

## 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, 23 October 2013 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, 23 October 2013, 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
<b>Ordinary resolutions</b>			
<b>Ordinary resolution number 1</b> – Appointment of external auditors			
<b>Ordinary resolution number 2</b> – Appointment of members of audit committee			
HC Cameron – Chairman			
AA Maule			
TV Mokgatlha			
B Ngonyama			
<b>Ordinary resolution number 3</b> – Endorsement of the Company's remuneration policy			
<b>Ordinary resolution number 4</b> – Re-election of directors			
HC Cameron			
PW Davey			
MSV Gantsho			
A Kekana			
AS Macfarlane			
TV Mokgatlha			
BT Nagle			
<b>Special resolutions</b>			
<b>Special resolution number 1</b> – Acquisition of Company shares by Company or subsidiary			
<b>Special resolution number 2</b> – Financial assistance			

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

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2013

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 deems fit in respect of the entire shareholder's votes exercisable thereat. A shareholder or his proxy is not obliged to use all the votes exercisable by the shareholder or by his 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 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

### **United Kingdom transfer secretaries**

***Computershare Investor Services plc***

The Pavillions  
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