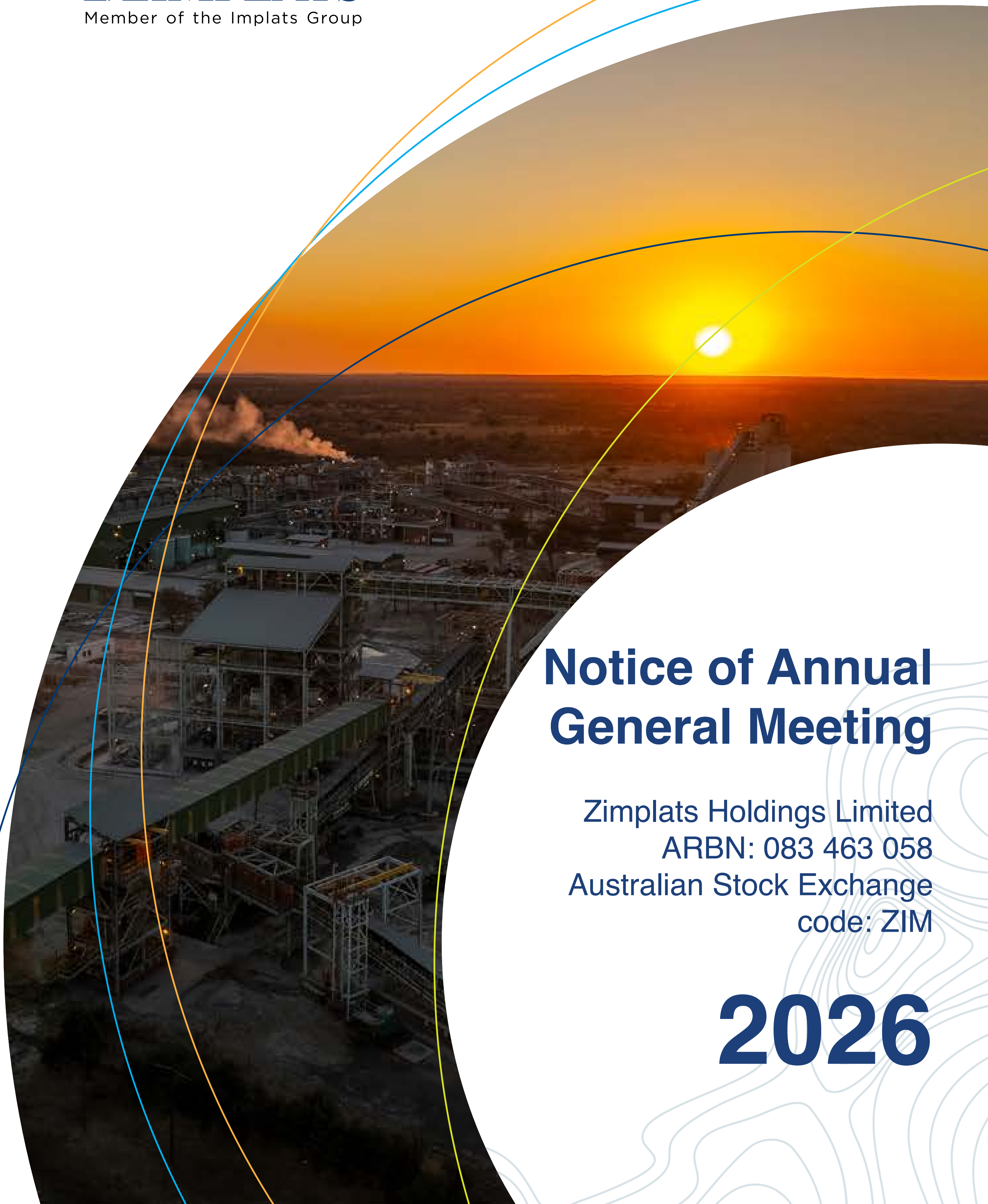
Member of the Implats Group



Notice of Annual General Meeting

Zimplats Holdings Limited
ARBN: 083 463 058
Australian Stock Exchange
code: ZIM

2026

Notice of Annual General Meeting

Notice is hereby given that the twenty-sixth annual general meeting ("the meeting") of the members of Zimplats Holdings Limited ("Zimplats" or "the Company") will be held at the offices of Impala Platinum Holdings Limited, 2 Fricker Road, Illovo, Johannesburg, South Africa, on 27 October 2026 at 11:00 am South African Standard Time (GMT +2), for the purposes set out below. The Company will broadcast the meeting through the online platform at https://78449.themediaframe.com/links/zimplats261027.html and strongly encourages members to participate in the proceedings in real time through the online platform. Details of electronic participation, registration and voting arrangements are set out on page 5.

