6
MSV Gantsho	9/9	n/a	5/5	4/4	n/a	n/a
TP Goodlace	8/9	5/5	4/4	4/4	n/a	4/4
A Kekana	9/9	n/a	3/3	3/4	3/3	n/a
AS Macfarlane	9/9	n/a	n/a	n/a	n/a	4/4
AA Maule [*]	8/8	5/5	n/a	n/a	2/2	3/3
ND Moyo	6/9	n/a	n/a	n/a	0/3	1/1
FS Mufamadi	7/9	n/a	n/a	4/4	n/a	n/a
BT Nagle ^{**}	2/2	n/a	n/a	n/a	n/a	1/1
B Ngonyama	9/9	5/5	1/1	n/a	n/a	n/a
MEK Nkeli	9/9	1/1	4/4	n/a	n/a	1/1
NDB Orleyn [†]	2/2	n/a	1/1	0/1	n/a	n/a
ZB Swanepoel	9/9	n/a	n/a	2/2	3/3	4/4

[^] Resigned 21 October 2015.

^{*} Resigned 18 May 2016.

^{**} Resigned 6 November 2015.

[†] Resigned 28 August 2015.

Attendance for meetings of the previous social, ethics and transformation committee (SET) and the previous remuneration committee (Remco) have been reported under the new STR committee. In the same way, attendance for meetings at the previous risk committee have been reported under the HSER committee. Directors who were absent from meetings submitted a formal apology to the chairman providing reasons why they were unable to attend the meeting.

Board profiles

Independent non-executive directors

Mandla Gantsho 54 – Chairman

BCom (Hons), CTA, CA(SA), MSc, MPhil, PhD

Experience

Appointed in November 2010. Held senior executive positions in public and private sector organisations, including vice-president for infrastructure at the African Development Bank, CEO and MD of the Development Bank of Southern Africa. A former non-executive director of the SARB. Currently the chairman of Africa Rising Capital, Sasol Limited and Ithala Development Finance Corporation.

Peter Davey 63 (British)

BSc (Hons) Mining Engineering, MBA

Experience

Appointed to the board in July 2013 as an independent non-executive director. He was previously a resource analyst at various investment banks in the United Kingdom and he also has extensive production experience in the South African gold and platinum mining industry.

Hugh Cameron 65

BCom, BAcc, CA(SA)

Experience

Appointed to the board in November 2010 as an independent non-executive director and he was previously a partner at PricewaterhouseCoopers where he specialised in mining and headed up their global mining practice for a number of years. He is a director of Calgro M3 Holdings and a trustee of the Sishen Iron Ore Company Community Development Trust.

Alastair Macfarlane 65 (British)

MSc Mining Engineering

Experience

Appointed in December 2012. Extensive experience in senior and executive management positions in the mining industry, consults to many mining companies within the sector locally and internationally. Is a visiting senior lecturer at the University of the Witwatersrand.

Babalwa Ngonyama 41

BCompt (Hons), CA(SA), MBA

Experience

Appointed in November 2010. She is the founding chairman of the African Women Chartered Accountants (AWCA). She is CEO of Sinayo Securities and also serves as a non-executive director on the boards of Barloworld Limited, Hollard Life Assurance Company, Clover Industries Limited, Group Five Limited and Aspen Pharmacare Holdings.

Nkosana Moyo 65 (Zimbabwean)

BSc (Hons) Physics, MBA, PhD

Experience

Appointed in March 2015. Previous Vice-President and COO of the African Development Bank. He was the managing partner for Actis in Africa and he was also senior adviser and associate for the International Finance Corporation. He is currently an independent non-executive director Old Mutual PLC.

Mpho Nkeli 51

BSc Environmental Studies, MBA

Experience

Appointed in April 2015. Previously director of Alexander Forbes, Vodacom SA, African Bank and Chairperson of the Commission for Employment Equity. She is currently a director of Search Partners International, she is an independent non-executive director of Life Healthcare.

Sydney Mufamadi 57

MSc and PhD Oriental and African Studies

Experience

Appointed in March 2015. Director of various subsidiary boards of Barclays Bank Africa Group in Mozambique and Tanzania, director of the School of Leadership at the University of Johannesburg. Chairman of Zimplats Holdings Ltd.

Bernard Swanepoel 55

BSc Mining Engineering and BCom (Hons)

Experience

Appointed in March 2015. Non-executive director of African Rainbow Minerals, Eqstra Holdings Limited and Zimplats Holdings Limited.

Non-executive director

Albertinah Kekana 43

BCom, Higher Diploma in accounting, CA(SA)

Experience

Appointed in August 2013 as a non-executive director representing Royal Bafokeng Holdings (Pty) Limited (RBH). Currently CEO of RBH and serves as a non-executive director of RMB Holdings Limited and a non-executive director of Rand Merchant Insurance Holdings Limited.

Executive directors

Terence Goodlace 57

NHD Metalliferous Mining, BCom, MBA

Experience

Appointed to the board in August 2010. Former chief executive officer of Metorex Limited. Joined the board as an independent non-executive director and was appointed CEO on 1 June 2012. He is an independent non-executive director of Gold Fields Limited.

Brenda Berlin 51

BCom, BAcc CA(SA)

Experience

Appointed to the board in February 2011. Joined the Company in 2004 as commercial executive before being appointed as Group chief financial officer.

Audit committee report

Background

The committee is pleased to present its report for the financial year ended 30 June 2016. The committee's operation is guided by a formal charter approved by the board.

The committee has discharged all its responsibilities as contained in the charter. The committee reviews accounting policies and financial information issued to stakeholders and the chairman of the audit committee reports to the board on the committee's deliberations and decisions. The internal and external auditors have unrestricted access to the committee. Further, the committee regularly reviews its corporate governance practices in relation to the Company's compliance with the requirements of the Companies Act (the Act) and the King III recommendations.

Objectives and performance

The overall high-level objectives and performance of the committee during the year were:

- To assist the board in discharging its duties relating to safeguarding of the Company's assets
- To ensure the existence and operation of adequate systems and control processes
- To control reporting processes and the preparation of fairly presented financial statements in compliance with the applicable legal and regulatory requirements and accounting standards
- To oversee the activities of internal and external auditors
- To perform duties that are attributed to it by the Act, the Johannesburg Stock Exchange (JSE) and King III.

The committee performed the following activities during the year under review:

- Received and reviewed reports from both internal and external auditors concerning the effectiveness of the internal control environment
- Reviewed and recommended the internal audit charter for board approval
- Encouraged cooperation between internal and external audit during the year
- Considered the independence and objectivity of the external auditors and ensured that the scope of their additional services provided did not impair their independence
- Reviewed and recommended for adoption by the board the financial information that is publicly disclosed, which for the year included:
 - The interim results for the six months ended 31 December 2015
 - The annual results for the year ended 30 June 2016
- Considered the effectiveness of internal audit, approved the three-year operational strategic internal audit plan and monitored adherence of internal audit to its annual plan. The committee also approved any deviations from the annual internal audit plan

The objectives of the committee were adequately met during the year under review.

Membership

During the course of the year, the membership of the committee comprised solely of independent non-executive directors, as detailed below:

Mr HC Cameron – chairman

Mr PW Davey (appointed 18 February 2016)

Ms AA Maule (resigned 18 May 2016)

Ms B Ngonyama

Ms MEK Nkeli (appointed 18 February 2016)

In addition, the chief executive officer, the chief financial officer, the chief audit executive, the group executive: risk, the head of compliance and the external auditors are permanent invitees to the committee's meetings.

Audit committee report

Internal audit

The committee ensures that the chief audit executive reports to the chairman of the committee.

The committee ensures coverage of the audit universe by approving audit plans and budgets for the internal audit department

The committee reviews the performance appraisals of the chief audit executive and determines the competence of the internal audit department as a whole.

Audit reports are circulated to the members of the committee and are reviewed quarterly in detail.

External audit

The committee has satisfied itself, through enquiry, that the auditor of the Company is independent, as defined by the Act. The committee, in consultation with executive management, agreed to an audit fee for the 2016 financial year. The fee is considered appropriate for the work that could reasonably have been foreseen at that time. Audit fees are disclosed in note 26 to the Annual Financial Statements.

The independence of the external auditor is regularly reviewed. Further, the approval of all non-audit-related services are governed by an appropriate approval framework.

Meetings were held with the external auditor where management was not present and, where concerns were raised, these concerns were adequately dealt with by the audit committee.

The committee has reviewed and is satisfied with the performance of the external auditors and will nominate, for approval at the annual general meeting, PricewaterhouseCoopers Inc. as the external auditor for the 2017 financial year, with Mr AJ Rossouw as the designated auditor. The committee confirms that the auditor and designated auditor are accredited by the JSE.

Chief financial officer review – Ms Brenda Berlin

The committee has reviewed the performance, qualifications and expertise of Ms Brenda Berlin through a formal evaluation process and confirms her suitability for appointment as chief financial officer in terms of the JSE Listings Requirements.

Annual Financial Statements

The Annual Financial Statements have been prepared using appropriate accounting policies, which conform to International Financial Reporting Standards (IFRS). The committee has therefore recommended the approval of the Annual Financial Statements to the board. The board has subsequently approved the Annual Financial Statements.

Internal financial control (Statement on effectiveness of internal financial controls)

Based on the results of the formal documented review of the Company's system of internal financial controls, which was performed by the internal audit function and external auditors, and a formal documented review of the Company's mature system of combined assurance, nothing has come to the attention of the audit committee to indicate that the internal financial controls were not operating effectively.

HC Cameron

Chairman of the audit committee

Social, transformation and remuneration committee

Dear stakeholder

I am pleased to present the report of the social, transformation and remuneration committee for the year ended 30 June 2016.

Introduction

The committee was constituted by the board of directors of the Company in terms of section 72(4) of the Companies Act, 2008 (the Act), read with regulation 43 of the Companies Regulations. The board restructured the committee to include the responsibilities of the previous remuneration committee.

The work of the committee generally takes into account wider societal issues affecting the Company, stakeholder responsiveness, good corporate governance and seeks to address business sustainability over and above compliance to the regulatory framework. The committee regularly reviews management's actions in relation to appropriate legislation, applicable codes, best practice guidelines, and other industry standards.

During the year under review, the work of the committee has taken into account the continued need to invest in our employees, emerging suppliers and the local communities even under difficult financial conditions for the Company. While the committee carries out its legislative obligations under the Act in relation to the Company and its subsidiaries towards compliance, it also endeavours to interrogate the organisation's policies, practices and responsiveness to these issues in the short, medium and long term taking into account the potential impacts these have on the business and affected stakeholders.

The committee guides, monitors and evaluates the progress by management in this regard and its mandate and responsibilities include oversight in:

- Reviewing the adequacy and effectiveness of the Company's engagement and interaction with its stakeholders
- Reviewing and approving the policy and strategy pertaining to the Company's programme of corporate social investment and sustainable development
- Ensuring that the Company has processes in place to promote a healthy and ethical working environment for all its stakeholders
- Monitoring changes in the application and interpretation of empowerment charters and codes (namely the Mining Charter and the Broad-Based Black Economic Empowerment Act and Zimbabwe's National Indigenisation and Economic Empowerment Plan)
- Ensuring that risks in these areas of focus have been identified and adequate measures are in place to mitigate such risks
- Ensuring that transformational and social programmes address business sustainability in the medium to long term
- Ensuring that strategic initiatives respond to maintaining the organisation's licence to operate.

The work plan for the committee is updated on a regular basis to ensure that the most pertinent matters affecting the Company and the industry are effectively and timeously addressed.

Composition

The committee consists of three independent non-executive directors, one of whom is the chairman. The CEO is a permanent invitee to the committee but he does not participate in discussion relating to his own remuneration. A summary of the committee's membership, meetings held and attendance is set out in the integrated annual report, under the corporate governance section.

