

Exxaro Resources Limited

Summarised group
annual financial
statements for the year
ended 31 December
2023 and notice of the
annual general meeting

exxaro
POWERING POSSIBILITY



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This publication only includes statutory information. All other reports are available on the website at www.exxaro.com.

The following reports, which should be read with this report, as well as the audited group and company annual financial statements for the year ended 31 December 2023, will be available on our website on 23 April 2024

Integrated report
Supplementary report
Mineral Resources and Mineral Reserves statement
Tax report

CONTACT

Ongoing feedback from stakeholders helps us contextualise certain issues needed for more informed understanding by readers. We welcome your suggestions, which should be directed to:

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Highlights

GROUP FINANCIAL PERFORMANCE

<p>R38.7 billion Revenue, down 17%</p> <p>R13.4 billion EBITDA, down 29%</p> <p>R46.66 per share Attributable earnings, down 18%</p>	<p>R10.10 per share Final dividend</p> <p>R5.72 per share Special dividend</p> <p>R46.81 per share Headline earnings, down 22%</p>
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SUSTAINABLE OPERATIONS

LTIFR of 0.07

OPERATIONAL PERFORMANCE

42.5 Mt
Coal product volumes

40.5 Mt
Coal sales volumes

727 GWh
Renewable energy generation

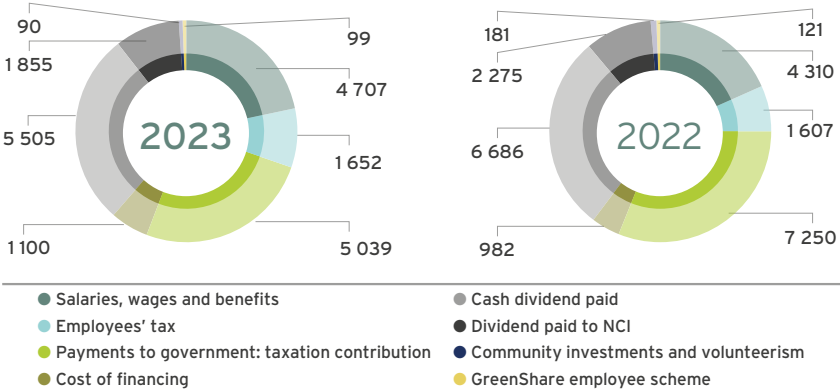
SIOC

R6.2 billion
Adjusted¹ equity-accounted income

R2.1 billion
Exxaro's share of final dividend declared

¹ Adjusted for headline earnings adjustments.

VALUE DISTRIBUTION (Rm)



Condensed group statement of comprehensive income

For the year ended 31 December

	2023 Reviewed Rm	2022 Audited Rm
Revenue (note 7)	38 698	46 369
Operating expenses (note 8)	(28 071)	(30 148)
Operating profit	10 627	16 221
Loss on disposal of subsidiary		(1)
Net operating profit	10 627	16 220
Finance income (note 10)	1 570	694
Finance costs (note 10)	(1 252)	(1 052)
Income from financial assets	2	6
Share of income of equity-accounted investments (note 11)	6 987	6 477
Impairment charges of equity-accounted investments		(53)
Profit before tax	17 934	22 292
Income tax expense	(3 231)	(4 287)
Profit for the year	14 703	18 005
Other comprehensive income/(loss), net of tax	200	384
<i>Items that will not be reclassified to profit or loss:</i>	(29)	14
– Remeasurement of retirement employee obligations		3
– Changes in fair value of equity investments at FVOCI	(31)	10
– Share of OCI of equity-accounted investments	2	1
<i>Items that may subsequently be reclassified to profit or loss:</i>	244	300
– Unrealised exchange differences on translation of foreign operations	88	34
– Changes in fair value on cash flow hedges	(44)	113
– Changes in fair value on costs of hedging	(9)	
– Share of OCI of equity-accounted investments	209	153
<i>Items that have subsequently been reclassified to profit or loss:</i>	(15)	70
– Recycling of changes in fair value on cash flow hedges	(15)	70
Total comprehensive income for the year	14 903	18 389
Profit attributable to:		
Owners of the parent	11 292	13 826
Non-controlling interests	3 411	4 179
Profit for the year	14 703	18 005
Total comprehensive income attributable to:		
Owners of the parent	11 448	14 113
Non-controlling interests	3 455	4 276
Total comprehensive income for the year	14 903	18 389
	cents	cents
Attributable earnings per share		
– Basic	4 666	5 713
– Diluted	4 666	5 713

Condensed group statement of financial position

At 31 December

	2023 Reviewed Rm	2022 Audited Rm
ASSETS		
Non-current assets	66 153	63 357
Property, plant and equipment	37 226	37 446
Intangible assets	2 790	2 760
Right-of-use assets	308	352
Inventories		176
Equity-accounted investments (note 13)	20 278	18 060
Financial assets (note 20)	4 616	3 539
Deferred tax	206	254
Other assets (note 14)	729	770
Current assets	26 701	21 788
Inventories	2 270	1 728
Financial assets (note 20)	210	376
Trade and other receivables (note 20)	3 877	4 199
Cash and cash equivalents (note 20)	19 859	14 812
Current tax receivables	3	101
Other assets (note 14)	482	572
Total assets	92 854	85 145
EQUITY AND LIABILITIES		
Capital and other components of equity		
Share capital	983	983
Other components of equity	1 341	1 700
Retained earnings	49 923	44 136
Equity attributable to owners of the parent	52 247	46 819
Non-controlling interests	14 160	12 560
Total equity	66 407	59 379
Non-current liabilities		
Interest-bearing borrowings (note 15; 20)	7 480	8 378
Lease liabilities (note 16)	400	438
Other payables (note 20)	42	25
Provisions (note 18)	2 963	2 762
Retirement employee obligations	176	165
Financial liabilities (note 20)	127	112
Deferred tax	9 003	8 668
Other liabilities (note 19)	35	26
Current liabilities	6 221	5 192
Interest-bearing borrowings (note 15; 20)	1 443	715
Lease liabilities (note 16)	51	40
Trade and other payables (note 20)	3 356	3 340
Provisions (note 18)	222	179
Financial liabilities (note 20)	14	5
Current tax payables	348	143
Other liabilities (note 19)	787	770
Total liabilities	26 447	25 766
Total equity and liabilities	92 854	85 145

Condensed group statement of changes in equity

	Other components of equity				
	Share capital Rm	Foreign currency translation Rm	Cash flow hedges ¹ Rm	Cost of hedging Rm	Equity-settled Rm
At 31 December 2021 (Audited)	983	987	(117)		596
<i>Total comprehensive income</i>		139	136		1
– Profit for the year					
– Other comprehensive income for the year		139	136		1
<i>Transactions with owners</i>					(147)
Contributions and distributions					(147)
– Dividends paid (note 5)					
– Distributions to NCI share option holders					
– Share-based payments movement					(147)
Changes in ownership interest					
– Recognition of NCI					
At 31 December 2022 (Audited)	983	1 126	19		450
<i>Total comprehensive income/(loss)</i>		232	(47)	(7)	
– Profit for the year					
– Other comprehensive income/(loss) for the year		232	(47)	(7)	
Transfer to property, plant and equipment (net of tax) ²			1		
<i>Transactions with owners</i>					(516)
Contributions and distributions					(516)
– Dividends paid (note 5)					
– Share-based payments movement ³					(516)
At 31 December 2023 (Reviewed)	983	1 358	(27)	(7)	(66)

¹ Previously named Financial Instruments revaluation.

² Hedging gains and losses and costs of hedging transferred to the cost of property, plant and equipment during the year.

³ Relates to the net amount of the share-based payment expense of R212 million as well as the deferred tax movement of R83 million and the value of shares acquired in the market to settle vested share-based payment transactions of R645 million.

Foreign currency translation

Arises from the translation of financial statements of foreign operations within the group as well as the share of equity-accounted investments' foreign currency translation reserves.

Cash flow hedges

Comprises the group's cash flow hedge reserves relating to interest rate swaps and the spot rate component of FECs as well as the share of equity-accounted investments' hedging reserves.

Cost of hedging

Comprises the group's cost of hedging reserves which reflects gains or losses on the portion excluded from the designated hedging instrument that relates to the forward element of FECs. It is initially recognised in OCI and accounted for similarly to gains or losses in the hedge reserve.

Equity-settled

Represents the fair value, net of tax, of services received from employees and settled by equity instruments granted.

Retirement employee obligations

Comprises remeasurements, net of tax, on the retirement employee obligations as well as the share of equity-accounted investments' retirement employee obligations reserves.

Financial asset FVOCI revaluation

Comprises the fair value adjustments, net of tax, on the financial assets classified at FVOCI as well as the share of equity-accounted investments' financial asset FVOCI revaluation reserves.

Retirement employee obligations Rm	Financial asset FVOCI revaluation Rm	Other Rm	Retained earnings Rm	Attributable to owners of the parent Rm	Non- controlling interests Rm	Total equity Rm
35	55	4	37 007	39 550	10 548	50 098
3	8		13 826	14 113	4 276	18 389
			13 826	13 826	4 179	18 005
3	8			287	97	384
			(6 697)	(6 844)	(2 264)	(9 108)
			(6 686)	(6 833)	(2 275)	(9 108)
			(6 686)	(6 686)	(2 274)	(8 960)
				(147)	(1)	(1)
			(11)	(11)	11	(147)
			(11)	(11)	11	
38	63	4	44 136	46 819	12 560	59 379
2	(24)		11 292	11 448	3 455	14 903
			11 292	11 292	3 411	14 703
2	(24)			156	44	200
				1		1
			(5 505)	(6 021)	(1 855)	(7 876)
			(5 505)	(6 021)	(1 855)	(7 876)
			(5 505)	(5 505)	(1 855)	(7 360)
				(516)		(516)
40	39	4	49 923	52 247	14 160	66 407

Condensed group statement of cash flows

For the year ended 31 December

	2023 Reviewed Rm	2022 Audited Rm
Cash flows from operating activities	11 129	14 410
Cash generated by operations (note 9)	13 307	18 863
Interest paid	(1 100)	(982)
Interest received	1 525	650
Tax paid	(2 603)	(4 121)
Cash flows from investing activities	2 045	3 990
Property, plant and equipment acquired (note 12)	(2 699)	(1 652)
Proceeds from disposal of property, plant and equipment	5	4
Cash received from other financial assets at amortised cost	196	90
ESD loans granted	(171)	(112)
ESD loans settled	108	50
Settlement of deferred consideration	56	94
Portfolio investments acquired		(400)
Deposit facilities acquired	(360)	
Lease receivables settled	16	15
Increase in environmental rehabilitation funds	(19)	(8)
Dividends received from equity-accounted investments	4 911	5 903
Dividends received from financial assets	2	6
Cash flows from financing activities	(8 228)	(10 617)
Interest-bearing borrowings raised (note 15;17)	489	
Interest-bearing borrowings repaid (note 15;17)	(658)	(1 181)
Transaction costs paid on interest-bearing borrowings raised	(13)	
Lease liabilities paid (note 16)	(41)	(34)
Dividends paid to owners of the parent (note 5)	(5 505)	(6 686)
Dividends paid to NCI BEE Parties	(1 831)	(2 237)
Dividends paid to NCI of Tsitsikamma SPV	(24)	(37)
Distributions to NCI share option holders		(1)
Shares acquired in the market to settle share-based payments	(645)	(441)
Net increase in cash and cash equivalents	4 946	7 783
Cash and cash equivalents at beginning of the year	14 812	7 041
Translation difference on movement in cash and cash equivalents	101	(12)
Cash and cash equivalents at end of the year	19 859	14 812

Notes to the reviewed condensed group financial statements

1. CORPORATE BACKGROUND

Exxaro, a public company incorporated in South Africa, is a diversified resources group with interests in the coal (controlled and non-controlled), energy (controlled) and ferrous (controlled and non-controlled) markets. These reviewed condensed group financial statements as at and for the year ended 31 December 2023 (condensed financial statements) comprise the company and its subsidiaries (together referred to as the group) and the group's interest in associates and joint ventures.

2. BASIS OF PREPARATION

2.1 Statement of compliance

The condensed financial statements have been prepared in accordance with and contain the information required by the JSE Listings Requirements for condensed financial statements and the requirements of the Companies Act of South Africa. The JSE Listings Requirements require condensed financial statements to be prepared in accordance with the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards (IFRS[®] Accounting Standards) (as issued by the International Accounting Standards Board (IASB[®])), IAS 34 *Interim Financial Reporting*, Financial Pronouncements (as issued by the Financial Reporting Standards Council), and the SAICA Financial Reporting Guides (as issued by the Accounting Practices Committee).

The condensed financial statements have been prepared under the supervision of Mr PA Koppeschaar CA(SA), SAICA registration number: 00038621.

The condensed financial statements should be read in conjunction with the group annual financial statements as at and for the year ended 31 December 2022, which have been prepared in accordance with IFRS Accounting Standards. The condensed financial statements have been prepared on the historical cost basis, except for financial instruments, share-based payments and biological assets, which are measured at fair value.

The condensed financial statements of the Exxaro group were authorised for issue by the board of directors on 12 March 2024.

2.2 Judgements and estimates

Management made judgements and applied estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. The significant judgements and the key source of estimation uncertainty were similar to those applied to the group annual financial statements as at and for the year ended 31 December 2022.

3. ACCOUNTING POLICIES AND OTHER COMPLIANCE MATTERS

The accounting policies applied are in terms of IFRS Accounting Standards and are consistent with those of the previous financial year. A number of new or amended IFRS Accounting Standards became effective for the current year. The group did not have to make any significant changes to its accounting policies nor make retrospective adjustments as a result of adopting these standards.

3.1 Impact of new, amended or revised standards issued but not yet effective

New IFRS Accounting Standards, amendments to accounting standards and interpretations issued, that are relevant to the group, but not yet effective on 31 December 2023, have not been early adopted, except for the amendment to IAS 1 *Presentation of Financial Statements* relating to classification of liabilities as current or non-current as well as non-current liabilities with covenants. The early adoption of these amendments did not have any impact on the group. The group continuously evaluates the impact of these standards and amendments.

Notes to the reviewed condensed group financial statements

continued

4. RECONCILIATION OF GROUP HEADLINE EARNINGS

	Gross Rm	Tax Rm	NCI Rm	Net Rm
For the year ended 31 December 2023 (Reviewed)				
Profit attributable to owners of the parent				11 292
Adjusted for:	61	(15)	(11)	35
– IAS 16 Net losses on disposal of property, plant and equipment	57	(15)	(10)	32
– IAS 28 Share of equity-accounted investments' separately identifiable remeasurements	4		(1)	3
Headline earnings				11 327
For the year ended 31 December 2022 (Audited)				
Profit attributable to owners of the parent				13 826
Adjusted for:	1 285	(333)	(220)	732
– IFRS 10 Loss on disposal of subsidiary	1			1
– IAS 16 Net losses on disposal of property, plant and equipment	97	(27)	(17)	53
– IAS 28 Loss on dilution of investment in associate	2			2
– IAS 28 Share of equity-accounted investments' separately identifiable remeasurements ¹	1 132	(306)	(191)	635
– IAS 36 Impairment charges of non-current assets ²	53		(12)	41
Headline earnings				14 558

¹ Includes Exxaro's share of SIOC's impairment charge recognised on mining assets, amounting to R626 million (net of tax and NCI). The impairment charge on mining assets was due to the production volumes being revised down in line with anticipated logistics performance.

² On 31 December 2022, the investment in LightApp was impaired to nil.

	2023 Reviewed cents	2022 Audited cents
Headline earnings per share		
– Basic	4 681	6 016
– Diluted	4 681	6 016

Refer note 5 for details regarding the number of shares.

Notes to the reviewed condensed group financial statements

continued

5. DIVIDEND DISTRIBUTIONS

An interim cash dividend, number 41, for 2023 of 1 143 cents per share amounting to R2 761 million (to external shareholders) was declared on 15 August 2023 and paid on 2 October 2023.

A final cash dividend, number 42, for 2023 of 1 010 cents per share, was approved by the board of directors on 12 March 2024. The dividend is payable on 13 May 2024 to shareholders who will be on the register on 10 May 2024. This final dividend, amounting to approximately R2 439 million (to external shareholders), has not been recognised as a liability in these condensed financial statements. It will be recognised in shareholders' equity in the first half of the year ending 31 December 2024.

The final dividend declared from income reserves, will be subject to a dividend withholding tax of 20% for all shareholders who are not exempt from or do not qualify for a reduced rate of dividend withholding tax. The net local dividend payable to shareholders, subject to dividend withholding tax at a rate of 20% amounts to 808.00000 cents per share.

Given the net cash position at 31 December 2023 of R14 834 million (excluding energy's net debt), the board of directors has resolved to pay a special dividend of 572 cents per share. The special dividend is subject to SARS approval. A further announcement will be released once SARS approval has been obtained. The special dividend, amounting to approximately R1 382 million (to external shareholders), has not been recognised as a liability in these condensed financial statements. It will be recognised in shareholder's equity in the first half of the year ending 31 December 2024.