ORDINARY BUSINESS OF THE ANNUAL GENERAL MEETING

1. To receive and consider the Company's annual financial statements, the directors' report and the report of the independent auditors for the year ended 30 June 2026. The annual financial statements are available on the Company's website, www.zimplats.com.
2. To approve the appointment of Axcentium as independent auditors of the Company from the conclusion of this annual general meeting until the conclusion of the next annual general meeting of the Company.
3. To approve the audit fees of US$30 470 for the year ended 30 June 2026.
4. To re-elect Professor Fholisani Sydney Mufamadi as a director.
5. To re-elect Mr Nicolaas Johannes Muller as a director.

SPECIAL BUSINESS OF THE ANNUAL GENERAL MEETING

6. To approve by special resolution the amendment of Article 30.8 of the Articles of Incorporation of the Company, in the manner set out in the Explanatory Note to Resolution 6, appearing on page 4 of this notice.

   To be adopted, the special resolution requires the support of at least 75% of the votes cast by shareholders, present or represented by proxy and entitled to vote at the annual general meeting.

NOTES

1. The meeting of the members of the Company will be held physically at the venue and on the date and time specified in this notice. Members who do not attend the meeting physically may participate in the proceedings in real time through the online platform. The online platform will enable members to see and hear the proceedings and submit questions before and during the meeting. Members participating via the online platform must submit their votes in advance, or appoint a proxy to vote on their behalf, in accordance with the voting procedures set out on page 6 of this notice and on the Proxy Information Sheet. Members are encouraged to attend virtually and are referred to pages 5 to 6 of this notice for details on how to register and vote.
2. Pursuant to Article 11.4 (e) of the Company's Articles of Incorporation ("the Articles"), Zimplats has determined that, for the purpose of the meeting, all shares in the Company shall be understood to be held by the persons who held them as registered shareholders at 11:00 am South African Standard Time (GMT +2) on Sunday 25 October 2026 ("the Entitlement Time"). The transfer secretaries, Computershare Investor Services Proprietary Limited, have been retained to support electronic participation on the interactive platform, shareholder verification and prior-voting arrangements for the meeting.
3. All holders of ordinary shares in the Company at the Entitlement Time are entitled to attend the meeting physically or participate electronically through the online platform, as described in Note 1 above. Members participating electronically are required to vote ahead of the meeting, or appoint a proxy to vote on their behalf, in accordance with the voting procedures set out on pages 5 to 6 of this notice and on the Proxy Information Sheet.
4. The cost of electronic participation will be for the participant's own account and will be charged by the participant's service provider.
5. The participant acknowledges that the electronic communication services are provided by third parties and indemnifies the Company against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the electronic services, whether or not the problem is caused by any act or omission of the participant or anyone else. In particular, but not exclusively, the participant acknowledges that he/she will have no claim against the Company, whether for consequential damages or otherwise, arising from any use of the electronic services or any defect in it/them or from total or partial failure of the electronic services and connections linking the participant via the electronic services to the meeting.
6. The Company will take reasonable steps to facilitate electronic participation but cannot guarantee uninterrupted access where a communication or technology failure occurs beyond its reasonable control. Any such interruption will not invalidate the meeting or the proceedings conducted at the physical venue, provided that a quorum is present and the meeting is otherwise validly constituted.

Notice of Annual General Meeting (continued)

EXPLANATORY NOTE TO RESOLUTIONS

RESOLUTION 1 – RECEIVE AND CONSIDER THE ANNUAL FINANCIAL STATEMENTS, THE DIRECTORS' REPORT AND THE REPORT OF THE INDEPENDENT AUDITORS

Resolution 1, which is an ordinary resolution, proposes that the annual financial statements, the directors' report, and the report of the independent auditors for the year ended 30 June 2026 be received and considered.

Directors' recommendation

The directors unanimously recommend that you vote in favour of the resolution. The chairperson intends to vote undirected proxies in favour of this resolution.