Social, transformation and remuneration committee

Responsibilities

The committee has an independent role to play and carries out the following duties which are also reported on in the sustainability report:

- (a) To monitor the Company's activities, having regard to any relevant legislation, other legal requirements or prevailing codes of best practice, in respect of matters relating to:
- Social and economic development
 - Good corporate citizenship
 - The environment, health and public safety, including the impact of the Company's activities and of its products or services. This responsibility has been delegated to the health, safety and environment sub-committee.
 - Consumer relationships, including the Company's advertising, public relations and compliance with consumer protection laws
 - Labour and employment
 - Transformation and empowerment as dictated by relevant legislation which cover:
 - Ownership
 - Employment equity
 - Skills development
 - Housing and living conditions
 - Preferential procurement
 - Enterprise development
 - Community development.

These issues are all monitored and reported on a quarterly basis and in accordance to the work plan, and take into account strategy implementation, success and challenges, performance against set targets, risks identification and mitigation and action plans derived from this process.

- (b) To report to the stakeholders of the Company at the annual general meeting on matters within its mandate. In this regard a separate remuneration report follows.

During the year under review, the committee has overseen and approved a number of initiatives by management which are more fully reported on in the sustainable development report which is a supplement of the integrated annual report.

Evaluation of committee performance

An evaluation of the performance of the committee was carried out in May 2015, as part of a rolling two-year cycle. The committee will be evaluated again in 2017 to ensure that it delivers on both the statutory duties and other board delegated duties.

Outlook for 2017

In the coming year the work of the committee will continue to focus on addressing the legislative requirements as stipulated in various Acts, but of significance will be to ensure that the organisation is better positioned to respond to the socio-political and economic challenges in the areas of operation. These will include:

- Advancing transformation in mining communities by leveraging initiatives relating to employment, skills development, local procurement and enterprise development
- Advancing social programmes that accrue benefits to local communities and promote community sustainability
- Ensuring the stakeholder engagement processes are robust and responsive to stakeholder needs.

MEK Nkeli

Chairman of the social, transformation and remuneration committee

Remuneration report

This report covers the following aspects of remuneration in Implats:

- Social, transformation and remuneration committee chairman statement and report
- Overview of Implats remuneration policy and practices requiring shareholders vote
- Details of the remuneration outcomes and activities in 2016

Chairman statement and report

This report provides a view of the Implats remuneration policy and broad principles, as guided by the social, transformation and remuneration committee (STRcom), ultimately responsible for the Group's remuneration philosophy and the application thereof. It focuses on executive and senior management remuneration and benefits. The remuneration mix supports performance and shareholders alignment while remaining competitive to attract and retain.

A definite effort to reduce the wage gap by showing restraint in executive pay while addressing the issue of minimum wages and income differentials to improve the lives of our employees is measured by the wage gap and the Gini co-efficient. The Gini for Implats ranges between 25.7% and 29.1% relative to the national statistics which were 44% for the employed population and 63% if the unemployed were included.

The wage gap at Implats is defined as ratio of the CEO guaranteed pay compared to that of the lowest level underground worker. The progression in reducing the wage gap since 2008 is depicted below:

	2008	2012	2014	2015	2016
Guaranteed pre-tax package	1:107	1:67	1:54	1:49	1:49
Guaranteed after-tax package*	1:88	1:52	1:41	1:37	1:37

* Assumes a marginal tax rate of 23% and 40% for the lowest paid underground workers and the CEO respectively. It should be noted that the collective bargaining process for unionised employees, effective on 1 July 2016 has not been concluded and related figures are not updated, therefore the ratios remain the same as in 2015.

The standards of reporting and disclosure of remuneration ensure that our stakeholders have a better understanding of our decisions and the results thereof. Our STRcom have in this financial year carried out its mandate while appreciating and promoting the importance of our people to the continued sustainability and growth of the Company.

The 2015 remuneration policy received a 94% (non-binding) approval by shareholders at the annual general meeting in October 2015. The policy was reviewed during this year and in principle remains unchanged. However, there were numerous issues requiring the attention of the STRcom.

Item	Decision
Annual salary review	Given the financial constraints, the STRcom did not grant an annual increase for executives and managers, but delivered an amount <i>in lieu</i> of increase by means of deferred notional shares. The collective bargaining processes with the NUM and AMCU at our operations are still underway.
Wage gap	An annual analysis and benchmark was conducted to determine our position relative to our peers. We continue to focus on increasing our minimum salaries in an effort to reduce this gap.
LTIP review	The LTIP was reviewed and benchmarked to with relevant market trends to ensure relevance.
Collective bargaining annual increase	The committee approved the mandate for the annual increase for general staff.

I thank and applaud my fellow STRcom members and the management team for the manner in which they have conducted themselves during trying times, always with the best interests of the Company, its stakeholders and values at heart.

MEK Nkeli

Chairperson: social, transformation and remuneration committee

Remuneration report

Remuneration policy

Shareholders are requested to vote on the following remuneration policy by way of a non-binding advisory resolution.

The Company's overall remuneration philosophy is designed to ensure that remuneration is competitive and sustainable. It strives to reward employees fairly and recognises their contribution to the Group's operating and financial performance in line with its corporate objectives and strategy. This clear and transparent design ensures internal and external equity through the alignment of conditions of employment and remuneration for all employees in an evolving regulatory and statutory environment. In support of our Employee Value Proposition (EVP) the Group ensures an appropriate remuneration mix aligned with the principles of equity, implemented with due regard for varying performance levels.

The remuneration policy, as approved by shareholders and the Company, endeavours to match the market in terms of the broad talent pool, but lead the market in areas of critical appointments, talented individuals, equity candidates and top performers.

The remuneration policy aims to:

- Ensure fairness and a sustainable minimum wage
- Promote and ensure compliance with an evolving regulatory environment, with a specific emphasis on the long-term sustainability of the Group
- Ensure alignment of the interests of the Company's board and management with that of our stakeholders
- Attract and retain talent at all levels
- Encourage employee behaviour that is goal orientated and consistent with the Group's vision and values
- Set remuneration levels that are consistent with emerging governance frameworks on executive and non-executive compensation by conducting regular benchmarking exercises against internal and external comparatives

Remuneration governance

The STRcom reports to the board on their proceedings and attends the annual general meeting of Implats to respond to any questions from shareholders regarding the committee's areas of responsibility.

The STRcom keeps abreast of the latest changes in relevant legislation and the market to ensure remuneration is appropriate, equitable and fair. They receive regular updates on remuneration issues as they arise and are advised by a specialist external adviser on benchmarking, remuneration governance and related matters.

The committee utilised the services of PricewaterhouseCoopers Inc. and Vasdex Associates (Pty) Limited in different capacities during the past financial year to benchmark remuneration elements and practices against external comparatives and to advise on remuneration policy.

Remuneration committee

Although the board of Implats, is ultimately responsible for the Group's remuneration philosophy and the application thereof, the STRcom is delegated to perform these duties and discharge the boards' obligation of remuneration, governance, skills attraction and retention, succession planning, disclosure, benefits, broad terms and conditions of employment and performance conditions.

The committee consists of three independent non-executive directors and an independent chairperson. The CEO, HR executive, remuneration adviser and executive responsible for talent management are permanent invitees to the meetings.

The STRcom met four times during 2016 and the membership for the period under review was as follows:

Name	Directorship status
M Nkeli (Chairperson)	Independent non-executive director
MSV Gantsho	Independent non-executive director
B Ngonyama	Independent non-executive director

Remuneration mix

The ratios within the remuneration mix are structured for the various structural levels of the organisation. The approved remuneration mix for the top layer of the organisation is set out in the table below:

Component	CEO	CFO	Senior executives	Junior executives
Guaranteed remuneration	40%	44%	59%	64%
STI (Short-Term Incentive)	20%	22%	16%	16%
LTIP (Long-Term Incentive)	40%	34%	25%	20%

Remuneration report

Remuneration structure

Element		Intent	Policy application
Guaranteed remuneration	Basic salary	To attract and retain employees and to ensure internal equity and external competitiveness	Our standard is to match the market in terms of the broad talent pool, but lead in areas of critical appointments, talented individuals, equity candidates and top performers. Pay levels are also influenced by increases for the rest of the workforce, inflation and costs
	Benefits	To ensure external competitiveness and advance employee wellness, engagement and effectiveness	Employees are contractually obliged to belong to approved medical and retirement funds inclusive of death and disability cover Contributions are made by both the Company and the employee
	Optional benefits and allowances	To assist with productivity, ensure legislative compliance and retention of skills	Some of these benefits are elective while some are in line with statutory requirements
Variable remuneration	Short-term incentives	Key performance indicators (KPIs) alignment with operational and Group financial and non-financial performance, more specifically: <ul style="list-style-type: none"> ● driving safety, health, environment and community (SHEC) ● performance and delivery on volume, value, quality, cost, capital and cash flow (VVQ3C) ● personal KPIs 	Subject to the achievement of performance measures, and committee approval employees are paid annually and/or six monthly
	Long-term incentives	Alignment with shareholders' interests, group performance and attraction and retention objectives	Incentives are awarded to eligible employees annually in line with the approved remuneration mix. Vesting depends on achievement of performance conditions. The structure and scheme rules are reviewed regularly to ensure alignment with the intent
	Employee ownership	Alignment with shareholders' interests, Group performance, retention objectives and statutory requirements	Employee ownership plans with benefits for category A – C level employees predominantly Historically Disadvantaged South Africans (HDSAs)

Guaranteed package

The guaranteed package includes basic salary and employee benefits. Guaranteed packages are market related and are based on the complexity of the role and the employee's personal performance and contribution to the Group's overall performance.

The guaranteed package includes basic salary plus add-on benefits. Salary increases for management employees (D-level and above) are effected on 1 October annually, and are influenced by increases in general cost of living (inflation), individual performance, market conditions, company performance and the collective wage bargaining process.

Benefits

Contributions towards retirement, death and disability and healthcare benefits are included in the guaranteed package and are applicable to all employees according to the rules of the relevant schemes and Company procedures.

The Company offers participation in several nominated medical aid schemes where the choice of scheme vests with the employee.

All permanent employees are required to join one of the approved retirement funds. Death and disability benefit insurance is provided for all employees and personal accident insurance is provided for D-upper and E-level employees who are expected to travel regularly in line with their specific role and deployment in the Group. As a result of past practice, the Company has a limited

Remuneration report

liability in terms of post-retirement medical benefits. This practice was ceased in 2006 and the employees entitled to this benefit were ring-fenced.

Short-term incentives (STI)

The STRcom approved the STI scheme and performance targets for the period under review. The performance targets are derived from the business plan, set and assessed annually per business unit and for the Group as a whole.

In order to support the business plan objectives through sustained and focused performance metrics, the timeframe and thus the frequency of payment for certain “core production” roles have been shortened to continually motivate some managers on specific targets. The weighting of the bonus elements (SHEC: safety, health, environment and community performance; VVQ3C: volume, value, quality, cost, capital and cash flow) are tailored to drive the safety indicators, reinforce performance management, align with strategic plans and risk registers and improve governance in the broad categories listed below:

KPI	Senior/Junior executives				
	CEO	CFO	Group support	Services	Production
SHEC	40	30	30	35	40
VVQ3C	40	30	30	35	40
Personal	20	40	40	30	20
Total	100	100	100	100	100
(Total expressed as % of overall remuneration)	20	22	16	16	16

In addition, the STI, referred to directly above, can vary depending on the level of performance achieved can result in different payments per employee category as indicated below:

KPIs achievement %	CEO	CFO	Senior executives	Junior executives
110%	30	33	24	24
105%	25	27.5	20	20
100%	20	22	16	16
95%	10	11	8	8
90%	0	0	0	0

Remuneration report

Long-term incentives

Historically the Company operated the Implats Share Appreciation Scheme with the last allocations made to employees under this scheme in 2012.