The special dividend declared from income reserves, will be subject to a dividend withholding tax of 20% for all shareholders who are not exempt from or do not qualify for a reduced rate of dividend withholding tax. The net local dividend payable to shareholders, subject to dividend withholding tax at a rate of 20% amounts to 457.60000 cents per share.

The number of ordinary shares in issue at the date of this declaration is 349 305 092. Exxaro company's tax reference number is 9218/098/14/4.

	For the year ended 31 December	
	2023 Reviewed Rm	2022 Audited Rm
Dividends paid	5 505	6 686
Final dividend	2 744	2 838
Interim dividend	2 761	3 848
	cents	cents
Dividend paid per share	2 279	2 768
Final dividend	1 136	1 175
Interim dividend	1 143	1 593
	At 31 December	
	2023 Reviewed	2022 Audited
Issued share capital (number of shares) ¹	349 305 092	349 305 092
Ordinary shares (millions)		
– Weighted average number of shares	242	242
– Diluted weighted average number of shares	242	242

¹ Includes treasury shares of 107 770 244 (2022: 107 770 244).

Notes to the reviewed condensed group financial statements

continued

6. SEGMENTAL INFORMATION

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker, who is responsible for allocating resources and assessing performance of the reportable operating segments. The chief operating decision maker has been defined as the executive committees of the group. Segments reported are based on the group's different commodities and operations.

In line with reporting trends, emphasis is placed on controllable costs. Indirect corporate costs are reported on a gross level in the other reportable segment. The performance of the operating segments is assessed based on EBITDA, which is considered to be a more appropriate performance measure of profitability for the group's business (refer note 26.1).

The segments, as described below, offer different goods and services, and are managed separately based on commodity, location and support function grouping. The group executive committees review internal management reports on these operating segments at least quarterly.

Coal

The coal operations produce thermal coal, metallurgical coal and SSCC and are made up of the following reportable segments:

Commercial Waterberg: Comprising mainly of the Grootegeluk operation.

Commercial Mpumalanga: Comprising of the Belfast and Leeuwpan operations, as well as the 50% (2022: 50%) joint venture in Mafube with Thungela.

Tied: Comprising of the Matla mine supplying its entire coal supply to Eskom.

Other: Comprising of the other coal affiliated operations, including mines in closure and a 10.26% (2022: 10.26%) equity interest in RBCT.

The export revenue and related export cost items are allocated between the coal reportable segments and disclosed based on the origin of the initial coal production.

Notes to the reviewed condensed group financial statements

continued

6. SEGMENTAL INFORMATION *continued*

Energy

The energy operations generate electricity from renewable energy technology. The energy reportable segment comprises mainly of the Cennergi controlled operation.

Ferrous

The ferrous operations are made up of the following reportable segments:

Alloys: Comprising of the FerroAlloys operation which manufactures ferrosilicon.

Other: Comprising mainly of the 20.62% (2022: 20.62%) equity interest in SIOC.

Other

The other operations of the group are made up of the following reportable segments:

Base metals: Comprising of the 26% (2022: 26%) equity interest in Black Mountain.

Other: Comprising mainly of the corporate office (rendering corporate management services), the Ferroland agricultural operation, the 25.85% (2022: 25.85%) equity interest in Insect Technology and the 28.01% (2022: 28.01%) equity interest in LightApp.

Notes to the reviewed condensed group financial statements

continued

6. SEGMENTAL INFORMATION *continued*

The following tables present a summary of the group's segmental information:

	Coal				Energy Rm
	Water-berg Rm	Mpumalanga Rm	Tied Rm	Other Rm	
For the year ended 31 December 2023 (Reviewed)					
External revenue (note 7)	22 496	8 666	5 783		1 345
Segmental net operating profit/(loss)	10 173	399	173	(681)	630
<i>Add back:</i>					
Depreciation and amortisation (note 8)	1 512	595	6	16	393
Net losses on disposal of property, plant and equipment (note 8)	17	3			
EBITDA¹ (note 26.1)	11 702	997	179	(665)	1 023
<i>Other key items:</i>					
Share of income/(loss) of equity-accounted investments (note 11)		508		(10)	
External finance income (note 10)	26	8		61	40
External finance costs (note 10)	(66)	(97)		(79)	(515)
Income tax expense	(2 603)	(105)	(27)	(111)	(71)
Raw materials and consumables (note 8) ¹	(2 002)	(2 755)	(497)	(2)	(1)
Staff costs (note 8) ¹	(2 740)	(395)	(1 737)	(253)	(68)
Royalties (note 8) ^{1, 2}	(1 188)	(108)	(13)	167	
Contract mining (note 8) ¹	(60)	(1 434)			
Repairs and maintenance (note 8) ¹	(1 677)	(282)	(975)	(1)	(9)
Railage and transport (note 8) ¹	(1 744)	(1 424)	(6)		
Movement in provisions (note 8) ¹	151	(80)	53	(195)	
Cash generated by/(utilised in) operations (note 9)	11 758	89	148	(203)	1 031
Capital spend on property, plant and equipment (note 12)	(2 217)	(201)		(15)	(244)
At 31 December 2023 (Reviewed)					
Segmental assets and liabilities					
Deferred tax ³					14
Equity-accounted investments (note 13)		1 922		2 014	
External assets	31 930	6 084	1 506	2 774	8 834
Total assets	31 930	8 006	1 506	4 788	8 848
External liabilities	2 590	2 451	1 600	779	5 121
Deferred tax ³	7 335	856	(60)	2	903
Total liabilities	9 925	3 307	1 540	781	6 024

¹ Additional key items included in the measure of segment profit or loss have been presented for each reportable segment.

² Calculated per legal entity.

³ Offset per legal entity and tax authority.

Notes to the reviewed condensed group financial statements

continued

6. SEGMENTAL INFORMATION continued

	Ferrous		Other		Total Rm
	Alloys Rm	Other ferrous Rm	Base metals Rm	Other Rm	
For the year ended 31 December 2023 (Reviewed)					
External revenue (note 7)	398			10	38 698
Segmental net operating profit/(loss)	82			(149)	10 627
<i>Add back:</i>					
Depreciation and amortisation (note 8)	1			192	2 715
Net losses on disposal of property, plant and equipment (note 8)				37	57
EBITDA¹ (note 26.1)	83			80	13 399
<i>Other key items:</i>					
Share of income/(loss) of equity-accounted investments (note 11)		6 157	332		6 987
External finance income (note 10)				1 435	1 570
External finance costs (note 10)	(1)			(494)	(1 252)
Income tax expense	(18)			(296)	(3 231)
Raw materials and consumables (note 8) ¹	(58)			(17)	(5 332)
Staff costs (note 8) ¹	(69)			(829)	(6 091)
Royalties (note 8) ^{1,2}					(1 142)
Contract mining (note 8) ¹					(1 494)
Repairs and maintenance (note 8) ¹	(6)			(19)	(2 969)
Railage and transport (note 8) ¹	(3)			(1)	(3 178)
Movement in provisions (note 8) ¹				1	(70)
Cash generated by/(utilised in) operations (note 9)	234			250	13 307
Capital spend on property, plant and equipment (note 12)	(1)			(21)	(2 699)
At 31 December 2023 (Reviewed)					
Segmental assets and liabilities					
Deferred tax ³	9			183	206
Equity-accounted investments (note 13)		14 079	2 263		20 278
External assets	300	26		20 916	72 370
Total assets	309	14 105	2 263	21 099	92 854
External liabilities	40	3		4 860	17 444
Deferred tax ³				(33)	9 003
Total liabilities	40	3		4 827	26 447

¹ Additional key items included in the measure of segment profit or loss have been presented for each reportable segment.

² Calculated per legal entity.

³ Offset per legal entity and tax authority.

Notes to the reviewed condensed group financial statements

continued

6. SEGMENTAL INFORMATION continued

	Coal				Energy Rm
	Commercial		Tied Rm	Other Rm	
	Water-berg Rm	Mpumalanga Rm			
For the year ended 31 December 2022 (Audited)					
External revenue (note 7)	23 613	15 797	5 561		1 159
Segmental net operating profit/(loss)	11 731	5 323	151	(389)	437
<i>Add back:</i>					
Depreciation and amortisation (note 8)	1 490	609	14	6	391
Net losses on disposal of property, plant and equipment (note 8)	9	72		7	
Loss on disposal of subsidiary					
Loss on dilution of investment in associate					
EBITDA¹ (note 26.1)	13 230	6 004	165	(376)	828
<i>Other key items:</i>					
Share of income/(loss) of equity-accounted investments (note 11)		1 902		(10)	
External finance income (note 10)	24	4		5	20
External finance costs (note 10)	(58)	(91)		(62)	(503)
Income tax (expense)/benefit	(3 178)	(1 307)	(61)	473	60
Raw materials and consumables (note 8) ¹	(1 880)	(5 123)	(507)		
Staff costs (note 8) ¹	(2 573)	(371)	(1 577)	(258)	(54)
Royalties (note 8) ^{1, 2}	(1 539)	(324)	(25)	67	
Contract mining (note 8) ¹	(8)	(803)	(1)		
Repairs and maintenance (note 8) ¹	(1 470)	(292)	(999)		(7)
Railage and transport (note 8) ¹	(1 386)	(1 586)	(8)	(35)	
Movement in provisions (note 8) ¹	48	(221)	(188)	(106)	
Impairment charges of equity-accounted investments					
Cash generated by/(utilised in) operations (note 9)	12 874	6 539	267	(1 459)	837
Capital spend on property, plant and equipment (note 12)	(1 348)	(252)		(5)	(20)
At 31 December 2022 (Audited)					
Segmental assets and liabilities					
Deferred tax ³					1
Equity-accounted investments (note 13)		2 999		2 024	
External assets	30 897	6 068	1 213	3 258	8 614
Total assets	30 897	9 067	1 213	5 282	8 615
External liabilities	1 857	2 577	1 301	1 143	4 804
Deferred tax ³	6 997	978	(56)	(108)	884
Total liabilities	8 854	3 555	1 245	1 035	5 688

¹ Additional key items included in the measure of segment profit or loss have been presented for each reportable segment.

² Calculated per legal entity.

³ Offset per legal entity and tax authority.

Notes to the reviewed condensed group financial statements

continued

6. SEGMENTAL INFORMATION continued

	Ferrous		Other		Total Rm
	Alloys Rm	Other ferrous Rm	Base metals Rm	Other Rm	
For the year ended 31 December 2022 (Audited)					
External revenue (note 7)	224			15	46 369
Segmental net operating profit/(loss)	49	(1)		(1 081)	16 220
<i>Add back:</i>					
Depreciation and amortisation (note 8)	7			164	2 681
Net losses on disposal of property, plant and equipment (note 8)				9	97
Loss on disposal of subsidiary				1	1
Loss on dilution of investment in associate				2	2
EBITDA¹ (note 26.1)	56	(1)		(905)	19 001
<i>Other key items:</i>					
Share of income/(loss) of equity-accounted investments (note 11)		4 077	578	(70)	6 477
External finance income (note 10)				641	694
External finance costs (note 10)	(1)			(337)	(1 052)
Income tax (expense)/benefit	(5)			(269)	(4 287)
Raw materials and consumables (note 8) ¹	(94)			(16)	(7 620)
Staff costs (note 8) ¹	(58)			(971)	(5 862)
Royalties (note 8) ^{1, 2}					(1 821)
Contract mining (note 8) ¹					(812)
Repairs and maintenance (note 8) ¹	(7)			(10)	(2 785)
Railage and transport (note 8) ¹	(2)			(2)	(3 019)
Movement in provisions (note 8) ¹				(7)	(474)
Impairment charges of equity-accounted investments				(53)	(53)
Cash generated by/(utilised in) operations (note 9)	(22)	(1)		(172)	18 863
Capital spend on property, plant and equipment (note 12)	(1)			(26)	(1 652)
At 31 December 2022 (Audited)					
Segmental assets and liabilities					
Deferred tax ³	11	1		241	254
Equity-accounted investments (note 13)		11 104	1 933		18 060
External assets	421	25		16 335	66 831
Total assets	432	11 130	1 933	16 576	85 145
External liabilities	26	1		5 389	17 098
Deferred tax ³				(27)	8 668
Total liabilities	26	1		5 362	25 766

¹ Additional key items included in the measure of segment profit or loss have been presented for each reportable segment.

² Calculated per legal entity.

³ Offset per legal entity and tax authority.

Notes to the reviewed condensed group financial statements

continued

7. REVENUE

Revenue is derived from contracts with customers. Revenue has been disaggregated based on timing of revenue recognition, major type of goods and services, major geographic area and major customer industries.

	Coal				Energy Rm	Ferrous Alloys Rm	Other Other Rm	Total Rm
	Commercial		Tied Rm	Other Rm				
For the year ended 31 December 2023 (Reviewed)	Water- berg Rm	Mpuma- langa Rm						
Segmental revenue reconciliation								
Segmental revenue ¹	22 496	8 666	5 783		1 345	398	10	38 698
Export sales allocated to selling entity ²	(4 538)	(6 539)		11 077				
Total revenue	17 958	2 127	5 783	11 077	1 345	398	10	38 698
By timing and major type of goods and services								
Revenue recognised at a point in time	17 958	2 127	4 729	11 077		392	9	36 292
Coal	17 958	2 127	4 729	11 077				35 891
Ferrosilicon						392		392
Biological goods							9	9
Revenue recognised over time			1 054		1 345	6	1	2 406
Renewable energy					1 345			1 345
Stock yard management services			159					159
Project engineering services			895					895
Transportation services						2		2
Other services						4	1	5
Total revenue	17 958	2 127	5 783	11 077	1 345	398	10	38 698
By major geographic area of customer³								
Domestic	17 958	2 127	5 783		1 345	398	8	27 619
Export				11 077			2	11 079
Europe ⁴				5 522			1	5 523
Asia ⁵				4 600			1	4 601
Other				955				955
Total revenue	17 958	2 127	5 783	11 077	1 345	398	10	38 698
By major customer industries								
Public utilities	14 963		5 783	511	1 345			22 602
Merchants	370	1 230		9 826		2		11 428
Steel	1 462	152						1 614
Mining	250	23				351		624
Manufacturing	357					45		402
Food and beverage	233						2	235
Cement	262	70		314				646
Chemicals		646						646
Other	61	6		426			8	501
Total revenue	17 958	2 127	5 783	11 077	1 345	398	10	38 698

¹ Coal segmental revenue is based on the origin of coal production.

² Relates to revenue sold by export distribution entity.

³ Determined based on the customer supplied by Exxaro.

⁴ Relates mainly to Switzerland and Germany.

⁵ Relates mainly to Singapore and Japan.

Notes to the reviewed condensed group financial statements

continued

7. REVENUE continued

	Coal				Energy Rm	Ferrous Alloys Rm	Other Other Rm	Total Rm
	Commercial		Tied Rm	Other Rm				
	Water- berg Rm	Mpuma- langa Rm						
For the year ended								
31 December 2022 (Audited)								
Segmental revenue reconciliation								
Segmental revenue ¹	23 613	15 797	5 561		1 159	224	15	46 369
Export sales allocated to selling entity ²	(7 621)	(13 769)		21 390				
Total revenue	15 992	2 028	5 561	21 390	1 159	224	15	46 369
By timing and major type of goods and services								
Revenue recognised at a point in time	15 992	2 028	4 311	21 390		220	13	43 954
Coal	15 992	2 028	4 311	21 390				43 721
Ferrosilicon						220		220
Biological goods							13	13
Revenue recognised over time			1 250		1 159	4	2	2 415
Renewable energy					1 159			1 159
Stock yard management services			125					125
Project engineering services			1 125					1 125
Transportation services						2		2
Other services						2	2	4
Total revenue	15 992	2 028	5 561	21 390	1 159	224	15	46 369
By major geographic area of customer³								
Domestic	15 992	2 028	5 561		1 159	224	14	24 978
Export				21 390			1	21 391
Europe ⁴				16 984				16 984
Asia ⁵				3 899			1	3 900
Other				507				507
Total revenue	15 992	2 028	5 561	21 390	1 159	224	15	46 369
By major customer industries								
Public utilities	13 287		5 561	940	1 159			20 947
Merchants	315	1 363		19 840				21 518
Steel	1 317	125						1 442
Mining	242	44				180		466
Manufacturing	407	6		213		44		670
Food and beverage	145						1	146
Cement	223			158				381
Chemicals		481						481
Other	56	9		239			14	318
Total revenue	15 992	2 028	5 561	21 390	1 159	224	15	46 369

¹ Coal segmental revenue is based on the origin of coal production.

² Relates to revenue sold by export distribution entity.

³ Determined based on the customer supplied by Exxaro.

⁴ Relates mainly to Switzerland and UK.

⁵ Relates mainly to Singapore and Japan.

