



IMPALA PLATINUM HOLDINGS LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 1957/001979/06)
JSE Share code: IMP
ISIN: ZAE000083648
ADR code: IMPUY
JSE 2018 Convertible Bond ISIN: ZAE000175873
JSE 2018 Convertible Bond Code: IMPCB
FSE 2018 Convertible Bond ISIN: XS0891408469
FSE 2018 Convertible Bond Code: 089140846
("Implats" or "Company")

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IMPLATS ANNOUNCES FINAL TERMS OF 2022 CONVERTIBLE BOND OFFERINGS

Implats today announces the final terms of a dual offering of ZAR 3,250 million unsecured convertible bonds due 2022 (the "**2022 ZAR Convertible Bonds**") and U.S.\$250 million unsecured convertible bonds due 2022 (the "**2022 U.S.\$ Convertible Bonds**") and together with the 2022 ZAR Convertible Bonds, the "**2022 Convertible Bonds**" or the "**2022 Convertible Bond Offerings**").

The 2022 Convertible Bonds will be issued and repayable at par. The 2022 ZAR Convertible Bonds will bear interest at an annual rate of 6.375% and the 2022 U.S.\$ Convertible Bonds will bear interest at an annual rate of 3.25%. The 2022 Convertible Bonds, subject to the approval of Implats' shareholders, will be convertible into ordinary shares of the Company (the "**Ordinary Shares**") in accordance with, and subject to, the terms and conditions of the 2022 Convertible Bonds. Absent such approval, holders of the 2022 Convertible Bonds will on conversion receive a cash amount equal to the value of the underlying Ordinary Shares. The respective initial conversion prices of U.S.\$3.8907 and ZAR 50.0092 were set at a premium of 32.5% above a reference share price of ZAR 37.7428, being the volume weighted average price of an Ordinary Share on the Johannesburg Stock Exchange ("**JSE**") between launch and pricing.

Each of the 2022 ZAR Convertible Bonds and the 2022 U.S.\$ Convertible Bonds will permit Implats to call such bonds at par plus accrued interest at any time on or after the fourth (4th) anniversary +21 days of the settlement date, if (i) in the case of the 2022 U.S.\$ Convertible Bonds, the aggregate value of the underlying Ordinary Shares for a specified period of time is 130% or more of the principal amount of the relevant bonds or (ii) in the case of the 2022 ZAR Convertible Bonds, if the volume weighted average price of an Ordinary Share exceeds 130% of the conversion price for a specified period of time.

Implats intends to use the net proceeds from the 2022 Convertible Bond Offerings to refinance its outstanding U.S.\$200 million 1% convertible bonds due 2018 and ZAR2,672 million 5% convertible bonds due 2018, thereby significantly enhancing Implats' short-to-medium term liquidity in line with its strategy to maintain a strong financial position.

In 2016, Implats put in place four bilateral bank facilities with aggregate capacity of ZAR4.5 billion, which each mature in June 2021. These facilities were structured to allow Implats to be able to refinance the 2018 Convertible Bonds and are not currently drawn. As originally structured, these facilities would not be able to be drawn following the issue of the 2022 Convertible Bonds, however, in line with the strategy to retain a robust liquidity position, Implats is seeking to retain all or a portion of these facilities. Discussions are therefore well underway with relationship banks, with ZAR4.0 billion of these facilities already amended to allow them to remain in place following the issue of the 2022 Convertible Bonds.

It is expected that settlement of the 2022 Convertible Bonds will take place on or about 6 June 2017. Implats intends to apply for admission of the 2022 ZAR Convertible Bonds for trading on the Main Board of the JSE and the 2022 U.S.\$ Convertible Bonds for trading on a European stock exchange, in each case within 90 days following settlement of the 2022 Convertible Bonds.

Following settlement, Implats shareholders will be requested to grant specific authority for the Board of Implats to issue Ordinary Shares to satisfy conversion of the 2022 Convertible Bonds and for certain amendments to be made to the Company's Memorandum of Incorporation to implement the foregoing. If the shareholder authority has not been granted by 30 November 2017, Implats may, by giving notice no later than 15 dealing days after such date, elect to redeem all but not some of the 2022 Convertible Bonds at the greater of (i) 102% of the principal amount of the 2022 Convertible Bonds and (ii) 102% of the fair bond value of the 2022 Convertible Bonds, as defined in the terms and conditions of the 2022 Convertible Bonds.

PricewaterhouseCoopers Corporate Finance (Proprietary) Limited ("**PwC**") has been appointed by the Board of Implats as an independent expert to consider the fairness of the relevant transaction in relation to any related party participation in the 2022 Convertible Bond Offerings.

Deutsche Bank AG, London Branch are acting as Sole Global Co-ordinator in relation to the 2022 Convertible Bond Offerings. Deutsche Bank AG, London Branch, Morgan Stanley & Co. International plc and Rand Merchant Bank, a division of FirstRand Bank Limited are acting as Joint Bookrunners and Nedbank Limited, acting through its division, Nedbank CIB and The Standard Bank of South Africa Limited are acting as Co-Bookrunners. Basis Points Capital Proprietary Limited is acting as Local Partner to the Joint Bookrunners and Centerview Partners UK LLP and aloeCap (Pty) Limited are acting as Joint Advisers to Implats.

25 May 2017
Johannesburg

Sponsor

Deutsche Securities (SA) Proprietary Limited

Debt Sponsor

The Standard Bank of South Africa Limited

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