It is essential for the Group to retain critical skills over the longer term and motivate and incentivise employees in a way that also aligns their interest to those of shareholders. This is now principally done through the approved long-term incentive plans (LTIP). Allocations under the LTIP are approved and made by the STRcom in accordance with the approved remuneration mix. The first allocations were made in November 2012 and therefore the first vesting was in November 2015.

The LTIP comprises both a Conditional Share Plan (CSP) and a Share Appreciation Rights Plan (SAR) and the salient features and achievement of these instruments are listed below:

Instrument	Detail	Performance measure 2012 allocation, three years vesting
Conditional Share Plan (CSP)	<ul style="list-style-type: none"> ● Full shares are awarded free of charge ● Awarded at the end of the three-year vesting period ● CSP1 – no performance conditions ● CSP2 – performance conditions ● On date of award, participants are granted conditional rights to acquire shares at a future date ● Only become shareholders with dividend and voting rights from vesting onwards 	Relative total shareholder return (TSR)
Share Appreciation Rights Plan (SAR)	<ul style="list-style-type: none"> ● Conditional rights are awarded ● Calculated with reference to the increase in share price from award date until exercise date ● Three-year vesting period will apply ● Performance conditions apply ● During the period participants have no rights in respect of underlying shares and only become shareholders following exercise 	<ul style="list-style-type: none"> ● Absolute TSR ● Relative EBITDA ● Relative fatality frequency (FFR) rate

Employee ownership

The Group operates two employee ownership plans as set out below:

Morokotso Trust – Employee Share Ownership Plan

- Founded in 2006 and administers the Employee Share Ownership Programme
- All South African operations' A, B and C-level employees, who joined the Company before 4 July 2008, are beneficiaries
- Qualifying employees were each allocated 568 or 399 Implats shares depending on joining date
- The Morokotso Trust holds these shares on behalf of employees for a period of 10 years, with a 40% scheduled pay-out after five years (2011) and a 60% pay-out scheduled after 10 years (2016)
- Twenty-three thousand four-hundred and forty-eight (23 448) beneficiaries benefited from the sale of 40% of their shares in July 2011, receiving an average amount of R3 500 per beneficiary
- The shares were acquired by the trust funded by an interest-bearing loan from Impala and Marula. Dividends accruing on the shares during the holding period are set off against interest owing.

Impala Employee Ownership Plan

- Implemented in December 2014
- All Impala Platinum A, B and C-level employees are beneficiaries
- An interest-free loan of R1.1 billion was granted to the trust (4% of Impala Platinum Limited)
- 65% of dividends from Impala Platinum Limited will be distributed to beneficiaries
- 35% of said dividend will repay the loan amount
- When the loan is repaid, 100% of the dividends will go to beneficiaries
- The scheme endures for the life of mine

Remuneration report

Remuneration and performance

The remuneration report sets out the implementation of the remuneration outcomes and activities resulting from the policy for the year under review. The STRcom ensures the consistent application of remuneration policies, procedures and practices in accordance with their terms of reference and in support of the remuneration policy.

Executive remuneration

Guaranteed package

Given the objective to conserve cash, the STRcom did not grant an annual increase for executives and managers, but delivered an amount equivalent to a 6% increase in notional shares, which may be cashed in by these employees after a period of one year.

Short-term incentives (STI)

Annual payments in terms of the STI are approved and paid after the year end. Accordingly the on-target percentages are depicted below for both 2015 and 2016, but only the achieved bonuses for 2015 are reported. The 2016 achievements will be reported in the 2017 remuneration report. The annual payments in terms of the short-term incentive scheme approved by the STRcom for the 2015 financial year was R41.5 million.

Employee category	On-target bonus 2016	On-target bonus 2015	2015 bonus % ⁽ⁱ⁾
CEO	20%	35%	25%
Executive director	22%	25%	19%
Senior executives	16%	16%	12%
Junior executives	16%	16%	12%

(i) For bonus amounts paid/deferred – please refer to page 19.

Long-term incentives

The measure for the vesting of the CSPs (being total shareholders return relative to peers) was not met and none of these shares vested in November 2015.

The performance conditions of the SARs (being a mixture of three shareholder related interest) resulted in 25% of the awarded SARs vesting in November 2015 at an award price of R146.89 per share.

Employee ownership

The last tranche of the Morokotso Trust scheme (60%) vested on 3 July 2016 but did not result in any benefits to employees as the base Implats share price for benefits to accrue was R159 per share (the share price prevailing at the time of the scheme creation).

In terms of the Impala Employee Ownership Plan, no dividends were declared during the year and thus no benefits accrued to employees.

Remuneration report

Summary – executive directors, the prescribed officers and company secretary remuneration

	Salary (R'000)	Benefits retirement, medical (R'000)	Other benefits (R'000)	Bonus (R'000)	Gains on LTIs# (R'000)	FY2016 (R'000)	FY2015 (R'000)
Executive directors							
TP Goodlace	6 420	1 046	–	–	–	7 466	7 494
B Berlin	4 848	618	2 185	1 274	–	8 925	8 583
Prescribed officers							
PD Finney	3 386	651	1 505	552	–	6 094	6 337
A Mhembere*	582	17	20	229	–	849	854
MN Ndlala	4 869	647	45	585	–	6 146	7 027
GS Potgieter	4 908	626	2 279	673	–	8 486	8 570
Company Secretary							
TT Liale	1 600	192	–	190	22	2 004	1 912

* (US\$'000).

Long-term incentives.

All executives (other than the CEO) were paid their bonuses for the first half of the 2015 year in cash during the current financial year (reflected in the table above). The bonus for the CEO and the bonuses for all other executives for the second half of the 2015, are dealt with below.

The CEO elected not to take his earned bonus for 2015 in cash due to the financial constraints facing the industry. Instead the amount due was converted into Implats shares, which vest the earlier of September 2018 or resignation.

The STI earned for the second half of 2015 was delivered to the CFO, senior and junior executives in notional Implats shares of equivalent value. These employees may elect to receive in cash the value of these notional shares at any time after 8 September 2016.

In addition to the shares the CEO received for foregoing his bonus, his earned retention payment was converted into Implats shares and vesting thereof postponed to be delivered equally over three years.

In summary, the total number of shares the CEO held at year end (received *in lieu* of earned bonus and retention payment) are set out below:

Name	Balance at 30 June 2015	Allocated during the year	Date of allocation	Forfeited during the year	Exercised during the year	Date exercised	Balance at 30 June 2016	Allocation price (R)	First vesting date
Directors									
TP Goodlace									
Shares – Retention	–	29 308	8 Sep 15	–	–		29 308		
							9 769	–	8 Sep 16
							9 769	–	8 Sep 17
							9 770	–	8 Sep 18
Shares – Bonus	–	123 586	8 Sep 15	–	–		123 586	–	8 Sep 18

The vesting dates beyond 30 November 2016 have been accelerated to 30 November 2016 due to the resignation of the CEO.

It is noted that since joining the Company in 2012, the CEO has not taken an increase nor participated in any long or short-term incentive scheme of the Company. The shares allocated to him on 8 September 2015 *in lieu* of a bonus were the first short-term reward he has taken. He remains resolute in his decisions based on low PGM basket prices and the financial crisis facing the platinum industry.

Remuneration report

The following table reflects the status of unexercised options held by executive directors, prescribed officers and Company Secretary during the year ended 30 June 2016:

Name	Balance at 30 June 2015	Allocated during the year	Date of allocation	Forfeited during the year	Exercised during the year	Date exercised	Balance at 30 June 2016	Allocation price (R)	First vesting date
Directors									
TP Goodlace									
LTIP SAR	—	—		—	—		—		
LTIP CSP	—	—		—	—		—		
B Berlin									
Share appreciation scheme	165 337	—		5 672	—		159 665		
							20 180	167.19	27 Nov 08
							7 277	242.19	20 Nov 09
							3 031	333.90	30 May 10
							18 870	162.88	1 May 11
							15 251	171.39	4 Nov 11
							631	209.09	13 May 12
							11 749	193.83	1 Nov 12
							53 954	193.79	12 May 13
							21 502	171.76	10 Nov 13
							7 220	145.48	24 May 14
LTIP SAR	130 926	207 778	12 Nov 15	32 250	—		306 454		
							10 751	146.89	14 Nov 15
							39 339	134.91	11 Nov 16
							48 586	81.90	13 Nov 17
							207 778	35.16	12 Nov 18
LTIP CSP	48 369	83 080	12 Nov 15	12 008	—		119 441		
							12 252	—	11 Nov 16
							24 109	—	13 Nov 17
							83 080	—	12 Nov 18
Prescribed officers									
PD Finney									
Share appreciation scheme	87 228	—		—	—		87 228		
							1 761	167.19	27 Nov 08
							7 540	233.74	24 May 09
							2 977	333.9	30 May 10
							2 774	116.76	18 Nov 10
							2 898	162.88	1 May 11
							12 266	171.39	4 Nov 11
							7 696	209.09	13 May 12
							18 528	193.83	1 Nov 12
							5 376	193.79	12 May 13
							12 282	171.76	10 Nov 13
							13 130	145.48	24 May 14
LTIP SAR	66 328	67 309	12 Nov 15	14 166	—		119 471		
							4 723	146.89	14 Nov 15
							17 302	134.91	11 Nov 16
							30 137	81.90	13 Nov 17
							67 309	35.16	12 Nov 18
LTIP CSP	30 949	40 370	12 Nov 15	7 912	—		63 407		
							8 083	—	11 Nov 16
							14 954	—	13 Nov 17
							40 370	—	12 Nov 18

Remuneration report

Name	Balance at 30 June 2015	Allocated during the year	Date of allocation	Forfeited during the year	Exercised during the year	Date exercised	Balance at 30 June 2016	Allocation price (R)	First vesting date
Prescribed officers continued									
A Mhembere									
LTIP SAR	129 418	166 180	12 Nov 15	25 974	—		269 624		
							8 659	146.89	14 Nov 15
							35 398	134.91	11 Nov 16
							59 387	81.90	13 Nov 17
							166 180	35.16	12 Nov 18
LTIP CSP	60 513	99 671	12 Nov 15	14 507	—		145 677		
							16 537	—	11 Nov 16
							29 469	—	13 Nov 17
							99 671	—	12 Nov 18
MN Ndlala									
Share appreciation scheme	56 799	—		888	—		55 911		
							1 110	167.19	27 Nov 08
							3 603	233.74	24 May 09
							7 139	116.76	18 Nov 10
							12 313	171.39	4 Nov 09
							13 750	193.83	1 Nov 12
							7 831	193.79	12 May 13
							10 165	171.76	10 Nov 13
LTIP SAR	87 497	90 452	12 Nov 15	11 005	—		166 944		
							3 669	146.89	14 Nov 15
							24 536	134.91	11 Nov 16
							48 287	81.90	13 Nov 17
							90 452	35.16	12 Nov 18
LTIP CSP	41 569	54 251	12 Nov 15	6 146	—		89 674		
							11 462	—	11 Nov 16
							23 961	—	13 Nov 17
							54 251	—	12 Nov 18
GS Potgieter									
Share appreciation scheme	98 878	—		—	—		98 878		
							93 783	186.60	1 Jul 12
							5 095	171.76	10 Nov 13
LTIP SAR	99 462	92 411	12 Nov 15	19 645	—		172 228		
							6 549	146.89	14 Nov 15
							23 912	134.91	11 Nov 16
							49 356	81.90	13 Nov 17
							92 411	35.16	12 Nov 18
LTIP CSP	46 634	55 426	12 Nov 15	10 972	—		91 088		
							11 171	—	11 Nov 16
							24 491	—	13 Nov 17
							55 426	—	12 Nov 18

Remuneration report

Name	Balance at 30 June 2015	Allocated during the year	Date of allocation	Forfeited during the year	Exercised during the year	Date exercised	Balance at 30 June 2016	Allocation price (R)	First vesting date
Secretary									
TT Liale									
Share appreciation scheme	14 918	—		—	—		14 918		
							1 562	172.07	1 Dec 08
							460	333.90	30 May 10
							682	116.76	18 Nov 10
							3 164	162.88	1 May 11
							494	171.39	4 Nov 11
							1 000	209.09	13 May 12
							1 224	193.83	1 Nov 12
							1 540	193.79	12 May 13
							853	171.76	10 Nov 13
							3 939	145.48	24 May 14
LTIP SAR	6 226	13 785	12 Nov 15	—	—		20 011		
							6 226	81.90	13 Nov 17
							13 785	35.16	12 Nov 18
LTIP CSP	9 169	16 536	12 Nov 15	769	692	14 Nov 15	24 244		
							1 529	—	11 Nov 16
							6 179	—	13 Nov 17
							16 536	—	12 Nov 18

Non-executive directors' remuneration

Fee structures for remuneration of board and committee members are recommended to the board by the STRcom, reviewed annually and approved by shareholders at the annual general meeting. The review addresses market comparisons of fees and Company performance.