Notes to the reviewed condensed group financial statements

continued

8. SIGNIFICANT ITEMS INCLUDED IN OPERATING EXPENSES

	For the year ended 31 December	
	2023 Reviewed Rm	2022 Audited Rm
Raw materials and consumables	(5 332)	(7 620)
Staff costs	(6 091)	(5 862)
Royalties	(1 142)	(1 821)
Contract mining	(1 494)	(812)
Repairs and maintenance	(2 969)	(2 785)
Railage and transport	(3 178)	(3 019)
Movement in provisions (note 18)	(70)	(474)
Depreciation and amortisation	(2 715)	(2 681)
- Depreciation of property, plant and equipment	(2 483)	(2 457)
- Depreciation of right-of-use assets	(57)	(58)
- Amortisation of intangible assets	(175)	(166)
Net losses on disposal of property, plant and equipment	(57)	(97)
Net realised and unrealised currency exchange differences	124	777
Loss on dilution of investment in associate		(2)
Legal and professional fees	(487)	(387)
ECLs on financial assets at amortised cost	(21)	(79)

Notes to the reviewed condensed group financial statements

continued

9. CASH GENERATED BY OPERATIONS

	For the year ended 31 December	
	2023 Reviewed Rm	2022 Audited Rm
Profit before tax	17 934	22 292
<i>Adjusted for:</i>		
Finance income	(1 570)	(694)
Finance costs	1 252	1 052
Dividend income from financial assets	(2)	(6)
Share of income of equity-accounted investments	(6 987)	(6 477)
Impairment charges of equity-accounted investments		53
Net operating profit	10 627	16 220
<i>Non-cash movements:</i>		
Depreciation and amortisation	2 715	2 681
ECLs on financial assets at amortised cost	21	79
Write-off of trade and other receivables and ESD loans	6	4
Write-off of other current assets	32	
Movement in provisions	70	474
Movement in retirement employee obligation	11	9
Net currency exchange differences	(46)	32
Fair value adjustments on financial instruments	(284)	(51)
Gain on termination of lease		(3)
Loss on termination of right-of-use asset		1
Net losses on disposal of property, plant and equipment	57	97
Loss on disposal of subsidiary		1
Loss on dilution of investment in associate		2
Indemnification asset movement	5	(5)
Share-based payment expense	212	207
Hedge ineffectiveness on cash flow hedges	18	13
Translation of net investment in foreign operations		(8)
Translation of foreign currency items	(85)	(351)
Amortisation of transaction costs prepaid	4	4
Non-cash recoveries	23	(194)
Non-cash deposit facilities	(373)	
Non-cash management fees on deposit facilities	53	
Other non-cash movements	8	5
Cash generated by operations before working capital movements	13 074	19 217
<i>Working capital movements</i>		
(Increase)/decrease in inventories	(212)	1
Decrease/(increase) in trade and other receivables	449	(1 312)
Increase in trade and other payables	68	999
Utilisation of provisions	(72)	(42)
Cash generated by operations	13 307	18 863

Notes to the reviewed condensed group financial statements

continued

10. NET FINANCING INCOME/(COSTS)

	For the year ended 31 December	
	2023 Reviewed Rm	2022 Audited Rm
Finance income	1 570	694
Interest income	1 573	692
Reimbursement of interest income on environmental rehabilitation funds	(9)	(6)
Finance lease interest income	6	7
Commitment fee income		1
Finance costs	(1 252)	(1 052)
Interest expense	(1 020)	(783)
Net fair value gain/(loss) on interest rate swaps designated as cash flow hedges recycled from OCI:	20	(97)
– Realised fair value loss	(44)	(163)
– Unrealised fair value gain	64	66
Unwinding of discount rate on rehabilitation costs	(244)	(228)
Recovery of unwinding of discount rate on rehabilitation costs	28	30
Interest expense on lease liabilities	(48)	(50)
Amortisation of transaction costs	(5)	(6)
Borrowing costs capitalised ¹	17	82
Total net financing income/(costs)	318	(358)
¹ Borrowing costs capitalisation rate (%)	9.93	6.09

Notes to the reviewed condensed group financial statements

continued

11. SHARE OF INCOME OF EQUITY-ACCOUNTED INVESTMENTS

	For the year ended 31 December	
	2023 Reviewed Rm	2022 Audited Rm
Associates	6 479	4 575
SIOC	6 157	4 077
RBCT	(10)	(10)
Black Mountain	332	578
LightApp		(70)
Joint ventures	508	1 902
Mafube	508	1 902
Share of income of equity-accounted investments	6 987	6 477

12. CAPITAL SPEND AND CAPITAL COMMITMENTS

	For the year ended 31 December	
	2023 Reviewed Rm	2022 Audited Rm
Capital spend		
To maintain operations	2 455	1 401
To expand operations	244	251
Total capital spend on property, plant and equipment	2 699	1 652

	At 31 December	
	2023 Reviewed Rm	2022 Audited Rm
Capital commitments		
Contracted	4 115	3 749
- Contracted for the group (owner-controlled)	2 115	1 614
- Share of capital commitments of associates ¹	1 973	2 040
- Share of capital commitments of joint ventures ²	27	95
Authorised, but not contracted (owner-controlled)	2 287	2 322

¹ 31 December 2022 has been restated to include an amount of R1 173 million relating to Black Mountain.

² The share of capital commitments of equity-accounted investments line item has been represented to disclose the amounts on a disaggregated basis between associates and joint ventures. The share of capital commitments relating to Mafube was restated as it was not previously included in the aggregate amounts disclosed.

Notes to the reviewed condensed group financial statements

continued

13. EQUITY-ACCOUNTED INVESTMENTS

	At 31 December	
	2023 Reviewed Rm	2022 Audited Rm
Associates	18 356	15 061
SIOC	14 079	11 104
RBCT	2 014	2 024
Black Mountain	2 263	1 933
Joint ventures	1 922	2 999
Mafube	1 922	2 999
Total net carrying value of equity-accounted investments	20 278	18 060

14. OTHER ASSETS

	At 31 December	
	2023 Reviewed Rm	2022 Audited Rm
Non-current	729	770
Reimbursements ¹	588	605
Biological assets	33	38
Lease receivables	29	38
Other	79	89
Current	482	572
VAT	37	31
Diesel rebates	58	100
Royalties	69	95
Prepayments ²	254	283
Lease receivables	9	8
Other	55	55
Total other assets	1 211	1 342

¹ Amounts recoverable from Eskom in respect of the rehabilitation, environmental expenditure and retirement employee obligations of the Matla operation at the end of LoM.

² 2023: Includes an amount of R123 million which relates to advance payments for assets under construction.

Notes to the reviewed condensed group financial statements

continued

15. INTEREST-BEARING BORROWINGS

	At 31 December	
	2023 Reviewed Rm	2022 Audited Rm
Non-current¹	7 480	8 378
Loan facility	2 945	3 391
Project financing ²	4 535	4 344
Bonds ³		643
Current¹	1 443	715
Loan facility	507	502
Project financing ²	290	210
Bonds ³	646	3
Total interest-bearing borrowings	8 923	9 093
<i>Summary of interest-bearing borrowings by period of redemption:</i>		
Less than six months	1 074	377
Six to 12 months	369	338
Between one and two years	794	1 361
Between two and three years	2 948	795
Between three and four years	556	2 947
Between four and five years	682	554
Over five years	2 500	2 721
Total interest-bearing borrowings	8 923	9 093
¹ Reduced by the amortisation of transaction costs:		
– Non-current	(17)	(9)
– Current	(5)	(5)
² Interest-bearing borrowings relating to the energy operations.		
³ The R643 million senior unsecured floating rate note will mature in June 2024.		

Refer note 17 for the amounts repaid and raised in relation to interest-bearing borrowings.

There were no defaults or breaches in terms of interest-bearing borrowings during the reporting periods.

Notes to the reviewed condensed group financial statements

continued

15. INTEREST-BEARING BORROWINGS *continued*

Below is a summary of the salient terms and conditions of the facilities at 31 December 2023:

Instrument		Security	Interest payment basis	Debt assumed date	Maturity date
Loan facility					
Exxaro	Bullet term loan	Unsecured	Floating	26 Apr 2021	26 Apr 2026
	Amortised term loan	Unsecured	Floating	26 Apr 2021	26 Apr 2026
	Revolving credit facility	Unsecured	Floating	26 Apr 2021	26 Apr 2026
Project financing					
Amakhala SPV	Term loan and reserve facility	Secured	Floating	1 Apr 2020	30 Jun 2031
	Term loan	Secured	Fixed	1 Apr 2020	30 Jun 2031
Tsitsikamma SPV	Term loan and reserve facility	Secured	Floating	1 Apr 2020	31 Dec 2030
LSP SPV	Term loan and reserve facility	Secured	Floating	11 Jul 2023	31 Dec 2042
	Revolving credit facility	Secured	Floating	11 Jul 2023	31 Dec 2024
DMTN Programme (bonds)					
Exxaro	R643 million senior unsecured floating rate note	Unsecured	Floating	13 Jun 2019	13 Jun 2024

Notes to the reviewed condensed group financial statements

continued

Instrument	Carrying value (Rm)	Undrawn portion (Rm)	Interest rate		Effective rate for transaction costs
			Base rate	Margin	
Loan facility					
Exxaro	2 539	nil	3-month JIBAR	240 basis points (2.40%)	0.11%
	913	nil	3-month JIBAR	230 basis points (2.30%)	0.10%
	nil	3 250	1-month JIBAR	265 basis points (2.65%)	N/A
Project financing					
Amakhala SPV	2 504	273	3-month JIBAR	371 to 683 basis points (3.71% to 6.83%)	N/A
	135	nil	9.46% up to 30 June 2026, thereafter 3-month JIBAR	360 to 670 basis points (3.60% to 6.70%)	N/A
Tsitsikamma SPV	1 709	155	3-month JIBAR	277 basis points (2.77%)	N/A
LSP SPV	463	803	3-month JIBAR	250 to 360 basis points (2.50% to 3.60%)	0.01% were applicable
	14	36	3-month JIBAR	180 basis points (1.80%)	N/A
DMTN Programme (bonds)					
Exxaro	646	nil	3-month JIBAR	189 basis points (1.89%)	N/A

Notes to the reviewed condensed group financial statements

continued

16. LEASE LIABILITIES

	At 31 December	
	2023 Reviewed Rm	2022 Audited Rm
Non-current	400	438
Current	51	40
Total lease liabilities	451	478
<i>Summary of lease liabilities by period of redemption:</i>		
Less than six months	24	19
Six to 12 months	27	21
Between one and two years	62	51
Between two and three years	76	62
Between three and four years	81	66
Between four and five years	98	81
Over five years	83	178
Total lease liabilities	451	478
Analysis of movement in lease liabilities		
At beginning of the year	478	504
New leases	2	
Lease terminations		(3)
Lease remeasurement adjustments	12	10
Interest not paid (accrued)		1
Capital repayments	(41)	(34)
– Lease payments	(89)	(83)
– Interest charges	48	49
At end of the year	451	478
The lease liabilities relate to the right-of-use assets.		
Interest is based on incremental borrowing rates ranging as follows:		
– Local leases with lease term between 12 and 18 months (%)	11.75	7.85
– Foreign lease with lease term between 12 and 18 months (%)	1.75	1.75
– Local leases with lease term greater than 18 months (%)	10.25 to 10.87	8.97 to 10.43

Notes to the reviewed condensed group financial statements

continued

17. NET CASH/(DEBT)

Net cash is presented by the following items on the statement of financial position:

	At 31 December	
	2023 Reviewed Rm	2022 Audited Rm
Non-current interest-bearing debt	(7 880)	(8 816)
Interest-bearing borrowings	(7 480)	(8 378)
Lease liabilities	(400)	(438)
Current interest-bearing debt	(1 494)	(755)
Interest-bearing borrowings	(1 443)	(715)
Lease liabilities	(51)	(40)
Net cash and cash equivalents	19 859	14 812
Cash and cash equivalents	19 859	14 812
Total net cash	10 485	5 241

Notes to the reviewed condensed group financial statements

continued

17. NET CASH/(DEBT) continued

Analysis of movement in net cash/(debt):

	Liabilities arising from financing activities			Total Rm
	Cash and cash equivalents/ (overdraft) Rm	Non-current interest-bearing debt Rm	Current interest-bearing debt Rm	
Net debt at 31 December 2021 (Audited)	7 041	(9 725)	(1 034)	(3 718)
Cash flows	7 783	225	990	8 998
Operating activities	14 410			14 410
Investing activities	3 990			3 990
Financing activities	(10 617)	225	990	(9 402)
– Interest-bearing borrowings repaid	(1 181)	225	956	
– Lease liabilities paid	(34)		34	
– Dividends paid to owners of the parent (note 5)	(6 686)			(6 686)
– Dividends paid to NCI BEE Parties	(2 237)			(2 237)
– Dividends paid to NCI of Tsitsikamma SPV	(37)			(37)
– Distributions to NCI share option holders	(1)			(1)
– Shares acquired in the market to settle share-based payments	(441)			(441)
Non-cash movements		684	(711)	(27)
Amortisation of transaction costs			(6)	(6)
Interest accrued		(1)	(13)	(14)
Lease remeasurements and modifications		(7)		(7)
Transfers between non-current and current liabilities		692	(692)	
Translation difference on movement in cash and cash equivalents	(12)			(12)
Net cash at 31 December 2022 (Audited)	14 812	(8 816)	(755)	5 241

Notes to the reviewed condensed group financial statements

continued

17. NET CASH/(DEBT) continued

Analysis of movement in net cash/(debt):

	Liabilities arising from financing activities			Total Rm
	Cash and cash equivalents/(overdraft) Rm	Non-current interest-bearing debt Rm	Current interest-bearing debt Rm	
Net cash at 31 December 2022 (Audited)	14 812	(8 816)	(755)	5 241
Cash flows	4 946	(462)	685	5 169
Operating activities	11 129			11 129
Investing activities	2 045			2 045
Financing activities	(8 228)	(462)	685	(8 005)
– Interest-bearing borrowings raised	489	(475)	(14)	
– Interest-bearing borrowings repaid	(658)		658	
– Transaction costs paid on interest-bearing borrowings raised	(13)	13		
– Lease liabilities paid	(41)		41	
– Dividends paid to owners of the parent (note 5)	(5 505)			(5 505)
– Dividends paid to NCI BEE Parties	(1 831)			(1 831)
– Dividends paid to NCI of Tsitsikamma SPV	(24)			(24)
– Shares acquired in the market to settle share-based payments	(645)			(645)
Non-cash movements		1 398	(1 424)	(26)
Amortisation of transaction costs			(5)	(5)
Interest accrued			(7)	(7)
Lease remeasurements, modifications and new leases		(14)		(14)
Transfers between non-current and current liabilities		1 412	(1 412)	
Translation difference on movement in cash and cash equivalents	101			101
Net cash at 31 December 2023 (Reviewed)	19 859	(7 880)	(1 494)	10 485

Notes to the reviewed condensed group financial statements

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18. PROVISIONS

	Environmental rehabilitation			Other site closure cost Rm	Other Rm	Total Rm
	Restoration Rm	Decommissioning Rm	Residual impact Rm			
At 31 December 2023 (Reviewed)						
At beginning of the year	1 682	305	832	118	4	2 941
Charge/(reversal) to operating expenses (note 8)	10	(81)	122	19		70
Unwinding of discount rate on rehabilitation costs (note 10)	178	32	24	10		244
Provisions capitalised to property, plant and equipment		2				2
Utilised during the year	(47)		(3)	(20)	(2)	(72)
Total provisions at end of the year	1 823	258	975	127	2	3 185
– Non-current	1 692	257	908	106		2 963
– Current	131	1	67	21	2	222
At 31 December 2022 (Audited)						
At beginning of the year	1 479	350	407	56	10	2 302
Charge/(reversal) to operating expenses (note 8)	81	(72)	385	80		474
Unwinding of discount rate on rehabilitation costs (note 10)	148	37	43			228
Provisions capitalised to property, plant and equipment		(10)				(10)
Utilised during the year	(15)		(3)	(18)	(6)	(42)
Utilised but not yet paid	(11)					(11)
Total provisions at end of the year	1 682	305	832	118	4	2 941
– Non-current	1 565	305	800	92		2 762
– Current	117		32	26	4	179

19. OTHER LIABILITIES

	At 31 December	
	2023 Reviewed Rm	2022 Audited Rm
Non-current	35	26
Long-term incentives	10	
Income received in advance	25	26
Current	787	770
Leave pay	250	234
Bonuses	280	362
VAT	99	61
Royalties	40	
Carbon tax	3	3
Customer advance payments	4	3
Other	111	107
Total other liabilities	822	796

Notes to the reviewed condensed group financial statements

continued

20. FINANCIAL INSTRUMENTS

The group holds the following financial instruments:

	At 31 December	
	2023 Reviewed Rm	2022 Audited Rm
Non-current		
Financial assets		
<i>Financial assets at FVOCI</i>	434	474
Equity: unlisted – Chifeng	434	474
<i>Financial assets at FVPL</i>	3 839	2 607
Debt: unlisted – environmental rehabilitation funds	2 422	2 187
Debt: unlisted – portfolio investments	461	420
Debt: unlisted – deposit facilities ¹	956	
<i>Financial assets at amortised cost</i>	341	447
ESD loans ²	106	102
– Gross	156	108
– Impairment allowances	(50)	(6)
Vendor finance loan ³	127	173
– Gross	127	173
Other financial assets at amortised cost	108	172
– Environmental rehabilitation funds	108	99
– Deferred pricing receivable ⁴		76
– Impairment allowances		(3)
<i>Derivative financial assets designated as hedging instruments</i>	2	11
Cash flow hedge derivatives: interest rate swaps ⁵	2	11
Financial liabilities		
<i>Financial liabilities at amortised cost</i>	(7 522)	(8 403)
Interest-bearing borrowings	(7 480)	(8 378)
Other payables	(42)	(25)
<i>Derivative financial liabilities designated as hedging instruments</i>	(127)	(112)
Cash flow hedge derivatives: interest rate swaps ⁵	(127)	(112)

¹ Deposit or credit facilities that are contractual arrangements with insurance providers with an initial five-year term and are used to cover insurance claims over the term of the contracts. The balance of the facility is refunded at the end of the term, net of fees, returns and claims incurred. Annual premiums are required to be placed in the facility over the term yielding returns on underlying fund portfolios.