RESOLUTION 2 – APPOINTMENT OF AXCENTIUM AS INDEPENDENT AUDITORS UNTIL THE NEXT ANNUAL GENERAL MEETING

Resolution 2, which is an ordinary resolution, proposes that Axcentium be appointed as independent auditors of the Company from the conclusion of this annual general meeting until the conclusion of the next annual general meeting of the Company. In accordance with section 257 of the Companies (Guernsey) Law, shareholders are required to approve the appointment of the Company's auditors each year to hold office until the next annual general meeting of the Company.

Axcentium has indicated that it is in a position to accept the appointment as the Company's independent auditor for the year ending 30 June 2027.

Directors' recommendation

The directors unanimously recommend that you vote in favour of the resolution. The chairperson intends to vote undirected proxies in favour of this resolution.

RESOLUTION 3 – APPROVE THE AUDIT FEE OF US$30 470 FOR THE YEAR ENDED 30 JUNE 2026

Resolution 3, which is an ordinary resolution, proposes that the audit fees of US$30 470 for the year ended 30 June 2026 be approved. Under section 259 of the Companies (Guernsey) Law, shareholders must approve the remuneration of the Company's auditors. The audit fee is for services rendered for the Company's external audit for the year ended 30 June 2026.

Directors' recommendation

The directors unanimously recommend that you vote in favour of the resolution. The chairperson intends to vote undirected proxies in favour of this resolution.

ELECTION OF DIRECTORS

Resolutions 4 and 5, each an ordinary resolution, propose the re-election of directors retiring by rotation who are offering themselves for re-election. Under Article 16.2 of the Articles, a director retires from office no later than the third annual general meeting following his or her last election or appointment by shareholders and, if eligible, may offer themselves for re-election.

The board believes that the directors standing for re-election should continue to serve as directors of the Company, given the relevant, broad, and current business experience they bring to the board.

RESOLUTION 4 – RE-ELECTION OF PROFESSOR FHOLISANI SYDNEY MUFAMADI

Fholisani Sydney Mufamadi ("Sydney"), MSc, PhD

Appointed to the board on 1 May 2015 and appointed as the chairman of the board with effect from 1 July 2015, Sydney is an independent non-executive director of Impala Platinum Holdings Limited. He is an adjunct professor at the Johannesburg Business School (University of Johannesburg). Sydney is a non-executive director and chairperson of the remuneration, social and ethics committee of Transnet. He is a non-executive director of the Government Employees Pension Fund. He is also the national security advisor to the President of the Republic of South Africa.

RESOLUTION 5 – RE-ELECTION OF MR NICOLAAS JOHANNES MULLER

Nicolaas Johannes Muller (Nico), BSc (Mining Engineering)

Appointed to the board on 1 May 2017, Nico was appointed the chief executive officer and executive director of Impala Platinum Holdings Limited on 3 April 2017. He is a director on the boards of various Implats Group companies, including Impala Platinum Limited and Impala Canada Limited. Nico has a mining career spanning over 30 years that has exposed him to multiple commodities, including platinum.

Notice of Annual General Meeting (continued)

Directors' recommendation
All existing directors of the Company, other than those standing for re-election, recommend that you vote in favour of re-electing Professor Fholisani Sydney Mufamadi and Mr Nicolaas Johannes Muller. The chairperson intends to vote undirected proxies in favour of this resolution.

RETIREMENT OF DIRECTORS: DENNIS SERVIOUS MADEGA SHOKO ("Dennis") AND ALEC MUCHADEHAMA ("Alec")
Mr Alec Muchadehama and Dr Dennis Shoko, each appointed to the board on 17 October 2016, will retire from the board at the conclusion of the annual general meeting and will not offer themselves for re-election. Their retirement follows 10 years' service and is consistent with the Company's board succession policy. Dennis retires in accordance with Article 16.2 and does not seek re-election. Alec will vacate office by written notice under Articles 15.7 and 15.10(b)(iii). As neither retirement requires shareholder approval under the Articles or the ASX Listing Rules, no resolution is proposed. The board acknowledges Dennis and Alec's valued contribution and service to the Company.