Directors' fees in aggregate for serving on the board and committees for the year under review were as follows:

(R'000)	Board	Audit committee	Remuneration committee	Health, safety, environment and risk committee	Nominations, governance and ethics committee	Social, transformation and remuneration	Capital allocation and investment committee	Risk committee	Total
MSV Gantsho	1 364	—	75	—	34	—	—	—	1 473
KDK Mokhele	559	—	—	—	—	—	—	—	559
HC Cameron	334	334	—	—	—	69	39	70	846
PW Davey	334	57	—	70	14	—	40	70	585
A Kekana	334	—	70	—	75	—	40	—	519
AS Macfarlane	334	—	—	243	—	—	—	—	577
AA Maule	294	139	—	—	—	27	—	136	596
ND Moyo [^]	442	—	—	40	—	—	39	—	521
FS Mufamadi	334	—	—	—	75	—	—	—	409
BT Nagle	117	—	—	—	—	—	—	38	155
B Nkonyama	334	158	—	—	—	39	—	—	531
MEK Nkeli	334	58	—	40	—	193	—	—	625
NDB Orleyn	53	—	18	—	18	38	—	—	127
ZB Swanepoel	334	—	—	109	36	—	67	—	546

[^] Includes R108 000 of 2015 fee paid in 2016.

Remuneration report

The STRcom has recommended increased fees for board and committee members. The annual fee increase proposed for 2017 on board and committee fees are as follows after remaining unchanged for four consecutive years. The board has agreed to recommend a 6% increase for approval by shareholders for fees to be paid during the year. An additional 9% is also recommended for both the HSER and the STR committees following the restructuring of the committees which resulted in fewer committees.

With effect from	1 July 2016 (R)	1 July 2015 (R)	Increase %
Board of directors			
Chairperson	1 820 000	1 820 000	—
Member	353 701	333 680	6%
Audit committee			
Chairperson	353 701	333 680	6%
Member	167 162	157 700	6%
Social, transformation and remuneration committee			
Chairperson	279 025	242 630	15%
Member	125 477	109 110	15%
Nominations, governance and ethics committee			
Chairperson*	—	—	—
Member	115 657	109 110	6%
Health, safety, environment and risk committee			
Chairperson	279 025	242 630	15%
Member	125 477	109 110	15%
Capital allocation and investment committee			
Chairperson	257 188	242 630	6%
Member	115 657	109 110	6%
<i>Ad hoc</i> fees per additional board or committee meeting	16 000		

* Chairperson of the board is also chairperson of the NGE committee.

Special contractual arrangements

No fixed term employment contracts are in place for executive directors.

The periods of notice applying to executive directors is six months on either side in the case of the CEO and three months on either side in the case of the CFO.

The senior management members appointed to the executive committee (Exco) is three-months and one month for all other managers.

Members of Exco are entitled to a lump sum of one times their annual guaranteed package, should there be a change of control of the Company and as a result the executive's employment is terminated through retrenchment or constructive dismissal within a period of 24 months from the date of the effective change of control.

Directors' report

Profile

Nature and business of the Company

Implats Platinum Holdings Limited (Implats/Company/Group) is one of the foremost producers and suppliers of platinum group metals (PGMs) to industrial economies. The Company's holdings in various mining and exploration activities as at 30 June 2016 are described below:

Company	Effective interest %	Activity
Implats Platinum Limited (Implats)	96	PGM mining processing and refining
Implats Refining Services Limited	100	Purchase of concentrate and/or smelter matte. Processing of concentrate and matte by the smelting, refining and sale of resultant PGMs and base metals, and toll refining
Afplats Proprietary Limited	74	PGM mining (project phase)
Marula Platinum Proprietary Limited	73	PGM mining
Zimplats Holdings Limited	86.9	PGM mining
Mimosa Investments Limited	50*	PGM mining
Two Rivers Platinum Proprietary Limited	49*	PGM mining
Makgomo Chrome Proprietary Limited	50*	Purchase of chrome in tailings. Processing and sale of the product
Implats Chrome Proprietary Limited	69	Purchase of chrome in tailings. Processing and sale of the product

* Equity-accounted entities.

Share capital

Authorised share capital

	R
844 008 000 ordinary shares of 2.5 cents each	21 100 200

Issued share capital

	R
734 778 378 ordinary shares of 2.5 cents each	18 369 459

Unissued share capital

	R
109 229 622 ordinary shares of 2.5 cents each	2 730 741

The issued share capital of the Company increased by 102 564 102 shares to 734 778 378 (2015: 632 214 276) ordinary shares on 14 October 2015 during the equity raise where R4.0 billion was received in return for the issue of Implats shares (note 9 of the summarised financial statements).

American depository receipts

At 30 June 2016, there were 7 241 486 (2015: 7 133 503) sponsored Implats American Depository Receipts in issue through Deutsche Bank AG London and trading on the over-the-counter markets in the US. Each American depository share is equal to one Implats ordinary share.

Treasury shares

The Group holds 16 233 994 ordinary shares of 2.5 cents each which were bought in terms of an approved share buy-back scheme in prior years. No additional shares were bought by the Company during the year under review. The shares are held as "treasury shares" by a wholly-owned subsidiary of the Company.

Share-based compensation

Details of participation in the share option scheme are set on pages 20 to 22 of this report.

Shareholding in the Company

The issued capital of the Company held by public and non-public entities as at 30 June 2016 was as follows:

	Number of shareholders	Number of shares (000)	%
Public	26 526	663 436	90.3
Non-public	11	71 342	9.7
Directors	3	44	—
Morokotso Trust	2	8 865	1.2
Royal Bafokeng Holdings Proprietary Limited*	3	46 199	6.3
Treasury shares	3	16 234	2.2
Total	26 537	734 778	100.0

* Has the right to appoint one director.

Directors' report

Beneficial shareholders greater than 5%:

Shareholders	Number of shares (000)	%
Government Employees Pension Fund	84 562	11.5
Royal Bafokeng Holdings Proprietary Limited	46 199	6.3
Total	130 761	17.8

Investment management shareholding greater than 3%:

Shareholders	Number of shares (000)	%
Coronation Asset Management (Pty) Ltd	110 736	15.1
PIC	80 997	11.0
Investec Asset Management	73 555	10.0
Allan Gray Investment Council	58 361	7.9
BlackRock Inc	22 117	3.1
Total	345 766	47.1

Black economic empowerment (BEE) ownership

The Group believes that it has fully met the equity ownership objectives of the Mineral and Petroleum Resources Development Act as it recognises that the transformation of the equity ownership of the Company is a key strategic goal. Our BEE partners are drawn from a wide range of groups from the significant stake held by the Royal Bafokeng Nation to smaller BEE companies and community groups. The Royal Bafokeng Nation sold part of their shareholding in Implats to realise value but they remain invested in the Company with shareholding of 6.3% down from 11.3%.

The Group has established an Employee Share Ownership Plan which holds 4% of the issued shares in Impala Platinum Limited. This was done through the establishment of a trust to hold the shares on behalf of the employees of Impala. The pre-existing ESOP which is managed through the Morokotso Trust, was established in 2006, and has delivered value to some 24 000 employees in South Africa, with 40% of the shares having vested in July 2011 and the remaining shares vested in July 2016. The scheme was designed and implemented to endure for a 10-year period and it will now terminate as conceived in the founding trust deed.

Investments

Zimplats Holdings Limited (Zimplats)

During the period under review, the Company owned 86.9% (2015: 86.9%) of Zimplats, which in turn holds 100% of Zimbabwe Platinum Mines (Pvt) Limited – an operating company in Zimbabwe. Both Zimplats and Mimosa continue to discuss the indigenisation implementation plan with the Government of Zimbabwe and pending the finalisation of these plans, Implats continued to consolidate its shareholding in Zimplats in 2016.

Mimosa Investments Limited (Mimosa)

The Company holds a 50% (2015: 50%) shareholding in Mimosa, with the balance being held by Sibanye Gold Limited (which acquired Aquarius Platinum Limited the previous shareholder). Mimosa Mining Company (Pvt) Limited, the operating company, is a wholly-owned subsidiary of Mimosa. In 2016, Implats equity-accounted its 50% interest in the joint venture.

Two Rivers Platinum Proprietary Limited (Two Rivers)

The Company owns a 49% (2015: 49%) interest in Two Rivers with the balance held by African Rainbow Minerals Limited (ARM). During the year under review, Two Rivers concluded a transaction with ARM in terms of which it acquired the remaining extent of Kalkfontein (known as the RE portion) from ARM, which ARM had acquired from a third party. Once this transaction goes unconditional, Implats' stake in Two Rivers will dilute to 46% and Implats will continue to equity account its interest in Two Rivers.

Marula Platinum Proprietary Limited (Marula)

The Company owns a 73% (2015: 73%) interest in Marula.

The 27% non-controlling interest comprises a 9% equity stake in Marula held by each of the following BEE entities:

- Tubatse Platinum Proprietary Limited
- Mmakau Mining Proprietary Limited
- Marula Community Trust

Implats has consolidated the BEE interest as the vendor finance is guaranteed by Implats.

Directors' report

Afplats Proprietary Limited (Afplats)

The Company owns a 74% (2015: 74%) interest in Afplats, which completed the sinking of the main shaft to a depth of 1 198 metres below surface during the prior year. Activities to further develop the project have been deferred for a period of four years. Implats continues to consolidate its interest in Afplats.

Makgomo Chrome Proprietary Limited (Makgomo Chrome)

The Company owns a 50% (2015: 50%) stake in Makgomo Chrome, a company established pursuant to Implats' local economic development strategy for the Marula communities. The balance of the issued shares is held by the communities in the Marula area of operations. Twenty percent of the Company's shareholding is held through Marula and all dividends received by Marula are used to fund community development projects. Implats equity accounts its interest in Makgomo Chrome.

Impala Chrome Proprietary Limited (Impala Chrome)

The Company holds 69% (2015: 70%) of which 4% (2015: 5%) is held through a special purpose vehicle of the shares in issue and Chrome Traders Processing Proprietary Limited (Chrome Traders) holds 31% (2015: 30%). Implats consolidates its interest in Impala Chrome.