² Interest-free loans advanced to successful applicants in terms of the Exxaro ESD programme.

³ Vendor finance loan granted to Overlooked Colliery as part of the disposal of the ECC operation. The repayment terms were revised during 2022. The loan is unsecured, repayable from 1 October 2022 and bears interest at:

- Prime Rate for the period 3 September 2021 to 30 September 2024
- Prime Rate plus 1 for the period 1 October 2024 to 30 September 2025
- Prime Rate plus 2 for the period 1 October 2025 to 30 September 2026
- Prime Rate plus 3 for the period 1 October 2026 to 30 September 2027.

⁴ Relates to a deferred pricing adjustment which arose during 2017. The amount receivable will be settled over seven years (ending 2024) and bears interest at Prime Rate less 2%.

⁵ Refer note 20.2.

Notes to the reviewed condensed group financial statements

continued

20. FINANCIAL INSTRUMENTS continued

	At 31 December	
	2023 Reviewed Rm	2022 Audited Rm
Current		
Financial assets		
<i>Financial assets at amortised cost</i>	23 924	19 330
ESD loans ¹	63	76
– Gross	181	166
– Impairment allowances	(118)	(90)
Vendor finance loan ²	50	121
– Gross	51	123
– Impairment allowance	(1)	(2)
Other financial assets at amortised cost	75	122
– Deferred pricing receivable ³	77	70
– Deferred consideration receivable ⁴		56
– Employee receivables	4	4
– Impairment allowances	(6)	(8)
Trade and other receivables	3 877	4 199
Trade receivables	3 829	4 124
– Gross	3 850	4 150
– Impairment allowances	(21)	(26)
Other receivables	48	75
– Gross	55	122
– Impairment allowances	(7)	(47)
Cash and cash equivalents	19 859	14 812
<i>Financial assets at FVPL</i>	22	57
Derivative financial assets	22	57
Financial liabilities		
<i>Financial liabilities at amortised cost</i>	(4 799)	(4 055)
Interest-bearing borrowings	(1 443)	(715)
Trade and other payables	(3 356)	(3 340)
– Trade payables	(1 893)	(1 559)
– Other payables	(1 463)	(1 781)
<i>Derivative financial liabilities designated as hedging instruments</i>	(14)	
Cash flow hedge derivatives: FECs ⁵	(14)	
<i>Financial liabilities at FVPL</i>		(5)
Derivative financial liabilities		(5)

¹ Interest-free loans advanced to successful applicants in terms of the Exxaro ESD programme.

² Vendor finance loan granted to Overlooked Colliery as part of the disposal of the ECC operation. The repayment terms were revised during 2022. The loan is unsecured, repayable from 1 October 2022 and bears interest at:

– Prime Rate for the period 3 September 2021 to 30 September 2024
 – Prime Rate plus 1 for the period 1 October 2024 to 30 September 2025
 – Prime Rate plus 2 for the period 1 October 2025 to 30 September 2026
 – Prime Rate plus 3 for the period 1 October 2026 to 30 September 2027.

³ Relates to a deferred pricing adjustment which arose during 2017. The amount receivable will be settled over seven years (ending 2024) and bears interest at Prime Rate less 2%.

⁴ Relates to deferred consideration receivable which arose on the disposal of the ECC operation.

⁵ Refer note 20.2.

The carrying amounts of financial instruments measured at amortised cost approximate fair value due to the nature and terms of these instruments.

Notes to the reviewed condensed group financial statements

continued

20. FINANCIAL INSTRUMENTS *continued*

The group has granted the following loan commitments:

	At 31 December	
	2023 Reviewed Rm	2022 Audited Rm
Total loan commitments¹	12	96
ESD applicants ²	12	96

¹ The loan commitments were undrawn for the reporting periods.

² Loans approved and awarded to successful ESD applicants.

20.1 Fair value hierarchy

The table below analyses recurring fair value measurements for financial assets and financial liabilities. These fair value measurements are categorised into different levels in the fair value hierarchy based on the inputs to the valuation techniques used. The different levels are defined as follows:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the group can access at the measurement date.

Level 2 – Inputs other than quoted prices included in Level 1 that are either directly or indirectly observable.

Level 3 – Inputs that are not based on observable market data (unobservable inputs).

At 31 December 2023 (Reviewed)	Fair value Rm	Level 2 Rm	Level 3 Rm
Financial assets at FVOCI	434		434
Equity: unlisted – Chifeng	434		434
Financial assets at FVPL	3 839	3 839	
Non-current debt: unlisted – environmental rehabilitation funds	2 422	2 422	
Non-current debt: unlisted – portfolio investments	461	461	
Non-current debt: unlisted – deposit facilities	956	956	
Derivative financial assets designated as hedging instruments	2	2	
Non-current cash flow hedge derivatives: interest rate swaps	2	2	
Derivative financial assets	22	22	
Current derivative financial assets	22	22	
Derivative financial liabilities designated as hedging instruments	(141)	(141)	
Non-current cash flow hedge derivatives: interest rate swaps	(127)	(127)	
Current cash flow hedge derivatives: FECs	(14)	(14)	
Net financial assets held at fair value	4 156	3 722	434

Notes to the reviewed condensed group financial statements

continued

20. FINANCIAL INSTRUMENTS continued

20.1 Fair value hierarchy continued

At 31 December 2022 (Audited)	Fair value Rm	Level 2 Rm	Level 3 Rm
Financial assets at FVOCI	474		474
Equity: unlisted – Chifeng	474		474
Financial assets at FVPL	2 607	2 607	
Non-current debt: unlisted – environmental rehabilitation funds	2 187	2 187	
Non-current debt: unlisted – portfolio investments	420	420	
Derivative financial assets designated as hedging instruments	11	11	
Non-current cash flow hedge derivatives: interest rate swaps	11	11	
Derivative financial assets	57	57	
Current derivative financial assets	57	57	
Derivative financial liabilities designated as hedging instruments	(112)	(112)	
Non-current cash flow hedge derivatives: interest rate swaps	(112)	(112)	
Derivative financial liabilities	(5)	(5)	
Current derivative financial liabilities	(5)	(5)	
Net financial assets held at fair value	3 032	2 558	474

Reconciliation of financial assets and financial liabilities within Level 3 of the hierarchy:

	Chifeng Rm
At 31 December 2021 (Audited)	446
<i>Movement during the year</i>	
Gains recognised in OCI (pre-tax effect) ¹	28
At 31 December 2022 (Audited)	474
<i>Movement during the year</i>	
Losses recognised in OCI (pre-tax effect) ¹	(40)
At 31 December 2023 (Reviewed)	434

¹ Tax on Chifeng amounts to R8.66 million (2022: R17.61 million).

Notes to the reviewed condensed group financial statements

continued

20. FINANCIAL INSTRUMENTS continued

20.1 Fair value hierarchy continued

Transfers

The group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the transfer has occurred. There were no transfers between Level 1 and Level 2 nor between Level 2 and Level 3 of the fair value hierarchy.

Valuation process applied

The fair value computations of the investments are performed by the group's strategic finance department, reporting to the finance director, on a six-monthly basis. The valuation reports are discussed with the chief operating decision maker and the audit committee in accordance with the group's reporting governance.

Current derivative financial instruments

Level 2 fair values for simple over-the-counter derivative financial instruments are based on market quotes. These quotes are assessed for reasonability by discounting estimated future cash flows using the market rate for similar instruments at measurement date.

Environmental rehabilitation funds, portfolio investments and deposit facilities

Level 2 fair values for debt instruments held in the environmental rehabilitation funds, portfolio investments and deposit facilities are based on quotes provided by the financial institutions at which the funds are invested at measurement date.

Non-current cash flow hedge derivative: interest rate swaps

Level 2 fair values for interest rate swaps are based on valuations provided by the financial institutions with whom the swaps have been entered into, and take into account credit risk. The valuations are assessed for reasonability by discounting the estimated future cash flows based on observable ZAR swap curves.

Current cash flow hedge derivatives: forward exchange contracts

Level 2 fair values for FECs designated as hedging instruments are based on valuations provided by the financial institutions with whom the FECs have been entered into, and take into account credit risk. The valuations are assessed for reasonability by discounting the estimated future cash flows based on observable ZAR/US\$ forward rates.

Valuation techniques used in the determination of fair values within Level 3 of the hierarchy

Chifeng is classified within a Level 3 of the fair value hierarchy as there is no quoted market price or observable price available for this investment. This unlisted investment is valued as the present value of the estimated future cash flows, using a DCF model. The valuation technique is consistent to that used in previous reporting periods.

Notes to the reviewed condensed group financial statements

continued

20. FINANCIAL INSTRUMENTS *continued*

20.2 Hedge accounting: Cash flow hedges

The following tables detail the financial position and performance of the cash flow hedges for interest rate risk exposure and foreign currency risk exposure at the end of the reporting period and their related hedged items.

20.2.1 Impact on financial position

Foreign currency risk exposure: hedging instruments and hedged items

	At 31 December	
	2023 Reviewed Rm	2022 Audited Rm
Hedging instruments: Outstanding US\$ buy FECs and US\$ cash available to settle the transactions		
Nominal amount	637	
Carrying amount	137	
- Current financial liability	(14)	
- US\$ denominated cash and cash equivalents	151	
Cumulative loss in fair value used for calculating hedge ineffectiveness	(21)	
Hedged items: Cash flows on US\$ capital purchases		
Nominal amount	637	
Gross carrying amount in cash flow hedge reserve	19	
Gross carrying amount in cost of hedge reserve	12	
Cumulative loss in fair value used for calculating hedge ineffectiveness	(21)	

Interest rate risk exposure: hedging instruments and hedged items

	At 31 December	
	2023 Reviewed Rm	2022 Audited Rm
Hedging instruments: Outstanding receive floating, pay fixed contracts		
Nominal amount	4 002	3 691
Carrying amount	(125)	(101)
- Non-current financial asset	2	11
- Non-current financial liability	(127)	(112)
Cumulative loss in fair value used for calculating hedge ineffectiveness	(209)	(130)
Hedged items: Cash flows on floating rate project financing linked to JIBAR		
Nominal amount	4 002	3 691
Gross carrying amount in cash flow hedge reserve	17	88
Cumulative gain in fair value used for calculating hedge ineffectiveness	7	88

Notes to the reviewed condensed group financial statements

continued

20. FINANCIAL INSTRUMENTS continued

20.2 Hedge accounting: Cash flow hedges continued

20.2.2 Impact on financial performance

		For the year ended 31 December	
Line item in which recognised		2023 Reviewed Rm	2022 Audited Rm
Fair value losses on settlement of underlying interest rate swap (reclassified)	Finance costs	20	(97)
Fair value losses resulting from hedge ineffectiveness: interest rate swaps	Operating expenses	(18)	(13)

20.2.3 Cash flow hedge reserve and cost of hedging reserve

The effects of hedging on the cash flow hedge and cost of hedging reserves are summarised below:

	Cash flow hedge reserve			Cost of hedging reserve Rm
	Interest rate risk exposure Rm	Foreign currency risk exposure – spot components Rm	Total cash flow hedge reserve Rm	
At 31 December 2021 (Audited)	(117)		(117)	
<i>Movement during the year</i>				
Gross change in fair value recognised in OCI	156		156	
Gross reclassification from OCI to profit or loss in finance costs	97		97	
Tax on movements through OCI	(70)		(70)	
Share of equity-accounted investments' movements (net of tax)	5		5	
NCI share of movements	(52)		(52)	
At 31 December 2022 (Audited)	19		19	
<i>Movement during the year</i>				
Gross change in fair value recognised in OCI	(51)	(10)	(61)	(12)
Gross reclassification from OCI to profit or loss in finance costs	(20)		(20)	
Gross hedge movement on transfer to property, plant and equipment		2	2	
Tax on movements through OCI	19	3	22	3
Tax on transfer to property, plant and equipment		(1)	(1)	
Share of equity-accounted investments' movements (net of tax)	(5)		(5)	
NCI share of movements	15	2	17	2
At 31 December 2023 (Reviewed)	(23)	(4)	(27)	(7)

Notes to the reviewed condensed group financial statements

continued

21. CONTINGENT LIABILITIES AND CONTINGENT ASSETS

21.1 Contingent liabilities

	At 31 December	
	2023 Reviewed Rm	2022 Audited Rm
Pending litigation and other claims ¹	112	313
Operational guarantees ²	4 183	3 834
– Financial guarantees ceded to the DMRE	3 552	3 606
– Other financial guarantees ³	631	228
Total contingent liabilities	4 295	4 147

¹ Relates to commercial disputes of which the outcome is uncertain.

² Includes guarantees to banks and other institutions in the normal course of business from which it is anticipated that no material liabilities will arise.

³ 2023: Includes a guarantee in relation to the LSP project.

On 23 November 2023, Exxaro received service of an application seeking the permission of the High Court of South Africa to certify classes for purposes of a class action for damages against Exxaro and two of its subsidiaries, being Exxaro Coal Proprietary Limited and Exxaro Coal Mpumalanga Proprietary Limited, as well as its joint venture, being Mafube. The application is brought by 27 applicants, comprising of current and former mine workers who state they have contracted coal mine dust lung disease, alternatively, by the dependants of mineworkers who's deaths they state are probably attributable to coal mine dust lung disease, contracted on certain coal mines during specified time periods. They seek to hold the respondents liable on the basis that the respondents are alleged to have owned, controlled, managed or operated the mines or employed the mineworkers at those mines.

Following legal advice, Exxaro delivered its notice of intention to oppose the certification application. Exxaro will continue to address the claim in a responsible manner.

In August 2023, a farmer adjacent to the Durnacol mine-in-closure in KwaZulu-Natal reported white precipitate observed in the Kalbas river as well as in underground water surfacing in that area. After investigation by Exxaro internal specialists, it was confirmed that decanting commenced in that area. Even though an obligation to treat the water existed on 31 December 2023, the best water-treatment plan for Durnacol is still being investigated making the measurement and timing of any possible outflows uncertain.

The timing and occurrence of any possible outflows of the contingent liabilities are uncertain.

Share of equity-accounted investments' contingent liabilities

	At 31 December	
	2023 Reviewed Rm	2022 Audited Rm
Share of contingent liabilities of equity-accounted investments	1 427	1 354

21.2 Contingent assets

	At 31 December	
	2023 Reviewed Rm	2022 Audited Rm
Back-to-back guarantees	134	134
Other ¹	54	117
Total contingent assets	188	251

¹ Relates to performance guarantees issued to Exxaro in terms of various capital project agreements.

Notes to the reviewed condensed group financial statements

continued

22. RELATED PARTY TRANSACTIONS

The group entered into various sale and purchase transactions with associates and joint ventures during the ordinary course of business. These transactions were subject to terms that are no less, nor more favourable than those arranged with independent third parties.

	Associates		Joint ventures	
	2023 Reviewed Rm	2022 Audited Rm	2023 Reviewed Rm	2022 Audited Rm
Items of income/(expense) recognised during the year				
Sales of goods and services rendered	269	79	45	
Purchase of goods and services rendered	(146)	(166)	(1 851)	(4 374)
Outstanding balances at 31 December				
Included in trade and other receivables	31	23	4	
Included in trade and other payables	(7)	(14)	(155)	(852)

23. GOING CONCERN

Based on the latest results for the year ended 31 December 2023, the latest board-approved budget for 2024, as well as the available banking facilities and cash generating capability, Exxaro satisfies the criteria of a going concern in the foreseeable future.

24. EVENTS AFTER THE REPORTING PERIOD

Details of the final and special dividends are provided in note 5.

The directors are not aware of any other significant matter or circumstance arising after the reporting period up to the date of this report, not otherwise dealt with in this report.

25. EXTERNAL AUDITOR'S REVIEW CONCLUSION

The company's external auditor, KPMG Inc., has issued their unmodified review report on the reviewed condensed group financial statements for the year ended 31 December 2023 (as set out on pages 12 to 49). The review was conducted in accordance with ISRE 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*. The external auditor's report on the reviewed condensed group financial statements is included on page 51.

Notes to the reviewed condensed group financial statements

continued

26. SUPPLEMENTARY NON-IFRS FINANCIAL MEASURES

26.1 EBITDA

Management has presented the performance measure EBITDA because it monitors this performance measure at a consolidated level and it believes that this measure is relevant to an understanding of the group's financial performance. EBITDA is defined as net operating profit before interest, tax, depreciation, amortisation, impairment charges or impairment reversals and net losses or gains on the disposal of assets and investments (including translation differences recycled to profit or loss).

Net operating profit is reconciled to EBITDA as follows:

	For the year ended 31 December	
	2023 Reviewed Rm	2022 Audited Rm
Net operating profit	10 627	16 220
<i>Add back:</i>		
Depreciation and amortisation	2 715	2 681
Net losses on disposal of property, plant and equipment	57	97
Loss on disposal of subsidiary		1
Loss on dilution of investment in associate		2
EBITDA	13 399	19 001

EBITDA is not a defined performance measure in IFRS Accounting Standards. The group's definition of EBITDA may not be comparable with similarly titled performance measures and disclosures by other entities.

26.2 Other key measures

	At 31 December	
	2023 Unreviewed Rm	2022 Unreviewed Rm
Closing share price (rand per share)	204.48	217.31
Market capitalisation (Rbn)	71.43	75.91
Average rand/US\$ exchange rate (for the year ended)	18.45	16.37
Closing rand/US\$ spot exchange rate	18.30	16.98

¹ Non-IFRS numbers.

Independent auditor's report on the review of the condensed group financial statements

TO THE SHAREHOLDERS OF EXXARO RESOURCES LIMITED

Introduction

We have reviewed the accompanying condensed group statement of financial position of Exxaro Resources Limited (the group) at 31 December 2023, the condensed group statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes 1 to 24, comprising material accounting policies and other explanatory information (the condensed group financial statements) as set out on pages 12 to 49. The directors are responsible for the preparation and presentation of these condensed group financial statements in accordance with IAS 34 *Interim Financial Reporting* and with the requirements of the JSE Limited Listings Requirements that require the condensed group financial statements be prepared in accordance with the framework concepts and the measurement and recognition requirements of IFRS Accounting Standards (as issued by the International Accounting Standards Board (IASB)), and the Financial Pronouncements as issued by the Financial Reporting Standards Council and the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee. Our responsibility is to express a conclusion on these condensed group financial statements based on our review.

Scope of Review

We conducted our review in accordance with the International Standard on Review Engagements 2410, *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*. A review of condensed group financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed group financial statements at 31 December 2023 is not prepared, in all material respects, in accordance with IAS 34 *Interim Financial Reporting*, and with the requirements of the JSE Limited Listings Requirements that require the condensed group financial statements be prepared in accordance with the framework concepts and the measurement and recognition requirements of IFRS Accounting Standards (as issued by the International Accounting Standards Board (IASB)), and the Financial Pronouncements as issued by the Financial Reporting Standards Council and the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee.

KPMG Inc.

KPMG Inc.
Registered Auditor

Per SM Loonat
Chartered Accountant (SA) Registered Auditor Director
14 March 2024

KPMG Crescent
85 Empire Road
Parktown
2193

Exxaro Resources Limited

Notice of the annual
general meeting

exxaro

POWERING POSSIBILITY



Brief curricula vitae of directors standing for election or re-election

Geraldine Fraser-Moleketi (63)

Lead independent director

Social, ethics and responsibility committee chair, remuneration and nomination committee

Appointed 18 May 2018

Leadership Programme (Wharton), Fellow of the Institute of Politics (Harvard)

Skills and experience

In addition to her role as a lead independent non-executive director, Geraldine is a member of both Exxaro's social and ethics committee, and remuneration and nomination committee. She is a fellow of the Institute of Politics at the Harvard Kennedy School and has completed a leadership course at Wharton Business School at the University of Pennsylvania. She has been recognised with several awards, including the OP Dwivedi Public Service Award from the International Association of Schools and Institutes of Public Administration, and a special award for outstanding achievement from the University of Pretoria's School of Public Management and Administration. Geraldine serves as chancellor of the Nelson Mandela University, and as a non-executive director on the board of the Standard Bank Group and Standard Bank South Africa.

Karin Ireton (68)

Independent non-executive director

Social, ethics and responsibility committee

Appointed 7 February 2022

MA (International Political Economy), University of Leeds; International Programme for the Management of Sustainability, Netherlands; Environmental Impact Assessment and Management, University of Aberdeen

Skills and experience

Karin has over 30 years of experience in sustainability matters in coal power generation mining and banking sectors. She is an international specialist in sustainability issues. She is currently an independent consultant focused on strategies for growth, risk identification and management, transparency, and disclosure. A significant focus of her current work is the impact of climate change on business and the need to reduce emissions and adapt business strategies. Prior to this, she was the Group Head of Sustainability for Standard Bank Group and a Head of Sustainable Development for Anglo American Public Limited Company, among others. Previous board experience includes Aureus Mining Incorporated, National Business Initiative and Member Representative for Standard Bank, Institute of Directors South Africa Chairperson Sustainable Development Forum, JSE Limited SRI Advisory Committee, UNEP Finance Initiative Chairperson Climate Change Action Group Global Steering Committee Member.

Pieter Adriaan Koppeschaar (53)

Finance Director

Member of the social, ethics and responsibility committee

Appointed July 2016

BCom (Hons), CA(SA), Advanced Management Programme (INSEAD), Advanced Certificate in Taxation, Advanced Certificate in Treasury Management

Skills and experience

After completing his articles at Coopers & Lybrand in 1995, Riaan held various managerial positions in treasury and corporate finance at Iscor Limited, Kumba Resources Limited, and Exxaro Resources Limited. Riaan was our general manager for corporate finance and treasury for 10 years until he was appointed finance director in July 2016.

Billy Mawasha (45)

Independent non-executive director

Audit committee and the investment committee

Appointed 7 February 2023

BSc Engineering (electrical) (University of Cape Town)

Skills and experience

He is a certified director with the Institute of directors of Southern Africa and the South African Institute of Electrical Engineers. He holds advanced management qualifications from London Business School (UK) and Harvard Kennedy School (US). Billy offers strong operational and technical leadership experience in the mining sector as former Kumba Iron Ore head of operations and integration and former Country Head of Rio Tinto in South Africa. He is the founder of an investment company, and provides strategic and technical leadership to his investee companies. Previous board memberships include Foskor Limited Technical Committee and Sishen Iron Ore Company Limited. He is currently a non-executive director of Murray & Roberts Holdings Limited, Metair Investments Limited and Impala Platinum Holdings Limited.

Brief curricula vitae of directors standing for election or re-election continued

Nondumiso Medupe (53)

Independent non-executive director

Audit committee chair, and risk and business resilience committee member

Appointed 3 January 2023

Postgraduate diploma in accounting (University of KwaZulu-Natal), BAcc (University of Durban Westville), Certificate in Sustainability Leadership and Corporate Governance (London Business School), CA(SA) (SAICA)

Skills and experience

Nondumiso is a chartered accountant who holds a PGDip (Accounting) from the University of KwaZulu-Natal (1998) and a BAcc from the University of Durban Westville (1992). She also maintains a certification in Sustainability Leadership and Corporate Governance from London Business School (2021). She is currently an independent board member, risk committee chairperson and audit committee member for the City Lodge Hotels Limited; and independent board member and member of the audit and risk committee, and social, ethics and transformation committee of Alexander Forbes Group Holdings Limited; and audit and risk committee and social and ethics committee member of Daimler Chrysler (trucks), a non-listed entity. Nondumiso has previously chaired the audit and risk committees of two listed companies, Alvia Holdings Limited and Etion Limited and was previously the chief operations officer, internal audit for the Nedbank Group Limited.

Phumla Mnganga (55)

Independent non-executive director

Remuneration committee chair, member of the nomination committee, member of the social, ethics and responsibility committee

Appointed on 7 February 2022

PhD (Entrepreneurship/entrepreneurial studies), MBL (Business management) (Unisa), BEd (University of KwaZulu-Natal), BA (University of KwaZulu-Natal)

Other listed boards: *Adcorp Holdings Ltd, Altron Holdings Ltd.*

Skills and experience

Dr Pumla Mnganga obtained her doctorate from the Wits Business School and her MBL from the University of South Africa. She is the founder and Managing Director of Lehumo Women's Investment Holdings, a woman owned and managed investment holding company. Prior to this, she was employed as an HRD/transformation executive for the Tongaat Hulett Group, and previously as a change management senior consultant at Deloitte. Dr Mnganga was the Chairperson of the University of KwaZulu-Natal and the past Chairperson of Siyazisa Trust, a large rural community.

Nosipho Molope (59)

Independent non-executive director

Appointed on 3 January 2024

BSc (Medical Sciences) (Wits), BCompt and BCompt (Hons) (Unisa), CA(SA) SAICA

Other listed boards: *Alexander Forbes Group Holdings Ltd, EOH Holdings Ltd, Burstone Group Ltd, MTN Group Ltd.*

Skills and experience

Ms Nosipho Molope was appointed in a casual vacancy as an independent non-executive director to the Exxaro board and the Group's audit committee and social, ethics and responsibility committee with effect from 3 January 2024. Ms Molope holds a BSc (Medical Sciences) from Wits University, she is a Chartered Accountant, she holds a BCompt, and BCompt (Hons), from the University of South Africa. Ms Molope is an experienced board member with leadership experience of listed and unlisted companies in the financial, energy, telecoms, and mining sectors. She has served on various listed and unlisted company boards and their audit and risk, remuneration, social and ethics, finance, and investments committees.

Brief curricula vitae of directors standing for election or re-election continued

Chanda Nxumalo (40)

Independent non-executive director

Audit committee member since 27 May 2021, risk and business resilience committee member from 1 February 2021 and investment committee member from 4 October 2021

Appointed 1 February 2021

MEng (economics and management) (University of Oxford)

Skills and experience

Chanda has 15 years' experience working in the renewable energy and power sectors. Having worked across North America and Europe, she has experience delivering technical, commercial and environmental advisory services in the renewables sector. As a director of Harmattan Renewables, she has been responsible for providing technical consultancy and asset management services for renewable energy projects across sub-Saharan Africa. For the past decade, Chanda has been instrumental in driving the renewable energy roll-out in South Africa, acting as spokesperson for the South African PV Association as well as consulting on some of the first renewable projects to be delivered as part of South Africa's Renewable Energy IPP Procurement Programme. With her richness of skills and experience in the energy field, nationally and internationally, including the African continent, and strong leadership capability, Chanda will support Exxaro's growth strategy in energy.

Mvuleni Geoffrey Qhena (58)

Board chairman and independent non-executive director nomination committee chairperson and remuneration committee member

Appointed as member on 19 April 2021 and board chairman from 27 May 2021

Senior Executive Programme (jointly offered by Harvard Business School and Wits Business School), Advanced Taxation Certificate (Unisa), BCompt (Unisa), CA(SA) SAICA

Other listed boards: *Investec Bank Limited, Telkom Limited.*

Skills and experience

Mr Qhena's early career started at KPMG where he completed his articles, and thereafter joined Eskom for a brief period in their treasury function. He moved to Vista University (now known as University of Johannesburg) to lecture accounting and auditing. During this time Geoffrey also passed his chartered accountant board exams. Thereafter he worked for companies' such as Transnet SOC Ltd and the Industrial Development Corporation of South Africa Ltd. During his career he especially enjoyed oversight over the development of the renewable energy sector at a time when it was not profitable to fund the sector. His appreciation of climate change issues and the value of coal in the South African and African economic landscape is telling of his depth of business acumen. Geoffrey was involved in the establishment of numerous sector-changing initiatives, funding black empowerment companies, transformation of the corporate leadership landscape and the development of new sectors in the reshaping of the South African economy. With his extensive experience, Geoffrey brings with him a clear understanding of the company and the sector in which it operates.

Mandlesilo Msimang (47)

Non-executive director

Member of the risk and business resilience committee and the investment committee

Appointed as member on 15 March 2021

MSc (utilities regulation) (London School of Economics - with merit), BA (Cornell University - with distinction)

Skills and experience

Mandla is the Chief Executive Officer of Nozala Investments, a woman-owned private equity firm with a diversified portfolio in the minerals and energy sector and in industrial and consumer services. Nozala's assets include blue chip South African companies such as Sasol Oil, Exxaro and Woodlands Dairy. Prior to joining Nozala, Mandla established and ran Pygma Consulting, a pan-African ICT policy and regulatory advisory firm whose clients include mobile operators, regulators and governments across Africa and the Middle East. Mandla is a seasoned executive who has operated at C-suite level, an entrepreneur and an ICT regulations and policy expert.

Brief curricula vitae of directors standing for election or re-election continued

Petrus Casparus Christiaan Hendrik Snyders (63)

Independent non-executive director

Risk and business resilience committee chair, investment committee, social, ethics and responsibility committee

Appointed 1 July 2016

BEng (Mining), Diploma in Marketing Management, MCom in Business Management, Mine Manager's Certificate of Competency (Coal and Metalliferous)

Skills and experience

Peet currently works at Submex Investment - a company focused on niche coal projects. With 14 years of experience as a director, he has held positions of COO at Sable Mining Africa and Continental Coal, director of operations at Keaton Energy, managing director at Riversdale Holdings, and business manager at Anglo Platinum. He is currently a member of the South African Institute of Mining and Metallurgy, having previously served as chairperson for their northern region. Peet also filled the position of vice president of the South African Colliery Managers' Association.

Nombasa Tsengwa (59)

Chief Executive Officer

Member of the social, ethics and responsibility committee

Appointed 16 March 2021

Ph.D. (Agronomy), University of Maryland, College Park, US, Executive Development Programme (EDP) (Insead, France)

Skills and experience

Dr Nombasa Tsengwa started her career in the mining industry in 2003 when she joined the then, Kumba Resources as the General Manager Safety Health and Environment. With the unbundling of Kumba and the inception of Exxaro Resources, she was appointed as Executive General Manager Safety and Sustainable Development. In 2010, she was appointed as Regional General Manager Coal Tied Collieries, overseeing three underground and four opencast operations. In 2015, she was appointed as acting Executive Head Coal Operations before formally taking hold of this position in May 2016. In this position she was responsible for oversight in the operations and functioning of the Coal Business and its ventures managed by Exxaro Coal. In this position she was also responsible for the marketing and logistics of all products. In July 2020, Dr Tsengwa was appointed as Managing Director Minerals, a new division, which was an expansion of her Coal and FerroAlloys portfolio to include new low carbon minerals. In March 2021, Dr Tsengwa was appointed CEO Designate, until she moved into the role of CEO from 1 August 2022 with the retirement of Mxolisi Mgojo. Before she joined Kumba, Dr Tsengwa worked in various South African Government departments, among others, as Deputy Director General of Environmental Affairs and Tourism. Dr Tsengwa is a member of the Exxaro Board and serves on the Board of the Minerals Council of South Africa. Previously, Dr Tsengwa served on the Astral Foods (Pty) Ltd. Board of Directors as a non-Executive Director for nine years (2008-2017), during the last two years, she was also the chairperson of the remuneration committee and a member of the nominations committee. In 2017, Dr Tsengwa was awarded the coveted Standard Bank Business Woman of the Year Award. This was followed by the Winner of the "Africa's Most Influential Woman in Business and Government - Mining Industry Category" at the Pan African Awards in 2018. Exxaro Resources applauded her outstanding leadership and her role in advancing women in the workplace by awarding her an Evergreen Award in the category CEO Special Nomination in 2018. Dr Tsengwa believes in a balanced lifestyle with regular exercises. She is a keen runner and finished nine Comrades marathons.

Annual general meeting notice

EXXARO RESOURCES LIMITED

(Incorporated in the Republic of South Africa)

Registration number: 2000/011076/06

JSE share code: EXX ISIN: ZAE000084992

ADR code: EXXAY

Bond code: EXX05

ISIN No: ZAG000160334

(Exxaro or the company or the group)

- **This document is important and requires your immediate attention. If you are in any doubt as to what action to take, please consult appropriate independent advisers.**
- This document is available in English only. Electronic copies of this document may be obtained from the Exxaro website on www.exxaro.com.
- If you have disposed of your Exxaro shares, this notice should be handed to the purchaser of such shares or to the Central Security Depository Participants (CSDP) broker, banker or other agent through whom such disposal was effected.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that the 23rd (twenty third) annual general meeting (AGM) of shareholders of Exxaro will be held by electronic and in-person meeting participation (subject to any adjournment or postponement, and health and safety protocols) at the Auditorium, at The conneXXion, 263B West Avenue, Die Hoewes, Centurion, South Africa, at 10:00 on Thursday, 23 May 2024 to consider and, if deemed fit, pass with or without modification, the resolutions as set out in this notice.

PURPOSE OF THE ANNUAL GENERAL MEETING

The purpose of this meeting is to:

- Present the audited annual financial statements (AFS) of the company and the group for the year ended;
- 31 December 2023 (including the report of the directors, audit committee report and the independent external auditor's report) to shareholders;
- Present the social, ethics and responsibility committee report to shareholders;
- Consider any matters raised by shareholders; and
- Consider and, if deemed fit, to pass, with or without modification, the ordinary and special resolutions which form part of this meeting notice.