Financial affairs

Results for the year

Revenue for the year increased by R3.5 billion from the previous year to R35.9 billion as a result of an increase in sales volumes (R5.7 billion) and a positive exchange rate variance (R7.2 billion) but offset by lower dollar metal prices (R9.4 billion).

Cash costs comprising on-mine, processing, refining and selling and administration benefited from stringent cost control measures and increased by only 6.1% compared to a normalised 2015 cost after adjusting for once off ramp-up costs and savings after the strike in the 2014 financial year.

Production was negatively affected during the second half by the fire at 14 Shaft and the fall of ground at 1 Shaft. Notwithstanding this, gross group platinum production increased by 12.7% to 1 438 300 ounces.

Other once-off items include an impairment/scrapping charge of R413 million – mainly due to the impairment of the 12 Shaft mechanised section, which was closed in December 2015 and the scrapping of the 14 Shaft conveyor belt after the fire. Insurance proceeds of R474 million is included in other operating income, which related mainly to the business interruption and asset insurance on 14 Shaft.

Overall, headline earnings per share decreased from 36 cents per share to 12 cents per share mainly due to the lower rand metal prices, which were offset to some extent by increased volumes and stringent cost control.

The Group's cash position at end of the financial year improved from R2.6 billion to R6.8 billion mainly as a result of the equity raise during the financial year of R3.9 billion (net of expenses) and net cash generated, after funding all capital expenditure, of R291 million. At year-end, the Group had committed facilities of R4 billion until 2017. Subsequent to year-end, R3.25 billion of these committed facilities were extended to 2021 and an additional R0.75 billion facility was obtained also expiring in 2021 bringing the total committed facilities to R4.75 billion.

Dividends

No dividends were declared in respect of the 2016 financial year (2015: no dividend).

Convertible bonds interest payments

The Company paid interest in August 2015 and February 2016 to bond holders in line with the terms and conditions of the bonds. The bonds are repayable in February 2018.

Capital expenditure

Capital expenditure for the year amounted to R3.6 (2015: R4.3) billion.

Capital expenditure of approximately R4.4 billion is planned for the 2017 financial year, of which R1.2 billion relates to 20 and 16 Shafts at Impala. 17 Shaft has been placed on low-cost maintenance at some R6 million per annum. Of the capital expenditure of R4.4 billion, R2.4 billion is planned at Impala and US\$122 million is planned at Zimplats. Capital expenditure will principally be funded from the opening cash balance, operating cash flows and borrowings if necessary.

Post-balance sheet events

No material events occurred since the date of the consolidated Financial Statements and the date of approval thereof, the knowledge of which would affect the ability of the users of these statements to make proper evaluations and decisions.

Directors' report

Going concern

The consolidated Financial Statements have been prepared on a going-concern basis using the appropriate accounting policies, supported by reasonable and prudent judgements and estimates. The directors believe that the Company and the Group will continue to be in operation in the foreseeable future.

Associated and subsidiary companies

Information regarding the Company's associated and subsidiary companies is given in note 2 and note 3 of the Annual Financial Statements of the Company, which is available on the Company's website.

Property

Details of the freehold and leasehold land and buildings of the various companies are contained in registers which are available for inspection at the registered offices of those companies.

Directorate

Name	Position as director	Date appointed
MSV Gantsho	Independent non-executive chairman	1 November 2010
KDK Mokhele [#]	Independent non-executive chairman	6 June 2004
TP Goodlace [*]	Chief executive officer	1 June 2012
B Berlin	Chief financial officer	24 February 2011
HC Cameron	Independent non-executive director	1 November 2010
PW Davey	Independent non-executive director	1 July 2013
A Kekana	Non-executive director	8 August 2013
AS Macfarlane	Independent non-executive director	1 December 2012
AA Maule ^{**}	Independent non-executive director	1 November 2011
ND Moyo	Independent non-executive director	5 March 2015
FS Mufamadi	Independent non-executive director	5 March 2015
BT Nagle ^{***}	Non-executive director	8 August 2013
B Ngonyama	Independent non-executive director	1 November 2010
MEK Nkeli	Independent non-executive director	29 April 2015
NDB Orley ^{^^}	Independent non-executive director	1 April 2004
ZB Swanepoel	Independent non-executive director	5 March 2015

* Previously (since 5 August 2010) was an independent non-executive.

* Resigned as CEO – 1 June 2016, serving six-month notice period.

** Resigned as director – 18 May 2016.

*** Resigned as director – 6 November 2015.

^^ Resigned as director – 28 August 2015.

Resigned as director – 21 October 2015.

Changes to the board

Dr Mandla Gantsho took over as the new chairman at the conclusion of the 2015 AGM when Dr Khotso Mokhele stepped down both as chairman and a director. The board had appointed four new members in 2015 whose tenure overlapped with that of the long-serving directors who stepped down during 2015 and during the year under review. The average length of service of the current 10 non-executive directors is 3.2 years (2015: 3.0), while that of the executive directors is 5.5 years (2015: 4.5). Mr Terence Goodlace resigned as chief executive officer on 1 June 2016 and his resignation as a board member will become effective at the end of his notice period on 30 November 2016.

Board diversity

Gender	Members
Male	8
Female	4

Nationality	Members
Black South African	5
White South African	4
Non-South African	3

Independence	Members
Executive	2
Non-executive	1
Independent non-executive	9

Directors' report

Interests of directors

The interests of directors in the shares of the Company at 30 June 2016 were as follows and did not individually exceed 1% of the issued share capital or voting control of the Company:

	Direct		Indirect	
	2016	2015	2016	2015
Beneficial				
Directors	44 380	17 800	—	—
TP Goodlace	11 200	7 800	—	—
B Ngonyama	3 180	—	—	—
ZB Swanepoel	30 000	10 000	—	—
Senior management	73 880	71 995	—	—

There have been no changes to the directors' shareholding outlined above since the end of the financial year to the date of this report.

Directors' interests

No contracts of significance were entered into in which the directors of the Company were materially interested during the financial year. No material change in the foregoing interests has taken place between 30 June 2016 and the date of this report.

Directors' remuneration

Directors' remuneration is disclosed on pages 18 to 23 of this report in line with the Companies Act requirements.

Special resolutions passed

During the year, the following special resolutions were passed by the shareholders:

Acquisition of the Company's shares by the Company or subsidiaries

A renewal of the general authority to acquire up to 5% of the Company's shares subject to the provisions of the JSE Listings Requirements and the Companies Act, provided that the authority does not extend beyond 15 months from the date of the granting of that authority.

Financial assistance

Shareholders approved the granting of financial assistance, subject to the provisions of sections 44 and 45 of the Companies Act, directly or indirectly, to present and future subsidiaries, present and future directors and prescribed officers, or any related or inter-related persons for a period of two years commencing from the date of the resolution.

Administration

Financial, administrative and technical advisers

In terms of a service agreement, Impala acted as financial, administrative and technical advisers to the Group during the year on a fee basis.

Company secretary

Mr TT Liale acted as secretary to Implats and Impala. Impala acted as secretaries to other subsidiaries in the Group. The business and postal addresses of the company secretary are set out on the inside back cover.

United Kingdom secretaries

The business and postal addresses of the United Kingdom secretaries are set out on the inside back cover.

Public officer

Mr SF Naudé acted as public officer to companies in the Group for the year under review.

Approval of the financial statements

The summarised financial statements is extracted from audited information, but is not itself audited. The directors of the Company take full responsibility for the preparation of the summarised financial statements for the period ended 30 June 2016 and that the financial information has been correctly extracted from the underlying consolidated financial statements which are available on the Company's website.

The directors of the Company are responsible for the maintenance of adequate accounting records and the preparation of the consolidated financial statements and related information in a manner that fairly presents the state of the affairs of the Company. These consolidated financial statements are prepared in accordance with International Financial Reporting Standards and incorporate full and responsible disclosure in line with the accounting policies of the Group which are supported by prudent judgements and estimates.

The consolidated financial statements have been prepared under the supervision of the chief financial officer Ms B Berlin, CA(SA).

The directors are also responsible for the maintenance of effective systems of internal control which are based on established organisational structure and procedures. These systems are designed to provide reasonable assurance as to the reliability of the consolidated financial statements, and to prevent and detect material misstatement and loss.

The consolidated financial statements have been prepared on a going-concern basis as the directors believe that the Company and the Group will continue to be in operation in the foreseeable future.

The consolidated financial statements have been approved by the board of directors and are signed on their behalf by:

MSV Gantsho
Chairman

TP Goodlace
Chief executive officer

Johannesburg
1 September 2016

Consolidated statement of financial position

as at 30 June 2016

	Notes	2016 Rm	2015 Rm
Assets			
Non-current assets			
Property, plant and equipment	6	49 722	47 248
Exploration and evaluation assets		385	385
Investment property		173	—
Investment in equity accounted entities		3 342	3 172
Deferred tax		37	—
Other financial assets		312	146
Derivative financial instruments	7	1 137	630
Prepayments		10 180	10 378
		65 288	61 959
Current assets			
Inventories	8	8 202	8 125
Trade and other receivables		3 605	3 751
Other financial assets		12	35
Prepayments		1 121	748
Cash and cash equivalents		6 788	2 597
		19 728	15 256
		85 016	77 215
Total assets			
Equity and liabilities			
Equity			
Share capital	9	19 547	15 733
Retained earnings		31 200	31 271
Other components of equity		5 161	3 100
Equity attributable to owners of the Company		55 908	50 104
Non-controlling interest		2 548	2 258
		58 456	52 362
Liabilities			
Non-current liabilities			
Deferred tax		8 574	8 695
Borrowings	10	8 715	7 366
Other financial liabilities		—	57
Sundry liabilities		443	377
Provisions		1 082	848
		18 814	17 343
Current liabilities			
Trade and other payables		6 382	6 057
Current tax payable		645	636
Borrowings	10	564	710
Other financial liabilities		66	17
Sundry liabilities		89	90
		7 746	7 510
		26 560	24 853
		85 016	77 215
Total equity and liabilities			

The notes on pages 34 to 41 are an integral part of these summarised financial statements.

Consolidated statement of comprehensive income

for the period ended 30 June 2016

	Notes	2016 Rm	2015 Rm
Revenue		35 932	32 477
Cost of sales	11	(35 928)	(30 849)
Gross profit		4	1 628
Other operating income		647	953
Other operating expenses		(198)	(1 338)
Impairment		(307)	(5 847)
Royalty (expense)/income		(516)	575
Loss from operations		(370)	(4 029)
Finance income		369	135
Finance cost		(705)	(419)
Net foreign exchange transaction losses		(549)	(287)
Other income		547	266
Other expenses		(154)	(399)
Share of profit of equity accounted entities		262	377
Loss before tax		(600)	(4 356)
Income tax income		557	217
Loss for the year		(43)	(4 139)
Other comprehensive income/(loss), comprising items that may subsequently be reclassified to profit or loss:			
Available-for-sale financial assets		(7)	(27)
Deferred tax thereon		—	(2)
Share of other comprehensive income of equity accounted entities		342	239
Deferred tax thereon		(34)	(23)
Exchange differences on translating foreign operations		2 380	1 495
Deferred tax thereon		(311)	(195)
Other comprehensive income/(loss), comprising items that will not be subsequently reclassified to profit or loss:			
Actuarial loss on post-employment medical benefit		(1)	(2)
Deferred tax thereon		—	—
Total comprehensive income/(loss)		2 326	(2 654)
Profit/(loss) attributable to:			
Owners of the Company		(70)	(3 663)
Non-controlling interest		27	(476)
		(43)	(4 139)
Total comprehensive income/(loss) attributable to:			
Owners of the Company		1 990	(2 372)
Non-controlling interest		336	(282)
		2 326	(2 654)
Earnings per share (cents per share):			
Basic		(10)	(603)
Diluted		(10)	(603)

The notes on pages 34 to 41 are an integral part of these summarised financial statements.