ELECTRONIC PARTICIPATION BY SHAREHOLDERS

Should any shareholder (or representative or proxy for a shareholder) wish to participate in the AGM electronically, that shareholder should apply in writing (including details on how the shareholder or representative (including proxy) can be contacted) to The Meeting Specialist Proprietary Limited (the meeting scrutineers), via email at proxy@tmsmeetings.co.za and at the address below, to be received by the scrutineers at least 48 hours prior to the AGM (thus at 10:00 on Tuesday, 21 May 2024) for the scrutineers to arrange for the shareholder (or representative or proxy) to provide reasonably satisfactory identification to the scrutineers for the purposes of section 63(1) of the Companies Act of South Africa No 71 of 2008, as amended (Companies Act) and for the scrutineers to provide the shareholder (or representative or proxy) with details on how to access the AGM by means of electronic participation. The written notification should contain the following:

- A certified copy of the shareholder's identification document or passport if the shareholder is an individual;
- A certified copy of a resolution of letter of representation given by the holder if you are a company or juristic person, and certified copies of identity document or passports of the persons who passed the resolution;
- A valid email address and/or mobile number; and
- An indication that you or your proxy not only wishes to attend the meeting by means of electronic communication, but also to participate and vote by means of electronic communication.

Annual general meeting notice continued

ELECTRONIC PARTICIPATION BY SHAREHOLDERS continued

Such participants, who have complied with the notice requirement above, will be contacted between 21 May 2024 and 23 May 2024, with the relevant connection details as well as the passcodes through which you or your proxy/ies can participate via electronic communication and advised of the process for participation via a unique link to the email/mobile number provided in the notification. Should you wish to participate by way of electronic communication, you will be required to connect with the details as provided by the company by no later than 15 minutes prior to the commencement of the AGM during which time registration will take place.

If you choose to participate online you will be able to view a live webcast of the meeting, ask directors questions online or in written format and submit your votes in real time.

For administrative purposes, completed notices for electronic participation must be received by the meeting scrutineers via email at proxy@tmsmeetings.co.za before 10:00 on 21 May 2024.

IMPORTANT DATES

The board of directors of the company has determined, in accordance with section 59(1)(a) and (b) of the Companies Act, the following important dates:

Record date for receipt of notice purposes	Friday, 12 April 2024
Notice of meeting distributed to shareholders	Tuesday, 23 April 2024
Last date to trade to be eligible to vote*	Tuesday, 14 May 2024
Record date for voting purposes	Friday, 17 May 2024
For administration purposes, forms of proxy to be lodged by 10:00 on	Tuesday, 21 May 2024
Meeting to be held 10:00 on	Thursday, 23 May 2024
Results of meeting released on SENS	Friday, 24 May 2024

* Shareholders should note that as transactions in shares are settled in the electronic settlement system used by Strate, settlement of trades takes place three business days after such trade. Therefore, shareholders who acquire shares after close of trade on Tuesday, 14 May 2024 will not be eligible to attend, participate in and vote at the AGM. No share certificates may be dematerialised or rematerialised between Wednesday, 15 May and Friday, 17 May, both days included.

IDENTIFICATION, VOTING AND PROXIES

In terms of section 63(1) of the Companies Act, any person attending or participating in the AGM must present reasonably satisfactory identification and the person presiding at the AGM must be reasonably satisfied that the right of any person to participate in and vote (as shareholder or as proxy for a shareholder) has been reasonably verified. Suitable forms of identification will include valid identity documentation, driver's licences and passports.

The votes of shares held by share trusts classified as schedule 14 trusts in the JSE Limited (JSE) Listings Requirements will not be taken into account at the AGM for approval of any resolution proposed in terms of the JSE Listings Requirements.

A form of proxy is attached for the convenience of any certificated or dematerialised Exxaro shareholders with own-name registrations who cannot attend the AGM but wish to be represented.

Annual general meeting notice continued

IDENTIFICATION, VOTING AND PROXIES continued

For effective administrative purposes, completed forms of proxy must be received by the scrutineers of the company, The Meeting Specialist Proprietary Limited, via email to proxy@tmsmeetings.co.za, by no later than 10:00 on Tuesday, 21 May 2024. Any forms of proxy not lodged by this time must be handed to the chairman prior to the start of the meeting.

All beneficial owners of Exxaro shares who have dematerialised their shares through a CSDP or broker, other than those with own-name registration, and all beneficial owners of shares who hold certificated shares through a nominee, must provide their CSDP, broker or nominee with their voting instructions, in accordance with the agreement between the beneficial owner and the CSDP, broker or nominee. Should such beneficial owners wish to attend the meeting in person, they must request their CSDP, broker or nominee to issue them with the appropriate letter of representation.

Exxaro does not accept responsibility and will not be held liable for any failure on the part of a CSDP or broker to notify such Exxaro shareholder of the annual general meeting.

QUORUM

A quorum for the purposes of considering the resolutions to be proposed at the meeting shall consist of three shareholders of the company, present or represented by proxy (and if the shareholder is a body corporate, the representative of the body corporate) and entitled to vote at the meeting. In addition, a quorum shall comprise 25% of all voting rights entitled to be exercised by shareholders in respect of the resolutions to be proposed at the meeting.

PRESENTATION OF AUDITED ANNUAL FINANCIAL STATEMENTS

The AFS of the company and the group, including the reports of the directors, group audit committee and the independent external auditor, for the year ended 31 December 2023 will be presented to shareholders as required in terms of section 30(3)(d) of the Companies Act.

The AFS <https://www.exxaro.com/investor-centre/integrated-reports/#integrated-reports> of the company and the group are available on the company's website, www.exxaro.com as well as the following cloudlink: <https://senspdf.jse.co.za/documents/2024/jse/isse/EXX/AFS-YE2023.pdf> or can be requested from the group company secretary at investorrelations@exxaro.com or telephonically on +27 12 307 4590.

PRESENTATION OF THE SOCIAL, ETHICS AND RESPONSIBILITY COMMITTEE REPORT (SERC)

A report of the members of the group SERC for the year ended 31 December 2023, as included in the Environmental Social and Governance (ESG) report 2023, will be presented to shareholders as required in terms of regulation 43 of the Companies Regulations 2011 (Regulations).

The group SERC committee report is included in the ESG report <https://www.exxaro.com/investor-centre/integrated-reports/#integrated-reports> and available on the company's website, www.exxaro.com or can be requested from the group company secretary at investorrelations@exxaro.com or telephonically on +27 12 307 4590.

RESOLUTIONS FOR CONSIDERATION AND ADOPTION

ORDINARY RESOLUTIONS

For each of the ordinary resolutions to be passed, votes in favour must represent at least 50% +1 (fifty percent plus one) of all votes cast and/or exercised at the meeting for each of these resolutions.

1 Ordinary resolution number 1: Election and re-election of directors

Re-election

In accordance with the company's Memorandum of Incorporation (MOI), one-third of the non-executive directors are subject to retirement by rotation and re-election by shareholders annually. Eligible directors may offer themselves for re-election.

At this meeting and in accordance with the MOI, Ms Mandesilo Msimang, Ms Likhapha Mbatha and Mr Mvuleni Geoffrey Qhena are obliged to retire by rotation.

Ms Likhapha Mbatha has turned 70 years, and in accordance with the MOI is not eligible for re-election and will retire by rotation.

Ms Mandesilo Msimang and Mr. Mvuleni Geoffrey Qhena indicated that they are available for re-election.

The nomination committee (Nomco) has reviewed the composition, gender, age, and racial balance of the board of directors and evaluated the independence (where applicable), performance and contribution of the directors listed above. Furthermore, the Nomco has considered their individual knowledge, skills and experience and recommended to the board of directors that they be proposed for re-election by shareholders.

The board of directors has considered the proposals of the Nomco and recommends the re-election of Ms Mandesilo Msimang and Mr Mvuleni Geoffrey Qhena by way of separate resolutions.

Election

The Nomco further commenced a process to source an additional independent non-executive director for appointment to the board of directors and a member of the audit committee. The board of directors considered the proposal by the Nomco and has appointed Ms Nosipho Molohe as independent non-executive director in a casual vacancy on 3 January 2024, to hold office until the AGM, at which meeting her appointment will terminate and she will be available for election by shareholders.

Ms Nosipho Molohe has indicated that she is available for election by shareholders.

The Nomco has reviewed the composition, gender and racial balance of the board of directors and evaluated the independence, performance and contribution of Ms Nosipho Molohe. Furthermore, the Nomco has considered her individual knowledge, skills and experience and recommended to the board of directors that she be proposed for election by shareholders.

The board of directors has considered the proposal of the Nomco and recommends the election of Ms Nosipho Molohe.

RESOLUTIONS FOR CONSIDERATION AND ADOPTION continued

Brief curricula vitae in respect of the abovementioned directors are set out on pages 43 to 46 of this booklet.

Ordinary resolution number 1.1

"RESOLVED that Ms Mandlesilo Msimang be and is hereby re-elected as a non-executive director of the company with effect from 23 May 2024."

Ordinary resolution number 1.2

"RESOLVED that Mr Mvuleni Geoffrey Qhena be and is hereby re-elected as an independent non-executive director of the company with effect from 23 May 2024."

Ordinary resolution number 1.3

"RESOLVED that Ms Nosipho Molope be and is hereby elected as an independent non-executive director of the company with effect from 23 May 2024."

2 Ordinary resolution number 2: Election of group audit committee members

To elect by separate resolutions a group audit committee comprising independent non-executive directors, as provided for in section 94(4) of the Companies Act and appointed in terms of section 94(2) of that Act to hold office until the next AGM to perform the duties and responsibilities stipulated in section 94(7) of the Companies Act and the King IV™ report on Corporate Governance for South Africa, 2016 (King IV™), and to perform such other duties and responsibilities as may be delegated by the board of directors for the company, all subsidiary companies and controlled trusts.

The board of directors has assessed the performance of the group audit committee members standing for election and found them suitable for appointment.

Brief curricula vitae in respect of the below mentioned directors are set out on pages 43 to 46 of this booklet.

Ordinary resolution number 2.1

"RESOLVED that Mr Billy Mawasha be and is hereby re-elected as a member of the group audit committee with effect from 23 May 2024."

Ordinary resolution number 2.2

"RESOLVED that Ms Nondumiso Medupe be and is hereby re-elected as a member of the group audit committee with effect from 23 May 2024."

Ordinary resolution number 2.3

"RESOLVED that Ms Nosipho Molope be and is hereby elected as a member of the group audit committee with effect from 23 May 2024."

The election of Ms Nosipho Molope is subject to her election as director.

Ordinary resolution number 2.4

"RESOLVED that Ms Chanda Nxumalo be and is hereby re-elected as a member of the group audit committee with effect from 23 May 2024."

Annual general meeting notice continued

RESOLUTIONS FOR CONSIDERATION AND ADOPTION continued

3 Ordinary resolution number 3: Election of the SERC members

To elect by separate resolutions a group SERC, as provided for in section 72(4) of the Companies Act and regulation 43 of the Regulations, appointed in terms of regulation 43(2) of the Regulations to hold office until the next AGM and to perform the duties and responsibilities stipulated in regulation 43(5) of the Regulations and to perform such other duties and responsibilities as may be delegated by the board of directors for the company and all subsidiary companies.

The board of directors has assessed the performance of the group SERC members standing for election and found them suitable for appointment.

Brief curricula vitae in respect of the below mentioned directors are set out on pages 43 and 46 of this booklet.

Ordinary resolution number 3.1

"RESOLVED that Ms Geraldine Fraser-Moleketi be and is hereby re-elected as a member of the group SERC with effect from 23 May 2024."

Ordinary resolution number 3.2

"RESOLVED that Ms Karin Ireton be and is hereby re-elected as a member of the group SERC with effect from 23 May 2024."

Ordinary resolution number 3.3

"RESOLVED that Dr Phumla Mnganga be and is hereby elected as a member of the group SERC with effect from 23 May 2024."

Ordinary resolution number 3.4

"RESOLVED that Mr Peet Snyders be and is hereby re-elected as a member of the group SERC with effect from 23 May 2024."

Ordinary resolution number 3.5

"RESOLVED that Ms Nosipho Molohe be and is hereby elected as a member of the group SERC with effect from 23 May 2024."

The election of Ms Nosipho Molohe is subject to her election as director.

Ordinary resolution number 3.6

"RESOLVED that Dr Nombasa Tsengwa be and is hereby elected as a member of the group SERC with effect from 23 May 2024."

Ordinary resolution number 3.7

"RESOLVED that Mr Riaan Koppeschaar be and is hereby elected as a member of the group SERC with effect from 23 May 2024."

4 Ordinary resolution number 4: Appointment of independent external auditor

"To re-appoint KPMG Inc., upon recommendation of the board of directors and the group audit committee, as the independent external auditor of the company for the ensuing financial year ending 31 December 2024 until the conclusion of the next AGM". The group audit committee has therefore assessed KPMG Inc.'s independence and suitability and has nominated them for appointment as independent external auditor of the group, for the ensuing year ending 31 December 2024, and to hold office until the conclusion of the next AGM.

RESOLUTIONS FOR CONSIDERATION AND ADOPTION continued

4 **Ordinary resolution number 4: Appointment of independent external auditor** continued

"RESOLVED that KPMG Inc., with the designated audit partner being Ms Safeera Loonat, be and is hereby appointed as independent external auditor of the group for the ensuing year ending 31 December 2024, until the conclusion of the next AGM."

5 **Ordinary resolution 5: General authority to place authorised but unissued ordinary shares under the control of the directors**

In terms of the company's MOI, shareholders of the company may authorise the directors to, inter alia, issue any authorised but unissued ordinary shares and/or grant options over them, as the directors in their discretion deem fit. The authority will be subject to the Companies Act and the JSE Listings Requirements. The aggregate number of ordinary shares able to be allotted and issued in terms of this resolution, excluding the company's share or other employee incentive schemes, shall be limited to 5% (five percent) of the number of ordinary shares in issue as at the date of the notice of the AGM. At present, the directors have no specific intention to use this authority, and the authority will thus only be used if circumstances are appropriate.

"RESOLVED that the authorised but unissued shares in the capital of the company be and hereby placed under the control and authority of the directors and that they be and are hereby authorised to allot, issue and otherwise dispose of such shares to such person or persons on such terms and conditions and at such times as they may from time to time and their discretion deem fit, subject to the provisions of the Companies Act, clause 3.1 of the MOI of the company and the JSE Listings Requirements. The number of shares issued in terms of this authority will not, in aggregate in the current financial year, exceed 5% (five percent) of the company's ordinary shares in issue as at the date of the notice of the AGM (12 076 742 ordinary shares) (excluding treasury shares). The issuing of shares granted under this authority will be at the discretion of the directors until the next AGM of the company."

6 **Ordinary resolution number 6: General authority to issue shares for cash**

At present, the directors have no specific intention to use this authority, and the authority will thus only be used if circumstances are appropriate.

"Resolved, as an ordinary resolution, that the directors of the company be and are hereby authorised, in accordance with the Companies Act and the JSE Listings Requirements, to allot and issue for cash, on such terms and conditions as they may deem fit, all or any of the ordinary shares in the authorised but unissued share capital of the company and/or any options/convertible securities that are convertible into ordinary shares, which they shall have been authorised to allot and issue in terms of ordinary resolution number 5, subject to the following conditions:

- (a) This authority is valid until the company's next AGM, provided that it will not extend beyond 15 (fifteen) months from the date that this authority is given.
- (b) The equity securities which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such securities or rights that are convertible into or represent options in respect of a class already in issue.
- (c) Any such issue will only be made to "public shareholders" as defined in the JSE Listings Requirements and not to related parties.
- (d) The number of shares issued for cash will not in aggregate exceed 5% (five percent) of the company's listed ordinary shares (excluding treasury shares) as at the date of the notice of AGM, such number being 12 076 742 ordinary shares in the company's issued share capital.
- (e) Any equity securities issued under the authority during the period must be deducted from the 12 076 742 ordinary shares.

Annual general meeting notice continued

RESOLUTIONS FOR CONSIDERATION AND ADOPTION continued

6 Ordinary resolution number 6: General authority to issue shares for cash continued

- (f) In the event of a subdivision or consolidation of issued equity securities during the period contemplated in the first bullet above, the existing authority must be adjusted accordingly to represent the same allocation ratio.
- (g) An announcement giving full details to the extent applicable, including number of shares issued, average discount, effect on the following: statement of financial position, net asset value per share (NAVPS), net tangible asset value per share (NTAVPS), statement of comprehensive income, earnings per share (EPS), headline earnings per share (HEPS), diluted earnings per share (DEPS), and diluted headline earnings per share (DHEPS), use of funds, will be published at the time of any issue representing, on a cumulative basis within the period contemplated in the first bullet above, 5% (five percent) or more of the number of shares in issue prior to the issue.
- (h) The maximum discount permitted at which equity securities may be issued is 5% (five percent) of the weighted average traded price on the JSE of those shares over the 30 (thirty) business days prior to the date that the price of the issue is agreed between the company and the party subscribing for the securities. The aggregate number of ordinary shares to be allotted in terms of this resolution and ordinary resolution number 5 is limited to 5% (five percent) of the ordinary shares in issue as at the date of the notice of the AGM."

Related parties may participate in a general issue for cash through a bookbuild process as this resolution expressly affords the ability to Exxaro to allow related parties to participate in a general issue for cash through a bookbuild process:

- (i) related parties may only participate with a maximum bid price at which they are prepared to take-up shares or at book close price. In the event of a maximum bid price and the book closes at a higher price the relevant related party will be "out of the book" and not be allocated shares; and
- (ii) equity securities must be allocated equitably "in the book" through the bookbuild process and the measures to be applied will be disclosed in the Stock Exchange News Services (SENS) of the JSE announcement launching the bookbuild.

For this ordinary resolution to be passed, under the JSE Listings Requirements, votes in favour of the resolution must represent at least 75% (seventy-five percent) of all votes cast and/or exercised at the meeting in respect of this resolution.

7 Ordinary resolution number 7: Authorise director and/or group company secretary to implement the resolutions set out in the notice of the AGM

"RESOLVED that any one director and/or group company secretary of the company or equivalent be and are hereby authorised to do all such tasks and sign all such documents deemed necessary to implement the resolutions set out in the notice convening the AGM at which these resolutions will be considered."

SPECIAL RESOLUTIONS

For each of the special resolutions to be passed, votes in favour must represent at least 75% (seventy-five percent) of all votes cast and/or exercised at the meeting for these special resolutions.

8 Special resolution number 1: Non-executive directors' fees

Approval in terms of section 66 of the Companies Act is required to authorise the company to remunerate non-executive directors for services as directors. Furthermore, in terms of the King IV™ and as read with the JSE Listings Requirements, remuneration payable to non-executive directors should be approved by shareholders in advance or within the previous two financial years.

Annual general meeting notice continued

RESOLUTIONS FOR CONSIDERATION AND ADOPTION continued

8 Special resolution number 1: Non-executive directors' fees continued

RESOLVED as a special resolution in terms of the Companies Act, that the remuneration of non-executive directors for the period 1 June 2024 until the end of the month in which the next AGM is held, be and is hereby approved on the basis set out below:

	2023 R	2024 R
Chairman of the board	2 313 899	2 457 129*
Lead independent director	896 074	951 541
Member of the board	519 220	551 360
Audit committee chairperson	406 244	431 391
Audit committee member	203 170	215 746
Investment committee chairperson	358 655	380 856
Investment committee member	163 300	173 408
Remuneration committee chairperson	358 655	380 856
Remuneration committee member	160 176	170 091
Nominations committee chairperson	No fee**	No fee**
Nominations committee member	28 496	30 260
Risk and business resilience (RBR) committee chairperson	407 169	432 373
RBR committee member	181 842	193 098
Social, ethics and responsibility committee (SERC) chairperson	358 655	380 856
SERC member	159 402	169 269
Logistics committee chairperson	n/a	60 520
Logistics committee member	na	30 260

* Flat fee

** The newly separated nominations committee chairperson is also the board chairman who will not receive remuneration for committee work.

9 Special resolution number 2: Authorise financial assistance for the subscription of securities

"RESOLVED as a special resolution in terms of the Companies Act, that the provision by the company of any direct or indirect financial assistance as contemplated in section 44 of the Companies Act to any one or more persons for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the company or a related or inter-related company, or for the purchase of any securities of the company or a related or inter-related company, be and is hereby approved, provided that:

- (a)
 - (i) the specific recipient/s of such financial assistance;
 - (ii) the form, nature and extent of such financial assistance; and
 - (iii) the terms and conditions under which such financial assistance is provided are determined by the board of directors of the company from time to time.
- (b) The board of directors has satisfied the requirements of section 44 of the Companies Act on the provision of any such financial assistance.
- (c) Such financial assistance to a recipient is, in the opinion of the board of directors of the company, required for a purpose, which in the opinion of the board of directors, is directly or indirectly in the interest of the company.
- (d) This resolution specifically does not authorise financial assistance for the subscription of securities to any directors, prescribed officers or employees of the company.
- (e) The authority granted in terms of this special resolution will remain valid until a new or similar resolution is passed at the next AGM or after the expiry of a period of 24 (twenty-four) months, whichever is later.

RESOLUTIONS FOR CONSIDERATION AND ADOPTION continued

10 Special resolution number 3: Authorise financial assistance to related or inter-related companies

"RESOLVED as a special resolution in terms of the Companies Act, that the provision by the company of any direct or indirect financial assistance as contemplated in section 45 of the Companies Act to any one or more related or inter-related persons of the company and/or to any one or more persons who are members of, or are related to, any such related or inter-related person, be and is hereby approved, provided that:

- (a) (i) the specific recipient/s of such financial assistance;
- (ii) the form, nature and extent of such financial assistance; and
- (iii) the terms and conditions under which such financial assistance is provided are determined by the board of directors of the company from time to time.
- (b) The board of directors has satisfied the requirements of section 45 of the Companies Act in relation to the provision of any financial assistance.
- (c) Such financial assistance to a recipient is, in the opinion of the board of directors of the company, required for a purpose which, in the opinion of the board of directors, is directly or indirectly in the interests of the company.
- (d) The authority granted in terms of this special resolution will remain valid until a new similar resolution is passed at the next AGM or after the expiry of a period of 24 (twenty-four) months, whichever is later."

11 Special resolution number 4: General authority to repurchase shares

"RESOLVED as a special resolution in terms of the Companies Act, that, subject to compliance with the JSE Listings Requirements, the Companies Act, and clause 3.1(12) of the MOI of the company which authorises general repurchases, the directors be and are hereby authorised, at their discretion, to instruct that the company or subsidiaries of the company acquire or repurchase ordinary shares issued by the company, provided that:

- (a) The number of ordinary shares acquired in any one financial year will not in aggregate exceed 20% (twenty percent, or 69 million ordinary shares) of the ordinary shares in issue at the date on which this resolution is passed (being 349 million shares in issue).
- (b) The repurchase of securities must be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the company and the counterparty (reported trades are prohibited).
- (c) The approval of shareholders is obtained via a special resolution of the company in the AGM. This authority will lapse on the earlier of the date of the next AGM of the company or 15 (fifteen) months from the date on which this resolution is passed.
- (d) The price paid per ordinary share may not be greater than 10% (ten percent) above the weighted average of the market value of the ordinary shares for the 5 (five) business days immediately preceding the date on which a repurchase is made. The JSE should be consulted for a ruling if Exxaro's ordinary shares have not traded in such 5 (five) business days period."

The reason for and effect of this special resolution is to authorise the directors, if they deem it appropriate and in the interest of the company, to instruct that the company or its subsidiaries acquire or repurchase ordinary shares issued by the company subject to the restrictions contained in this special resolution. At present, the directors have no specific intention to use this authority, and the authority will thus only be used if circumstances are appropriate.

The directors undertake that they will not implement the repurchase as contemplated in this special resolution while this general authority is valid, unless:

- (a) After such repurchases, the company passes the solvency and liquidity test as contained in section 4 of the Companies Act and that, from the time the solvency and liquidity test is done, there are no material changes to the financial position of the group.

RESOLUTIONS FOR CONSIDERATION AND ADOPTION continued

11 Special resolution number 4: General authority to repurchase shares continued

- (b) The consolidated assets of the company and the group, fairly valued in accordance with International Financial Reporting Standards (IFRS[®] Accounting Standards) and in accordance with accounting policies used in the company and group annual financial statements for the year ended 31 December 2023, exceed the consolidated liabilities of the company and the group immediately following such purchase or 12 (twelve) months after the date of the notice of the AGM, whichever is the later.
- (c) The company and group will be able to pay their debts as they become due in the ordinary course of business for a period of 12 (twelve) months after the date of the notice of the AGM or a period of (twelve) months after the date on which the board of directors considers that the repurchase will satisfy the immediately preceding requirement and this requirement, whichever is the later.
- (d) The issued share capital and reserves of the company and group will be adequate for the purposes of the business of the company and group for a period of 12 (twelve) months after the date of the notice of the AGM.
- (e) The company and group will have adequate working capital for ordinary business purposes for a period of 12 (twelve) months after the date of the notice of the AGM.
- (f) A resolution is passed by the board of directors that it has authorised the repurchase, the company and its subsidiaries have passed the solvency and liquidity test and that, since the test was performed, there have been no material changes to the financial position of the group.
- (g) The company or its subsidiaries will not repurchase securities during a prohibited period as defined in paragraph 3.67 of the JSE Listings Requirements unless the company has a repurchase programme in place where the dates and quantities of securities to be traded during the relevant prohibited period are fixed (not subject to any variation) and has been submitted to the JSE in writing prior to the commencement of the prohibited period. The company will instruct only one independent third party, which makes its investment decisions on 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. The repurchase programme will include:
 - (i) the name of the independent agent;
 - (ii) the date the independent agent was appointed by Exxaro;
 - (iii) the commencement and termination date of the repurchase programme; and
 - (iv) where the quantities of securities to be traded during the relevant period are fixed (not subject to any variation).
- (h) When the company or its subsidiaries have cumulatively repurchased 3% (three percent) of the initial number of the relevant class of securities, and for each 3% (three percent) in aggregate of the initial number of that class acquired thereafter, an announcement will be made. Such announcement will be made as soon as possible and, in any event, by not later than 08h30 on the second business day following the day on which the relevant threshold is reached or exceeded, and will contain the following information:
 - (i) the date(s) of repurchase(s) of securities;
 - (ii) the highest and lowest prices paid for securities so repurchased;
 - (iii) the number and value of securities repurchased;
 - (iv) the extent of the authority outstanding, by number and percentage (calculated by using the number of shares in issue before any repurchases were effected);
 - (v) a statement as to the source of funds utilised;
 - (vi) a statement by the directors that, after considering the effect of such repurchase, the:
 - (aa) 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 announcement;
 - (bb) 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 announcement. For this purpose, the assets and liabilities should be recognised and measured in accordance with the accounting policies used in the latest audited group and company annual financial statements;

Annual general meeting notice continued

RESOLUTIONS FOR CONSIDERATION AND ADOPTION continued

11 Special resolution number 4: General authority to repurchase shares continued

- (cc) 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 announcement;
 - (dd) 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 announcement;
 - (ee) a statement confirming that paragraph 5.72 (a) has been complied with;
 - (ff) an explanation, including supporting information (if any), of the impact of the repurchase on the financial information;
 - (gg) the number of treasury shares held after the repurchase;
 - (hh) the date on which the securities will be cancelled and the listing removed, if applicable; and
 - (ii) in the event that the repurchase/purchase was made during a prohibited period through a repurchase programme pursuant to paragraphs 5.72 and/or 14.9(e) of Schedule 14, a statement confirming that the repurchase was put in place pursuant to a repurchase programme prior to prohibited period in accordance with the Listings Requirements.
- (i) The company at any time only appoints one agent to effect any repurchase(s) on its behalf.

For the purpose of considering this special resolution and in compliance with paragraph 11.26 of the JSE Listings Requirements, certain information has been included in the following reports for 2023:

- (a) Directors and management – refer to the integrated report on pages 59 to 62
- (b) Major shareholders – refer to the integrated report on page 11
- (c) Directors' interests in securities – refer to the annual financial statements on page 113
- (d) Share capital of the company – refer to the annual financial statements on page 98
- (e) Material change – refer to page 60 of this AGM notice
- (f) Responsibility statement – refer to page 59 of this AGM notice

NON-BINDING ADVISORY VOTES

12 Non-binding advisory vote number 1: Approval of the Exxaro remuneration policy

The reason for non-binding advisory vote number 1 is that King IV™ recommends, and the JSE Listings Requirements require, that the remuneration policy of a company be tabled for a non-binding advisory vote by shareholders at each AGM. This enables shareholders to express their views on the remuneration policy. The effect of the non-binding advisory vote number 1, if passed, will be to endorse the company's remuneration policy. Failure to pass this resolution will not have any legal consequences relating to existing remuneration agreements. However, the board will take the outcome of the votes into consideration when considering amendments to the company's remuneration policy and/or its implementation. In the event that either the remuneration policy or the implementation report, or both, are voted against by 25% or more of the voting rights exercised, the board will initiate engagement with the relevant shareholders and the outcome thereof will be disclosed in the 2024 ESG report.

"RESOLVED, through a non-binding advisory vote that the company's remuneration policy, as set out in the remuneration committee report of the ESG report 2023, be and is hereby approved."

The remuneration committee report is included in the ESG report

<https://www.exxaro.com/investor-centre/integrated-reports/#integrated-reports> and available on the company's website, www.exxaro.com or can be requested from the company secretary at investorrelations@exxaro.com or telephonically on +27 12 307 4590.

This ordinary resolution is of an advisory nature and although the board of directors will consider the outcome of the vote when determining the remuneration policy, failure to pass this resolution will not legally preclude the company from implementing the remuneration policy as contained in the ESG report 2023.

RESOLUTIONS FOR CONSIDERATION AND ADOPTION continued

13 Non-binding advisory vote number 2: Endorse the implementation of the Exxaro remuneration policy

The reason for non-binding advisory vote number 2 is that King IV™ recommends, and the JSE Listings Requirements require, that the implementation report on a company's remuneration policy be tabled for a non-binding advisory vote by shareholders at each AGM of a company. This enables shareholders to express their views on the implementation of a company's remuneration policy. The effect of non-binding advisory vote number 2, if passed, will be to endorse the company's implementation report in respect of its remuneration policy. Failure to pass this resolution will not have any legal consequences relating to existing remuneration agreements. However, the board of directors will take the outcome of the vote into consideration when contemplating amendments to the implementation of the company's remuneration policy.

"RESOLVED that, in accordance with the King IV™ and JSE Listings Requirements, the shareholders endorse the implementation of the remuneration policy of the company as set out in the remuneration report."

An explanation of the implementation of the company's remuneration policy is included in the ESG report <https://www.exxaro.com/investor-centre/integrated-reports/#/integrated-reports> and available on the company's website, www.exxaro.com or can be requested from the company secretary at investorrelations@exxaro.com or telephonically on +27 12 307 4590.

This ordinary resolution is of an advisory nature and although the board of directors will consider the outcome of the vote when determining the remuneration policy, failure to pass this resolution will not legally preclude the company from implementing the remuneration policy as contained in the ESG report 2023.

14 Severability

If any of the clauses, conditions, covenants or restrictions (each a "Provision") of this notice or any document emanating from it shall be found to be void but would be valid if some part thereof were deleted or modified, then the Provision shall apply with such deletion or modification as may be necessary to make it valid and effective.

DIRECTORS' RESPONSIBILITY STATEMENT

The directors collectively and individually accept full responsibility for the accuracy of the information pertaining to these resolutions and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that these resolutions contain all information required by law and the JSE Listings Requirements.

Annual general meeting notice continued

NO MATERIAL CHANGES TO REPORT

Other than the facts and developments reported on in the AFS, which are available on the company's website www.Exxaro.com, there have been no material changes in the financial or trading position of the company and its subsidiaries since the date of signature of the audit report for the financial year ended 31 December 2023.

By order of the board



AT Ndoni

Group company secretary

Pretoria

23 April 2024

Form of proxy

EXXARO RESOURCES LIMITED

(Incorporated in the Republic of South Africa)
 Registration number 2000/011076/06
 JSE share code: EXX ISIN: ZAE000084992
 ADR code: EXXAY
 Bond code: EXX05
 ISIN No: ZAG000160334
 (Exxaro or the company)

TO BE COMPLETED BY CERTIFICATED SHAREHOLDERS AND DEMATERIALIZED SHAREHOLDERS WITH "OWN-NAME" REGISTRATION ONLY

For completion by registered shareholders of Exxaro unable to attend the 23rd (twenty-third) annual general meeting of shareholders of the company to be held at 10:00 on Thursday, 23 May 2024, at the Auditorium, at The connexXion, 263B West Avenue, Die Hoewes, Centurion, South Africa or at any adjournment or postponement of that meeting.

A shareholder is entitled to appoint one or more proxies (none of whom need to be a shareholder of the company) to attend, participate in, speak and vote or abstain from voting in the place of that shareholder at the annual general meeting.