Consolidated statement of equity

for the period ended 30 June 2016

	Ordinary shares Rm	Share premium Rm	Share-based payment reserve Rm	Total share capital Rm	Retained earnings Rm	Foreign currency translation reserve Rm	Other components of equity Rm	Attributable to:		Total equity Rm
								Owners of the Company Rm	Non-controlling interest Rm	
Balance at 30 June 2015	16	13 369	2 348	15 733	31 271	3 024	76	50 104	2 258	52 362
Shares issued										
– Ordinary share issue	2	3 998	–	4 000	–	–	–	4 000	–	4 000
– Implats Share Incentive Scheme	–	2	–	2	–	–	–	2	–	2
Shares purchased										
- Long-term Incentive Plan	–	(17)	–	(17)	–	–	–	(17)	–	(17)
Share-based compensation expense										
- Long-term Incentive Plan	–	–	(71)	(71)	–	–	–	(71)	–	(71)
Total comprehensive income/(loss)	–	–	–	–	(71)	2 068	(7)	1 990	336	2 326
- Profit/(loss) for the year	–	–	–	–	(70)	–	–	(70)	27	(43)
- Other comprehensive income/(loss)	–	–	–	–	(1)	2 068	(7)	2 060	309	2 369
Dividends	–	–	–	–	–	–	–	–	(46)	(46)
Balance at 30 June 2016	18	17 252	2 277	19 547	31 200	5 092	69	55 908	2 548	58 456
Balance at 30 June 2014	16	13 371	2 237	15 624	34 936	1 702	105	52 367	2 550	54 917
Shares issued										
- Implats Share Incentive Scheme	–	1	–	1	–	–	–	1	–	1
Shares purchased										
– Long-term Incentive Plan	–	(3)	–	(3)	–	–	–	(3)	–	(3)
Share-based compensation expense										
- Long-term Incentive Plan	–	–	111	111	–	–	–	111	–	111
Total comprehensive income/(loss)	–	–	–	–	(3 665)	1 322	(29)	(2 372)	(282)	(2 654)
- Profit/(loss) for the year	–	–	–	–	(3 663)	–	–	(3 663)	(476)	(4 139)
- Other comprehensive income/(loss)	–	–	–	–	(2)	1 322	(29)	1 291	194	1 485
Dividends	–	–	–	–	–	–	–	–	(10)	(10)
Balance at 30 June 2015	16	13 369	2 348	15 733	31 271	3 024	76	50 104	2 258	52 362

*The table above excludes the treasury shares, Morokotso Trust (ESOP) and the Implats Share Incentive Scheme as these special structured entities are consolidated.

The notes on pages 34 to 41 are an integral part of these summarised financial statements.

Consolidated statement of cash flows

for the period ended 30 June 2016

	2016 Rm	2015 Rm
Cash flows from operating activities		
Cash generated from operations	4 216	3 100
Exploration costs	(13)	(33)
Finance cost	(589)	(338)
Income tax paid	(883)	(401)
Net cash from operating activities	2 731	2 328
Cash flows from investing activities		
Purchase of property, plant and equipment	(3 658)	(4 508)
Proceeds from sale of property, plant and equipment	42	42
Purchase of available-for-sale financial assets	(152)	—
Purchase of held-to-maturity financial assets	(70)	—
Proceeds from available-for-sale financial assets	23	—
Proceeds from held-to-maturity financial assets	40	—
Loans granted	(2)	(61)
Loan repayments received	24	19
Finance income	394	141
Dividends received	439	522
Net cash used in investing activities	(2 920)	(3 845)
Cash flows from financing activities		
Issue of ordinary shares net of transaction cost	3 902	1
Shares purchased – Long-term Incentive Plan	(17)	(3)
Repayments of borrowings	(13)	(344)
Proceeds from borrowings	389	80
Dividends paid to non-controlling interest	(46)	(10)
Net cash from/(used in) financing activities	4 215	(276)
Net increase/(decrease) in cash and cash equivalents	4 026	(1 793)
Cash and cash equivalents at beginning of year	2 597	4 305
Effect of exchange rate changes on cash and cash equivalents held in foreign currencies	165	85
Cash and cash equivalents at end of year	6 788	2 597

The notes on pages 34 to 41 are an integral part of these summarised financial statements.

Notes to the financial information

for the period ended 30 June 2016

1. General information

Impala Platinum Holdings Limited (Implats, Group or Company) is a primary producer of platinum and associated platinum group metals (PGMs). The Group has operations on the Bushveld Complex in South Africa and the Great Dyke in Zimbabwe, the two most significant PGM-bearing ore bodies globally.

The Company has its listing on the Johannesburg Stock Exchange.

The summarised consolidated financial information was approved for issue on 1 September 2016 by the board of directors.

2. Audit opinion

This summarised report is extracted from audited information, but is not itself audited. The Annual Financial Statements were audited by PricewaterhouseCoopers Inc., who expressed an unmodified opinion thereon. The audited Annual Financial Statements and the auditor's report thereon are available for inspection at the Company's registered office and on the Company's website.

The directors take full responsibility for the preparation of the summarised consolidated financial statements and that the financial information has been correctly extracted from the underlying Annual Financial Statements.

3. Basis of preparation

The summarised consolidated financial statements for the year ended 30 June 2016 have been prepared in accordance with the JSE Limited Listings Requirements (Listings Requirements) and the requirements of the Companies Act, Act 71 of 2008 applicable to summarised financial statements. The Listings Requirements require financial statements to be prepared in accordance with the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards (IFRS), the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council, and contain the information required by IAS 34 *Interim Financial Reporting*.

The summarised consolidated financial information should be read in conjunction with the consolidated financial statements for the year ended 30 June 2016, which have been prepared in accordance with IFRS.

The summarised consolidated financial information has been prepared under the historical cost convention except for certain financial assets, financial liabilities and derivative financial instruments which are measured at fair value and liabilities for cash-settled share-based payment arrangements which are measured using a binomial option model.

Implats' Annual Financial Statements have historically been prepared based on an internal cut-off date for financial information on 21 June, in line with the metallurgical cut-off date each year. Implats has decided to align the internal cut-off and the date of the financial statements by moving the internal month end date of 21 June to 30 June.

The current year consolidated statement of profit and loss and other comprehensive income resultantly includes a period of one year and nine days. This had less than 0.1% impact on the gross margin of the Group.

The summarised consolidated financial information is presented in South African rand, which is the Company's functional currency.

4. Accounting policies

The principal accounting policies applied in the preparation of the consolidated financial statements, from which the summarised consolidated financial statements were derived, are in terms of IFRS. The following new standards and amendments to standards have become effective or have been early adopted by the Group as from 1 July 2015 without any significant impact:

- Amendments to IAS 7 – Statement of Cash Flows
- Amendments to IAS 12 – Income Taxes

Notes to the financial information

for the period ended 30 June 2016

5. Segment information

The Group distinguishes its segments between mining operations, refining services (which include metals purchased and toll refined), chrome processing and other.

Management has determined the operating segments based on the business activities and management structure within the Group.

Capital expenditure comprises additions to property, plant and equipment (note 6), including additions resulting from acquisitions through business combinations.

Impala mining segment's two largest sales customers amounted to 10% each of total sales (June 2015: 13% and 10%).

The statement of comprehensive income shows the movement from gross profit to total profit before income tax.

	30 June 2016		30 June 2015	
	Revenue Rm	Gross profit Rm	Revenue Rm	Gross profit Rm
Mining				
– Impala	35 051	(1 694)	31 777	(1 337)
– Mining	14 556	(1 950)	13 369	(1 455)
– Metals purchased	20 495	256	18 408	118
– Zimplats	6 753	555	4 661	480
– Marula	1 678	(398)	1 636	(220)
– Afplats	–	–	–	–
Chrome processing	314	83	225	92
Inter-segment adjustment	(8 456)	(44)	(6 315)	1 324
External parties	35 340	(1 498)	31 984	339
Refining services	20 539	1 524	18 824	1 293
Inter-segment adjustment	(19 947)	(22)	(18 331)	(4)
External parties	592	1 502	493	1 289
Total external parties	35 932	4	32 477	1 628
	Capital expenditure Rm	Total assets Rm	Capital expenditure Rm	Total assets Rm
Mining				
– Impala	2 490	45 031	3 047	46 828
– Zimplats	981	17 560	968	15 548
– Marula	89	2 866	145	2 993
– Afplats	–	3 059	127	3 061
Total mining	3 560	68 516	4 287	68 430
Refining services	–	6 648	–	4 708
Chrome processing	–	182	–	180
Other	–	9 670	–	3 897
Total	3 560	85 016	4 287	77 215

Notes to the financial information

for the period ended 30 June 2016

6. Property, plant and equipment

	30 June 2016 Rm	30 June 2015 Rm
Opening net book amount	47 248	46 916
Capital expenditure	3 560	4 287
14 Shaft re-establishment	69	—
Interest capitalised	29	260
Disposals	(13)	(13)
Depreciation (note 11)	(3 319)	(2 593)
Impairment	(257)	(2 872)
Scrapping	(106)	(437)
Transfer to investment property	(223)	—
Rehabilitation adjustment	143	110
Exchange adjustment on translation	2 591	1 590
Closing net book amount	49 722	47 248

Impairment

12 Shaft mechanised section was impaired during the year. Due to the current PGM prices, the decision was taken to defer mining of this section. This will be mined in future if it becomes economically feasible. The asset was impaired in its totality. On the higher of fair value less cost to sell or value-in-use basis (being the method used), this asset is deemed to have a nil value for the time being resulting in the impairment of R257 million.

Capital commitment

Capital expenditure approved at 30 June 2016 amounted to R7.2 billion (June 2015: R15.5 billion), of which R1.3 billion (June 2015: R2.1 billion) is already committed. This expenditure will be funded internally and, if necessary, from borrowings.

7. Derivative financial instrument

Implats entered into a Cross Currency Interest Rate Swap (CCIRS) amounting to US\$200 million to hedge certain aspects of the foreign exchange risk on the US\$ convertible bonds (note 9), being: exchange rate risk on dollar interest payments and the risk of a future cash settlement of the bonds at a rand-dollar exchange rate weaker than R9.24/US\$. (US\$200 million was swapped for R1 848 million on which Implats pays a fixed interest rate to Standard Bank of 5.94%. Implats receives the 1% coupon on the US\$200 million from Standard Bank on the same date which Implats pays bond holders. In February 2018 Implats will repay the R1 848 million in return of the US\$200 million.)

The CCIRS with Standard Bank is carried at its fair value of R1 137 (June 2015: R630) million. No hedge accounting has been applied.

Notes to the financial information

for the period ended 30 June 2016

8. Inventories

	30 June 2016 Rm	30 June 2015 Rm
Mining metal		
Refined metal	259	1 233
In-process metal	2 523	2 423
	2 782	3 656
Non-mining metal		
Refined metal	1 267	1 282
In-process metal	3 360	2 436
	4 627	3 718
Stores and materials inventories	793	751
Total carrying amount	8 202	8 125

The write-down to net realisable value comprises R106 million (2014: R154 million) for refined mining metal and R558 million (2015: R364 million) for in-process mining metal.

Included in refined metal is metal on lease to third parties of 36 000 ounces (2015: 36 000 ounces) ruthenium.

Quantities of recoverable metal are reconciled by comparing the grades of ore to the quantities of metal actually recovered (metallurgical balancing). The nature of this process inherently limits the ability to precisely monitor recoverability levels. As a result, the metallurgical balancing process is constantly monitored and the engineering estimates are refined based on actual results over time. Changes in engineering estimates of metal contained in-process resulted in an increase of in-process metal of R384 million (2015: R325 million).