I/We (please print names in full)

of (address)

being the holder/s of _____ shares in the company, do hereby appoint:

1 _____ or, failing him/her
 2 _____ or, failing him/her
 3 _____ the chairperson of the annual general meeting

as my/our proxy to attend, participate in, speak and, on a poll, vote on my/our behalf at the annual general meeting of shareholders to be held by electronic meeting participation at 10:00 on Thursday, 23 May 2024 with strictly limited in-person attendance at The connexXion, 263B West Avenue, Die Hoewes, Centurion, Gauteng, South Africa or at any adjournment or postponement of that meeting, and to vote or abstain from voting as follows on the ordinary and special resolutions to be proposed at such meeting:

		For	Against	Abstain
Ordinary resolutions				
1	Resolution to elect and re-elect non-executive and executive directors			
1.1	Re-election of Ms Mandlesilo Msimang as a non-executive director			
1.2	Re-election of Mr Mvuleni Geoffrey Qhena as an independent non-executive director			
1.3	Election of Ms Nosipho Molope as an independent non-executive director			
2	Resolution to elect group audit committee members			
2.1	Re-election of Mr Billy Mawasha as a member of the group audit committee			
2.2	Re-election of Ms Nondumiso Medupe as a member of the group audit committee			
2.3	Election of Ms Nosipho Molope as a member of the group audit committee			
2.4	Re-election of Ms Chanda Nxumalo as a member of the group audit committee			
3	Resolution to elect group social, ethics and responsibility committee members			
3.1	Re-election of Dr Geraldine Fraser-Moleketi as a member of the group social, ethics and responsibility committee			
3.2	Re-election of Ms Karin Ireton as a member of the group social, ethics and responsibility committee			
3.3	Election of Dr Phumla Mnganga as a member of the group social, ethics and responsibility committee			
3.4	Re-election of Mr Peet Snyders as a member of the group social, ethics and responsibility committee			
3.5	Election of Ms Nosipho Molope as a member of the group social, ethics and responsibility committee			
3.6	Election of Dr Nombasa Tsengwa as a member of the group social, ethics and responsibility committee			
3.7	Election of Mr Riaan Koppeschaar as a member of the group social, ethics and responsibility committee			

Form of proxy continued

		For	Against	Abstain
4	Resolution to appoint KPMG Inc. as independent external auditor for the financial year ending 31 December 2024, until the conclusion of the next AGM			
5	Resolution for a general authority to place authorised but unissued ordinary shares under the control of the directors			
6	Resolution for a general authority to issue shares for cash			
7	Resolution to authorise director and/or group company secretary to implement the resolutions set out in the notice of the AGM			
Special resolutions				
1	Special resolution to approve non-executive directors' fees for the period 1 June 2024 to the end of the month in which the next AGM is held			
2	Special resolution to authorise financial assistance for the subscription of securities			
3	Special resolution to authorise financial assistance to related or inter-related companies			
4	Special resolution for a general authority to repurchase shares			
Non-binding advisory votes				
1	Resolution through non-binding advisory note to approve the Exxaro remuneration policy			
2	Resolution through non-binding advisory note to endorse the implementation of the Exxaro remuneration policy			

Please indicate with an "X" in the appropriate spaces above how you wish your vote to be cast. If no indication is given, the proxy may vote or abstain as he/she sees fit.

Signed at this _____ day of _____ 2024

Signature _____

Assisted by me, where applicable (name and signature) _____

Please read the notes that follow.

Notes to the form of proxy

(The notes below include a summary of the rights established by section 58 of the Companies Act.)

- 1 A form of proxy is only to be completed by those ordinary shareholders who are:
 - holding ordinary shares in certificated form; or
 - recorded on sub-register electronic form in "own name."
- 2 If you have already dematerialised your ordinary shares through a central securities depository participant (CSDP) or broker and wish to attend the annual general meeting, you must request your CSDP or broker to provide you with a letter of representation or instruct your CSDP or broker to vote by proxy on your behalf in terms of the agreement between yourself and your CSDP or broker.
- 3 A shareholder may insert the name of a proxy or the names of two or more persons as alternative or concurrent proxies in the space. The person whose name appears first on the form of proxy and who is present at the annual general meeting of shareholders will be entitled to act to the exclusion of those whose names follow. A proxy may not delegate his/her authority to act on behalf of the shareholder to another person.
- 4 A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction, except to the extent that the instrument appointing the proxy provides otherwise.
- 5 On a show of hands, a shareholder of the company present in person or by proxy will have one vote, irrespective of the number of shares he/she holds or represents, provided that a proxy will, irrespective of the number of shareholders he/she represents, have only one vote. On a poll, a shareholder who is present in person or represented by proxy will be entitled to that proportion of the total votes in the company which the aggregate amount of the nominal value of shares held by him/her bears to the aggregate amount of the nominal value of all shares issued by the company.
- 6 A shareholder's instructions to the proxy must be indicated by inserting the relevant numbers of votes exercisable by the shareholder in the box provided. Failure to comply with this 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 all the shareholder's exercisable votes. A shareholder or proxy is not obliged to use all the votes exercisable by the shareholder or proxy, but the total of votes cast and for which abstention is recorded may not exceed the total of votes exercisable by the shareholder or proxy.
- 7 The proxy appointment is:
 - Suspended at any time and to the extent that the shareholder chooses to act directly and in person in exercising any rights as a shareholder; and
 - Revocable unless the proxy appointment expressly states otherwise. If the appointment is revocable, a shareholder may revoke the proxy appointment by:
 - cancelling it in writing, or making a later inconsistent appointment of a proxy; and
 - delivering a copy of the revocation instrument to the proxy, and to the transfer secretaries of the company.
- 8 The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of:
 - the date stated in the revocation instrument, if any; or
 - the date on which the revocation instrument was delivered.
- 9 If the instrument appointing a proxy or proxies has been delivered, as long as that appointment remains in effect, any notice required by the Companies Act or the company's memorandum of incorporation to be delivered by the company to the shareholder must be delivered to:
 - the shareholder; or
 - the proxy or proxies, if the shareholder has directed the company to do so, in writing, and paid any reasonable fee charged by the company for doing so.
- 10 The proxy appointment remains valid only until the end of the annual general meeting or any adjournment or postponement, unless it is revoked, in accordance with paragraph 7, prior to the meeting.
- 11 In the interest of administrative purposes, it is advisable that forms of proxy be lodged at or posted to The Meeting Specialist Proprietary Limited, to be received not later than 48 hours before the time fixed for the meeting (excluding Saturdays, Sundays and public holidays), thus by 10:00 on Tuesday, 21 May 2024. This does not preclude proxies to be handed in at the meeting.

For shareholders on the South African register:
The Meeting Specialist Proprietary Limited
JSE Building
One Exchange Square
Gwen Lane
Sandown, 2196
PO Box 62043
Marshalltown 2107
proxy@tmsmeetings.co.za
Tel: 0817114255 or 0844334836 or 0614400654
- 12 Completing and lodging this form of proxy will not preclude the relevant shareholder from attending the annual general meeting and speaking and voting in person to the exclusion of any appointed proxy.
- 13 Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity or other legal capacity must be attached, unless previously recorded by the transfer secretaries or waived by the chairperson of the annual general meeting.
- 14 Any alteration or correction made to this form of proxy must be initialed by the signatory/ies.
- 15 Despite these requirements, the chairperson of the annual general meeting may, if deemed reasonable, waive any formalities that would otherwise be a prerequisite for a valid proxy.
- 16 If any shares are jointly held, all joint shareholders must sign this form of proxy. If more than one of those shareholders is present at the annual general meeting, either in person or by proxy, the person whose name first appears in the register will be entitled to vote.

TO BE COMPLETED BY CERTIFICATED SHAREHOLDERS AND DEMATERIALIZED SHAREHOLDERS WITH OWN-NAME REGISTRATION WHO WISH TO PARTICIPATE ELECTRONICALLY IN THE EXXARO ANNUAL GENERAL MEETING

THE ANNUAL GENERAL MEETING

- Shareholders or their proxies who wish to participate in the annual general meeting via electronic communication (Participants), must deliver the form below (the application) to The Meeting Specialist Proprietary Limited via email to proxy@tmsmeetings.co.za.
- Participants will be able to vote during the annual general meeting through an electronic participation platform. Such Participants, should they wish to have their vote(s) counted at the annual general meeting, must provide The Meeting Specialist Proprietary Limited with the information requested below.
- Each shareholder, who has complied with the requirements below, will be contacted between 21 May and 23 May 2024 via email/mobile with a unique link to allow them to participate in the virtual meeting.
- The cost of the Participant's phone call or data usage will be at his/her own expense and will be billed separately by his/her own telephone service provider.
- The cut-off time, for administrative purposes, for Participants to indicate participation in the meeting, will be 10:00 on Tuesday, 21 May 2024.
- The Participant's unique link will be forwarded to the email/mobile number provided below.

APPLICATION FORM

Name and surname of shareholder	
Name and surname of shareholder representative (if applicable)	
ID number	
Email address	
Cell number	
Telephone number	
Name of CSDP or broker (if shares are held in dematerialised format)	
SCA number or broker account number (if applicable)	
Number of shares	
Signature	
Date	

TERMS AND CONDITIONS FOR PARTICIPATION AT THE EXXARO ANNUAL GENERAL MEETING VIA ELECTRONIC COMMUNICATION

- The cost of dialing in using a telecommunication line/webcast/web-streaming to participate in the annual general meeting is for the expense of the Participant and will be billed separately by the Participant's own telephone service provider.
- The Participant acknowledges that the telecommunication lines/webcast/web-streaming are provided by a third party and indemnifies Exxaro, JSE Limited and The Meeting Specialist Proprietary Limited against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the telecommunication lines/webcast/web-streaming, whether or not the problem is caused by any act or omission on the part of the Participant or anyone else. In particular, but not exclusively, the Participant acknowledges that he/she will have no claim against Exxaro, JSE Limited and The Meeting Specialist Proprietary Limited, whether for consequential damages or otherwise, arising from the use of the telecommunication lines/webcast/web-streaming or any defect in it or from total or partial failure of the telecommunication lines/webcast/web-streaming and connections linking the telecommunication lines/webcast/web-streaming to the annual general meeting.
- Participants will be able to vote during the annual general meeting through an electronic participation platform. Such Participants, should they wish to have their vote(s) counted at the annual general meeting, must act in accordance with the requirements set out above.
- Once the Participant has received the link, the onus to safeguard this information remains with the Participant.
- The application will only be deemed successful if this application form has been completed and fully signed by the Participant and emailed to The Meeting Specialist Proprietary Limited at proxy@tmsmeetings.co.za.

Shareholder name: _____

Signature: _____

Date: _____

Corporate information

REGISTERED OFFICE

Exxaro Resources Limited
The conneXXion
263B West Avenue
Die Hoewes, Centurion
0157
Tel: +27 12 307 5000

REGISTERED OFFICE

Exxaro Resources Limited
The conneXXion
263B West Avenue
Die Hoewes, Centurion, 0157
South Africa
Telephone +27 12 307 5000
Fax +27 12 323 3400

EXXARO RESOURCES LIMITED

(Incorporated in the Republic of South Africa)
Registration number: 2000/011076/06
JSE share code: EXX
ISIN code: ZAE000084992
ADR code: EXXAY
Bond code: EXX05
ISIN No: ZAG000160334

GROUP COMPANY SECRETARY

AT Ndoni

INDEPENDENT EXTERNAL AUDITOR

KPMG Inc.
KPMG Crescent
85 Empire Road
Parktown, 2913

COMMERCIAL BANKERS

ABSA Bank Limited

CORPORATE LAW ADVISERS

Inlexso Proprietary Limited

UNITED STATES ADR DEPOSITORY

The Bank of New York Mellon
101 Barclay Street
New York NY10286
United States of America

LEAD EQUITY SPONSOR AND DEBT SPONSOR

Absa Bank Limited (acting through its Corporate
and Investment
Bank Division)
Barclays Sandton North
15 Alice Lane
Sandton, 2196

JOINT EQUITY SPONSOR

Tamela Holdings Proprietary Limited
Ground floor, Golden Oak House
35 Ballyclare Drive
Bryanston, 2021

TRANSFER SECRETARIES

JSE Investor Services Proprietary Limited
One Exchange Square
Gwen Lane
Sandown, Sandton
2196

Prepared under the supervision of:
PA Koppeschaar CA(SA)
SAICA registration number: 0038621

Shareholders' diary

Financial year end	31 December
Annual general meeting	May
Reports and accounts published	
Announcement of annual results	March
Integrated report and annual financial statements	April
Interim report for the six months ended 30 June	August
Distribution	
Final dividend declaration	March
Payment	April/May
Interim dividend declaration	August
Payment	September/October

Annexure: Glossary

Adjusted Group Earnings	Group adjusted net profit after tax (excluding SIOC adjusted equity-accounting income) less NCI of Exxaro subsidiaries (excluding NCI of Eyesizwe)
AGM	Annual general meeting
Amakhala SPV	Amakhala Emoyeni RE Project 1 (RF) Proprietary Limited
API4	All publications index 4 (FOB Richards Bay 6000/kcal/kg)
AU\$	Australian dollar
B-BBEE	Broad-based black economic empowerment
BEE	Black economic empowerment
BEE Parties	External shareholders of Eyesizwe
Black Mountain	Black Mountain Proprietary Limited
Capex	Capital expenditure
CCUS	Carbon capture, utilisation and storage
Cennerg	Cennerg Proprietary Limited group of companies
CEO	Chief Executive Officer
CFR	Cost and freight
CGU	Cash-generating unit
Chifeng	Chifeng NFC Zinc Co. Limited
Companies Act	Companies Act of South Africa No 71 of 2008, as amended
CPI	Consumer price index
cps	Cents per share
DBP	Deferred bonus plan
DCF	Discounted cash flow
DEA	Department of Environmental Affairs
DMRE	Department of Mineral Resources and Energy
DMTN	Domestic Medium-Term Note
DVA	Debit value adjustment
EBITDA	Net operating profit before interest, tax, depreciation, amortisation, impairment charges or impairments reversals and net losses or gains on the disposal of assets and investments (including translation differences recycled to profit or loss)
ECC	Exxaro Coal Central Proprietary Limited or ECC group of companies
ECL(s)	Expected credit loss(es)
ESD	Enterprise and supplier development
ESG	Environment, social and governance
ERP	Enterprise Resource planning
Exxaro	Exxaro Resources Limited ("the group" or "the company")
Exxaro ESOP SPV	Exxaro ESOP SPV RF Proprietary Limited
Eyesizwe	Eyesizwe (RF) Proprietary Limited, a special purpose private company which has a 30.81% shareholding in Exxaro
FEC(s)	Forward exchange contract(s)
FerroAlloys	Exxaro FerroAlloys Proprietary Limited
Ferroland	Ferroland Grondtrust Proprietary Limited
FOB	Free on board
FPR:2015	Financial provisioning regulations, 2015
FVOCI	Fair value through other comprehensive income
FVPL	Fair value through profit or loss
GAM	Global Asset Management Limited

Annexure: Glossary continued

GIS	Group incentive scheme
GWh	Gigawatt hour
HDSA	The meaning given to it, or any equivalent or replacement term, in the broad-based socio-economic empowerment charter for the South African Mining Industry, developed under section 100 of the MPRDA, as amended or replaced from time to time
HEPS	Headline earnings per share
IAS	International Accounting Standard(s)
IASB	International Accounting Standards Board
IFRIC	IFRS Interpretations Committee
IFRS(s)	International Financial Reporting Standard(s) (as issued by the IASB)
Insect Technology	Insect Technology Group Holdings UK Limited
IoDSA	The Institute of Directors in South Africa
JIBAR	Johannesburg Interbank Average Rate
JORC	Joint Ore Reserves Committee Code
JSE	JSE Limited
JV	Joint venture
kcal	Kilocalorie
King IVTM	King IV Report on Corporate Governance™ for South Africa, 20161
KIO	Kumba Iron Ore Limited
KPI(s)	Key performance indicator(s)
KPMG	KPMG Inc.
LGD	Loss given default
LightApp	LightApp Technologies Limited
Listings Requirements	JSE Listings Requirements
LME	London Metal Exchange
LoM	Life of mine
LOS	Line of sight incentive
LSP	Lephalale Solar Photovoltaic Project
LSP SPV	Lephalale Solar Proprietary Limited
LTIFR	Lost-time injury frequency rate
LTIP	Long-term incentive plan
Mafube	Mafube Coal Proprietary Limited
Mol	Memorandum of Incorporation
MPRDA	Mineral and Petroleum Resources Development Act 28 of 2002
Mt	Million tonnes
MSR	Minimum shareholding requirement
NCI(s)	Non-controlling interest(s)
NCOE	Notional cost of employment
NEMA	National Environmental Management Act, 1998
NPC	Not-for-profit company
OCI	Other comprehensive income
Overlooked Colliery	Overlooked Colliery Proprietary Limited
PD	Probability of default
PIC	Public Investment Corporation
PPI	Producer Price Index

Prime Rate	South African prime bank rate
PwC	PricewaterhouseCoopers Incorporated
RBCT	Richards Bay Coal Terminal Proprietary Limited
Replacement BEE Transaction	BEE transaction which was implemented in 2017 and resulted in Exxaro being held 30% by HDSAs
Rm	Rand million
RMB	Chinese renminbi
ROCE	Return on capital employed
RSA	Republic of South Africa
SAICA	South African Institute of Chartered Accountants
SAMREC Code	The South African Code for the Reporting of Exploration Results, Mineral Resources and Mineral Reserves
SARB	South African Reserve Bank
SARS	South African Revenue Service
SENS	Stock Exchange News Services
SIOC	Sishen Iron Ore Company Proprietary Limited
SME(s)	Small and medium enterprise(s)
SPPI	Solely payments of principal and interest
SSCC	Semi-soft coking coal
STI	Short-term incentives
Thungela Proprietary Limited	Thungela Resources Limited, through its subsidiary South Africa Coal Operations
Tsitsikamma SPV	Tsitsikamma Community Wind Farm Proprietary Limited
TSR	Total shareholder return
UK	United Kingdom
US\$	United States dollar
USA	United States of America
VARP	Value appreciation rights plan
VAT	Value Added Tax
WANOS	Weighted average number of shares



13 26.982

29 63.546

Cu

Copper

10 91.224

Zr

Zirconium

15 30.974

P

Phosphorus

27

Co

Cobalt
58.933

25

54.938

Mn

Manganese

exxaro

POWERING POSSIBILITY