Non-mining metal consists mainly of inventory held by Impala Refining Services. No inventories are encumbered.

Notes to the financial information

for the period ended 30 June 2016

9. Share capital

	30 June 2016	30 June 2015
	Rm	Rm
Ordinary shares	18	16
Share premium	17 252	13 369
Share-based payment reserve	2 277	2 348
Total share capital	19 547	15 733
The authorised share capital of the holding company is R21 (June 2015: R21) million consisting of 844.01 (June 2015: 844.01) million ordinary shares with a par value of 2.5 cents each.		
The number of ordinary shares in issue outside the Group are net of treasury shares held as follows (million):		
Number of ordinary shares issued	734.78	632.21
Treasury shares	(16.23)	(16.23)
Morokotso Trust	(8.87)	(8.87)
Share Incentive Trust	—	(0.03)
Number of ordinary shares issued outside the Group	709.68	607.08
The movement of ordinary shares during the year was as follows (million):		
Beginning of the period	607.08	607.05
Shares issued	102.57	—
Shares issued – Implats Share Incentive scheme	0.03	0.03
Shares issued – Long-term Incentive Plan	0.50	0.04
Shares purchased – Long-term Incentive Plan	(0.50)	(0.04)
End of the year	709.68	607.08

At a meeting of shareholders held on 6 October 2015, shareholders gave approval for, among other things, the directors to allot and issue up to 171 895 144 shares. On 7 October 2015, 102 564 102 shares were issued to qualifying investors at R39.00 per share to raise R4.0 billion to be used to fund the completion of Impala's 16 and 20 Shafts.

Notes to the financial information

for the period ended 30 June 2016

10. Borrowings

	30 June 2016 Rm	30 June 2015 Rm
Standard Bank Limited - BEE partners Marula	882	881
Standard Bank Limited - Zimplats	1 248	913
Standard Bank Limited - Revolving credit facility	353	85
Convertible bonds - ZAR	2 575	2 499
Convertible bonds - US\$	2 848	2 313
Finance leases	1 373	1 385
	9 279	8 076
Current	564	710
Non-current	8 715	7 366
Beginning of the year	8 076	7 787
Proceeds	389	80
Leases capitalised	—	5
Interest accrued	625	577
Interest repayments	(492)	(461)
Capital repayments	(13)	(344)
Exchange adjustment	694	432
End of the year	9 279	8 076

Other than the Zimplats term loan facility, all other loan terms were unchanged since June 2015.

Standard Bank Limited – Zimplats term loan

Zimplats renegotiated the loan terms to increase the facility to US\$95 million, repayable in two equal payments at 31 December 2017 and 31 December 2018. At the end of the period the US dollar balance amounted to US\$85 (June 2015: US\$75) million. US\$25 million was classified as current at June 2015, now classified as non-current.

Facilities

At 30 June 2016, the Group had signed committed facility agreements for a total of R4.0 (June 2015: R3.0) billion. Subsequent to year-end, R3.25 billion of these committed facilities were extended to 2021, and an additional R0.75 billion facility was obtained expiring end of 2021. This resulted in the total committed facility being R4.75 billion after year-end.

In addition, Zimplats has a US\$24 million revolving credit facility of which US\$24 (June 2015: US\$7) million was drawn at 30 June 2016.

Notes to the financial information

for the period ended 30 June 2016

11. Cost of sales

	30 June 2016 Rm	30 June 2015 Rm
On-mine operations	15 173	13 656
Processing operations	4 731	3 517
Refining and marketing	1 294	1 032
Corporate cost	493	869
Share-based compensation	21	(190)
Chrome operation - cost of sales	196	113
Depreciation of operating assets	3 319	2 593
Metals purchased	10 663	10 068
Change in metal inventories	38	(809)
	35 928	30 849

12. Headline earnings

	30 June 2016 Rm	30 June 2015 Rm
Headline earnings attributable to equity holders of the Company arise from operations as follows:		
Loss attributable to owners of the Company	(70)	(3 663)
Adjustments (after adjusting for non-controlling interest):		
Profit on disposal of property, plant and equipment	(29)	(186)
Impairment	307	5 101
Scrapping of property, plant and equipment	106	380
Insurance compensation relating to scrapping of property, plant and equipment	(172)	—
Total tax effects of adjustments	(59)	(1 411)
Headline earnings	83	221
Weighted average number of ordinary shares in issue for basic earnings per share (millions)	682.19	607.07
Weighted average number of ordinary shares for diluted earnings per share (millions)	683.75	608.53
Headline earnings per share (cents)		
Basic	12	36
Diluted	12	36

13. Contingent liabilities and guarantees

As at the end of June 2016 the Group had bank and other guarantees of R1 267 million (June 2015: R1 217 million) from which it is anticipated that no material liabilities will arise.

14. Related party transactions

- The Group entered into PGM purchase transactions of R3 693 million (June 2015: R3 299 million) with Two Rivers Platinum, an associate company, resulting in an amount payable of R958 million (June 2015: R876 million) at year end. It also received refining fees to the value of R30 million (June 2015: R24 million).
- The Group previously entered into sale and leaseback transactions with Friedshel, an associate company. At the end of the period, an amount of R1 232 million (June 2015: R1 231 million) was outstanding in terms of the lease liability. During the period, interest of R127 million (June 2015: R126 million) was charged and a R125 million (June 2016: R116 million) repayment was made. The finance leases have an effective interest rate of 10.2%.
- The Group entered into PGM purchase transactions of R3 015 million (June 2015: R2 862 million) with Mimosa Investments, a joint venture, resulting in an amount payable of R800 million (June 2015: R690 million) at year end. It also received refining fees and interest to the value of R291 million (June 2015: R245 million).

These transactions are entered into on an arm's-length basis at prevailing market rates.

Fixed and variable key management compensation is disclosed on pages 18 to 23 of this report.

15. Financial instruments

	30 June 2016 Rm	30 June 2015 Rm
Financial assets – carrying amount		
Loans and receivables	8 740	4 898
Financial instruments at fair value through profit and loss ²	1 137	630
Held-to-maturity financial assets	70	38
Available-for-sale financial assets ¹	157	27
	10 104	5 593
Financial liabilities – carrying amount		
Financial liabilities at amortised cost	14 113	12 905
Borrowings	9 279	8 076
Commitments	66	74
Trade payables	4 759	4 751
Other payables	9	4
	14 113	12 905

The carrying amount of financial assets and liabilities approximate their fair values except for the US\$ convertible bond (carrying amount R2 848 million) that has a fair value of R2 460 million, and the ZAR convertible bond (carrying amount R2 575 million) that has a fair value of R2 355. These fair values are categorised within Level 3 of the fair value hierarchy. A discounted cash flow valuation technique was used using a 12% discount rate on the US\$ convertible bond and 14% discount rate on the ZAR convertible bond.

¹ Level 1 of the fair value hierarchy – Quoted prices in active markets for the same instrument.

² Level 2 of the fair value hierarchy – Significant inputs are based on observable market data.

Notice of annual general meeting

Notice is hereby given as at the distribution record date of 16 September 2016 that the sixtieth annual general meeting of shareholders of the Company will be held at the Company's head office in the boardroom, 2nd floor, 2 Fricker Road, Illovo, Johannesburg, on Wednesday, 26 October 2016 at 11:00 for the following purposes:

Ordinary business of the annual general meeting

The purpose of the annual general meeting is for the following business to be transacted and to consider, and, if deemed fit, pass, the following ordinary resolutions with or without modification (in order to be adopted these resolutions require the support of a majority of votes cast by shareholders present or represented by proxy at the annual general meeting):

1. Presentation of Annual Financial Statements

To present the Annual Financial Statements of the Company and the Group for the year ended 30 June 2016 including the reports of the directors, the audit committee and the external auditors.

The Annual Financial Statements are available on the Company's website, www.implats.co.za, or a printed copy can be obtained from the transfer secretaries.

2. Social, transformation and remuneration committee report

To present the report of the social, transformation and remuneration committee to the shareholders as required by the Companies Act, 2008. The report appears on pages 11 and 12 of this report.

3. Ordinary resolution number 1: Appointment of external auditors

Resolved that PricewaterhouseCoopers Inc. be and are hereby reappointed as independent auditor of the Company from the conclusion of this annual general meeting until the conclusion of the next annual general meeting of the Company.

4. Ordinary resolution number 2: Appointment of members of audit committee

Resolved that each of the following independent non-executive directors, who are eligible and offer themselves for re-election, be and are hereby re-elected as members of the Implats audit committee:

- 2.1 Mr HC Cameron*
- 2.2 Mr PW Davey
- 2.3 Ms B Ngonyama*
- 2.4 Ms MEK Nkeli

** Subject to resolutions 4.1 and 4.4 being approved by shareholders.*

Brief biographies of these independent directors appear on page 8 of this report.

5. Ordinary resolution number 3: Endorsement of the Company's remuneration policy

Resolved that the Company's remuneration policy for the 2016 financial year, appearing on pages 14 to 17 of this report, be and is hereby endorsed by a non-binding advisory vote.

In terms of the King Code of Governance for South Africa 2009, an advisory vote should be obtained from shareholders on the Company's remuneration policy. This vote enables shareholders to express their views on the remuneration policies adopted and on their implementation, but will not be binding on the Company.

Notice of annual general meeting

6. Ordinary resolution number 4: Re-election of directors

Resolved that each of the following persons, who retire from office at this meeting and who offer themselves for re-election, be and are hereby re-elected as a director of the Company:

- 4.1 Mr HC Cameron
- 4.2 Ms A Kekana
- 4.3 Mr AS Macfarlane
- 4.4 Ms B Ngonyama

Brief biographies of these directors appear on page 8 of this report.

Each of the appointments numbered 4.1 to 4.4 constitute separate ordinary resolutions and will be considered by separate votes.

The nominations and governance committee, assisted by the Company Secretary, evaluated the performance of the directors retiring by normal rotation and the board of directors unanimously recommends their re-election.

Special business of the annual general meeting

To consider, and if deemed fit, pass the following special resolution with or without modification (in order to be adopted this resolution requires the support of a majority of at least 75% of votes cast by shareholders present or represented by proxy at the meeting):

7. Special resolution number 1: Approval of directors' remuneration

Resolved that in terms of section 66(9) of the Companies Act, 2008, the Company may pay remuneration to its directors for their services.

With effect from	1 July 2016 (R)	1 July 2015 (R)	Increase %
Board of directors			
Chairperson	1 820 000	1 820 000	0
Member	353 701	333 680	6
Audit committee			
Chairperson	353 701	333 680	6
Member	167 162	157 700	6
Social, transformation and remuneration committee			
Chairperson	279 025	242 630	15
Member	125 477	109 110	15
Nominations, governance and ethics committee			
Chairperson*	–	–	
Member	115 657	109 110	6
Health, safety, environment and risk committee			
Chairperson	279 025	242 630	15
Member	125 477	109 110	15
Capital allocation and investment committee[^]			
Chairperson	257 188	–	
Member	115 657	–	
<i>Ad hoc</i> fees per additional board or committee meeting	16 000		

* Chairperson of the board is also chairperson of the NGE committee.

[^] New committee.

Notice of annual general meeting

8. Special resolution number 2: Acquisition of Company's shares by Company or subsidiary

Resolved that the Company and/or a subsidiary of the Company be and is hereby authorised to repurchase or purchase, as the case may be, ordinary shares issued by the Company on such terms and conditions and in such amounts as the directors of the Company may decide, but subject always to the provisions of section 48 of the Companies Act, 2008 (the Act), JSE Limited (JSE) Listings Requirements (JSE Listings Requirements) and the following limitations:

- That this authority shall be valid until the Company's next annual general meeting provided that it shall not extend beyond 15 months from the date of this annual general meeting
- That any such repurchase be effected through the order book operated by the JSE trading system and done without any prior understanding or agreement between the Company and the counterparty
- That authorisation thereto is given by the Company's memorandum of incorporation
- That a paid announcement giving such details as may be required in terms of the JSE Listings Requirements be published when the Company or its subsidiaries have repurchased in aggregate three percent (3%) of the initial number of shares in issue, as at the time that the general authority was granted, and for each three percent (3%) in aggregate of the initial number of shares which are acquired thereafter
- That a general repurchase may not in the aggregate in any one financial year exceed five percent (5%) of the number of shares in the Company's issued share capital at the time this authority is given, provided that a subsidiary of the Company may not hold at any one time more than five percent (5%) of the number of issued shares of the Company
- That no repurchase will be effected during a prohibited period (as defined by the JSE Listings Requirements) unless a repurchase programme is in place, where dates and quantities of shares to be traded during the prohibited period are fixed (not subject to variation) and full details of the programme have been submitted to the JSE in writing prior to the commencement of the prohibited period. The Company will instruct an independent third party, which makes its investment decisions in relation to the Company's securities independently of, and uninfluenced by, the Company, prior to the commencement of the prohibited period to execute the repurchase programme submitted to the JSE
- That at any one point in time, the Company may appoint only one agent to effect repurchases on the Company's behalf
- That, in determining the price at which shares may be repurchased in terms of this authority, the maximum premium permitted is ten percent (10%) above the weighted average traded price of the shares as determined over the five business days immediately preceding the date of repurchase (the maximum price)
- Prior to entering the market to proceed with the repurchase, the board of directors (board), by resolution authorising the repurchase, has applied the solvency and liquidity test as set out in section 4 of the Act and reasonably concluded that the Company will satisfy the solvency and liquidity test immediately after completing the proposed repurchase, and that since the test was performed there have been no material changes to the financial position of the Group.

The board as at the date of this notice has stated its intention to examine methods of returning capital to shareholders in terms of the general authority granted at the last annual general meeting. The board believes it to be in the best interests of Implats that shareholders pass a special resolution granting the Company and/or its subsidiaries a further general authority to acquire Implats shares. Such general authority will provide Implats and its subsidiaries with the flexibility, subject to the requirements of the Act and the JSE Listings Requirements, to purchase shares should it be in the interest of Implats and/or its subsidiaries at any time while the general authority subsists.

After considering the effect of such maximum repurchase:

- The Company and the Group will be able, in the ordinary course of business, to pay its debts for a period of 12 months after the date of the notice of the annual general meeting
- The assets of the Company and the Group will be in excess of the liabilities of the Company and the Group for a period of 12 months after the date of the notice of the annual general meeting. For this purpose, the assets and liabilities should be recognised and measured in accordance with the accounting policies used in the latest audited Group Annual Financial Statements
- The share capital and reserves of the Company and the Group will be adequate for ordinary business purposes for a period of 12 months after the date of the notice of the annual general meeting
- The working capital of the Company and the Group will be adequate for ordinary business purposes for a period of 12 months after the date of the notice of the annual general meeting
- A resolution being passed by the board that it has authorised the repurchase, that the Company and the Group 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 Group.

The reason for and the effect of this special resolution number 2 is to grant the Company's directors a general authority, up to and including the date of the following annual general meeting of the Company, to approve the Company's purchase of shares in itself, or to permit a subsidiary of the Company to purchase shares in the Company.

For purposes of considering the special resolution and in compliance with paragraph 11.26 of the JSE Listings Requirements, the information listed below has been disclosed in the indicated pages of the accompanying notice to shareholders:

- Major shareholders – refer pages 24 and 25
- Share capital of the Company – refer page 24
- The directors, whose names are set out on page 8 collectively and individually accept full responsibility for the accuracy of the information contained in this special resolution 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
- Material change – at the date of completing this notice, there have been no material changes in the financial or trading position of the Company and its subsidiaries that have occurred since 30 June 2016.

Notice of annual general meeting

Salient dates of the annual general meeting

The record date of the annual general meeting for shareholders to attend, participate in and vote at the annual general meeting is Friday, 21 October 2016. Accordingly, the last day to trade in order to attend, participate in, and vote at, the annual general meeting is Tuesday, 18 October 2016.

Persons intending to attend or participate in the annual general meeting will be required to present reasonably satisfactory identification.

By order of the board

TT Liale

Company secretary

Registered office

2 Fricker Road
Illovo
Johannesburg
2196

27 September 2016

Note

A shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend, speak and vote in his stead. A proxy need not be a shareholder.

A form of proxy, for use by certificated registered shareholders on the South African and United Kingdom registers and dematerialised own name registered holders, accompanies this document.

Form of proxy

Impala Platinum Holdings Limited

(Incorporated in the Republic of South Africa)

(Registration number: 1957/001979/06)

(Share code: IMP) (ISIN: ZAE000083648)

(Implats or the Company)

FOR USE BY:

- **CERTIFICATED REGISTERED SHAREHOLDERS** on the South African and United Kingdom register
- **DEMATERIALIZED "OWN NAME" REGISTERED HOLDERS**

This form of proxy is not for use by shareholders who have already dematerialised their Implats shares through a CSDP other than "own name" dematerialised shareholders.

For use at the annual general meeting of the Company to be held on Wednesday, 26 October 2016 at 11:00 (the annual general meeting).

I/We

of _____ appoint (see note 3)
 1. _____ or failing him/her
 2. _____ or failing him/her

3. the chairman of the annual general meeting

as my/our proxy to act for me/us at the annual general meeting of the Company which will be held in the boardroom, 2nd floor, 2 Fricker Road, Illovo, Johannesburg, at 11:00 on Wednesday, 26 October 2016, and at each adjournment or postponement thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares in the issued capital of the Company registered in my/our name/s (see note 4).

Resolutions	Number of ordinary shares		
	For	Against	Abstain
Ordinary resolutions			
Ordinary resolution number 1 – Appointment of external auditors			
Ordinary resolution number 2 – Appointment of members of audit committee			
HC Cameron			
PW Davey			
B Ngonyama			
MEK Nkeli			
Ordinary resolution number 3 – Endorsement of the Company's remuneration policy			
Ordinary resolution number 4 – Re-election of directors			
HC Cameron			
A Kekana			
AS Macfarlane			
B Ngonyama			
Special resolutions			
Special resolution number 1 – Approval of directors' remuneration			
Special resolution number 2 – Acquisition of Company shares			

Insert in the relevant space above the number of shares held.

Signed at _____ on _____ 2016

Signature of shareholder(s) _____

Assisted by (where applicable) _____

Each ordinary shareholder is entitled to appoint one or more proxies (who need not be a shareholder/(s) of the Company) to attend, speak and vote in place of that shareholder at the annual general meeting.

Notes to the form of proxy

1. A shareholder on the Implats share register who has dematerialised his/her/its ordinary shares through Strate, other than that whose shareholding is recorded in his/her/its "own name" in the sub-register maintained by his/her/its CSDP, and who wishes to attend the meeting in person, will need to request his/her/its CSDP or broker to provide him/her/it with the necessary authority to do so in terms of the custody agreement entered into between the dematerialised shareholder and his/her/its CSDP or broker.
2. A shareholder (including certificated shareholders and dematerialised shareholders who hold his/her/its shares with "own name" registration) entitled to attend and vote at the meeting may appoint one or more proxies to attend, participate and vote in his/her/its stead.
3. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting "the chairman of the annual general meeting". Any such deletion must be initialled by the shareholder. The person present at the meeting whose name appears first on the form of proxy and has not been deleted will be entitled to act as proxy to the exclusion of those whose names follow.
4. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate space provided. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he/she deems fit in respect of the entire shareholder's votes exercisable thereat. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or by his/her proxy, but the total of the votes cast and in respect whereof abstention is recorded may not exceed the total of the votes exercisable by the shareholder or his/her proxy.
5. Any alteration or correction to this form of proxy must be initialled by the signatory/ies.
6. 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 transfer secretaries of the Company or waived by the chairman of the annual general meeting.
7. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
8. Forms of proxy must be lodged with or posted to the Company's transfer secretaries to be received not later than 24 hours (excluding Saturdays, Sundays and public holidays) before the time of the meeting.
9. This form of proxy expires after the conclusion of the meeting stated herein except at an adjournment of that meeting or at a poll demanded at such meeting.

Transfer secretaries

Computershare Investor Services Proprietary Limited
70 Marshall Street
Johannesburg
2001

PO Box 62053
Marshalltown
2107

United Kingdom transfer secretaries

Computershare Investor Services plc
The Pavilions
Bridgwater Road
Bristol
BS13 8AE

Contact details and administration

Registered office

2 Fricker Road
Illovo, 2196
Private Bag X18
Northlands, 2116
Telephone: +27 (11) 731 9000
Telefax: +27 (11) 731 9254
Email: investor@implats.co.za
Registration number: 1957/001979/06
Share codes:
JSE: IMP
ADRs: IMPUY
ISIN: ZAE000083648
Website: <http://www.implats.co.za>

Impala Platinum Limited and Impala Refining Services

Head office
2 Fricker Road
Illovo, 2196
Private Bag X18
Northlands, 2116
Telephone: +27 (11) 731 9000
Telefax: +27 (11) 731 9254

Impala Platinum (Rustenburg)

PO Box 5683
Rustenburg, 0300
Telephone: +27 (14) 569 0000
Telefax: +27 (14) 569 6548

Impala Platinum Refineries

PO Box 222
Springs, 1560
Telephone: +27 (11) 360 3111
Telefax: +27 (11) 360 3680

Marula Platinum

2 Fricker Road
Illovo, 2196
Private Bag X18
Northlands, 2116
Telephone: +27 (11) 731 9000
Telefax: +27 (11) 731 9254

Zimplats

1st Floor
South Block
Borrowdale Office Park
Borrowdale Road
Harare, Zimbabwe
PO Box 6380
Harare
Zimbabwe
Telephone: +26 (34) 886 878/85/87
Fax: +26 (34) 886 876/7
Email: info@zimplats.com

Impala Platinum Japan Limited

Uchisaiwaicho Daibiru, room number 702
3-3 Uchisaiwaicho
1-Chome, Chiyoda-ku
Tokyo
Japan
Telephone: +81 (3) 3504 0712
Telefax: +81 (3) 3508 9199

Company Secretary

Tebogo Llale
Email: tebogo.llale@implats.co.za

United Kingdom secretaries

St James's Corporate Services Limited
Suite 31, Second Floor
107 Cheapside
London
EC2V 6DN
United Kingdom
Telephone: +44 (020) 7796 8644
Telefax: +44 (020) 7796 8645
Email: phil.dexter@corpserv.co.uk

Public Officer

François Naudé
Email: francois.naude@implats.co.za

Transfer secretaries

South Africa
Computershare Investor Services (Pty) Limited
70 Marshall Street
Johannesburg, 2001
PO Box 61051
Marshalltown, 2107
Telephone: +27 (11) 370 5000
Telefax: +27 (11) 688 5200

United Kingdom

Computershare Investor Services plc
The Pavilions
Bridgwater Road
Bristol
BS13 8AE

SD Report Auditors

KPMG Services (Pty) Limited
1 Albany Road
Parktown
Johannesburg, 2193

Corporate relations

Johan Theron
Investor queries may be directed to:
Email: investor@implats.co.za

Auditors

PricewaterhouseCoopers Inc
2 Eglin Road
Sunninghill
Johannesburg
2157

Sponsor

Deutsche Securities (SA) Proprietary Limited