RESOLUTION 6 – APPROVE BY SPECIAL RESOLUTION THE AMENDMENT OF ARTICLE 30.8 OF THE ARTICLES OF INCORPORATION OF THE COMPANY
Resolution 6, which is a special resolution, proposes that the Articles of Incorporation of the Company be and are hereby amended as follows:

(a) Article 30.8 be deleted in its entirety and replaced with the following:-
30.8 Dividends and Distributions paid by way of electronic transfer

a. *Any Dividend or Distribution may be paid in a method to be determined by the Company in its absolute discretion including, but not limited to, payment by way of electronic transfer.*

b. *Where the Company has determined to pay a Dividend or Distribution by electronic transfer, and a Member has not previously done so, the Member must provide to the Company, or to the Company's authorised representative on the direction of the Company, its bank account details in a manner and form satisfactory to the Company. Where the Member has failed to provide bank account details to the Company in accordance with this Article, the Company may withhold the payment of the Dividend or Distribution to the Member, including in accordance with applicable law. In such circumstances, the Company is deemed to have discharged its obligations to that Member in respect of payment of the Dividend or Distribution until the Member has provided its bank account details in accordance with this Article 30.8.*

c. *If the Member fails to provide its bank account details in accordance with this Article 30.8 in respect of a Dividend or Distribution within six years of the Company's declaration of the Dividend or Distribution, the Member releases the Company from any obligation to pay the Dividend or Distribution, including where the Member has provided its bank account details after this period.*

Directors' recommendation
The proposed amendment supports the Company's transition to dividend payments in line with Australia's move away from cheques and Computershare's planned cessation of dividend payments by cheque from October 2027.

The amendment removes references to payment of dividends by cheque and warrants, enables the Company to determine an appropriate payment method and establishes a clear process where a shareholder has not provided the banking details required to enable payment. It is intended to support an orderly transition to contemporary payment methods while preserving the Company's obligations under the Companies (Guernsey) Law, the ASX Listing Rules and applicable law. The six-year period for unclaimed Dividends and Distributions is consistent with the existing treatment of unclaimed Dividends and Distributions under Article 30.10. The amendment is administrative and operational in nature and does not alter a Member's underlying entitlement to a Dividend or Distribution validly declared, subject to the terms of the Articles and applicable law.

Accordingly, the directors consider the amendment to be in the best interests of the Company and its shareholders and unanimously recommend that you vote in favour of Resolution 6. The chairperson intends to vote undirected proxies in favour of this resolution.

Notice of Annual General Meeting (continued)

REGISTRATION TO PARTICIPATE IN THE MEETING

1. Members participating electronically should register through the online registration portal: https://78449.themediaframe.com/links/zimplats261027.html, by no later than Friday, 23 October 2026. Kindly note that when registering, you shall be required to provide shareholder or proxy information as prompted to enable verification.

2. Contact Computershare Investor Services Pty Ltd, GPO Box 242 Melbourne, Victoria 3001, Australia, fax (within Australia) 1 800 783 447 or (outside Australia) +61 3 9473 2555; or Suntera (Guernsey) Limited (Company Secretaries), Ground Floor, Plaza House, Admiral Park, St Peter Port, Guernsey GY1 2HU, tel: +44 1481 700300, email: CorporateservicesGsy@suntera.com; or Custodians – subscribers of Intermediary Online, by no later than Friday, 23 October 2026, in order for the transfer secretaries and/or the Company Secretaries to verify the shareholder/proxy credentials submitted by shareholders.

APPOINTMENT OF PROXIES AND VOTING BY PROXY

3. To appoint a representative or the chairman of the meeting as your proxy via the online portal, go to the Investor Vote portal www.investorvote.com.au where you will be able to view the notice of the annual general meeting and other relevant meeting documentation and direct your proxy on how to vote at the meeting. Proxy appointments submitted through the link above must be received by no later than 11:00 am South African Standard Time (GMT +2) on Friday, 23 October 2026.
4. Proxy forms can also be submitted physically to Suntera (Guernsey) Limited (Company Secretaries), Ground Floor, Plaza House, Admiral Park, St Peter Port, Guernsey GY1 2HU. Any physically submitted proxy forms must be received no later than 11:00 am South African Standard Time (GM +2) on Friday, 23 October 2026 or, in the event of any adjournment of the meeting, not later than 48 hours (excluding non-business days) before the time appointed for the adjourned meeting.
5. Custodians and/or subscribers of Intermediary Online may lodge their votes electronically at www.intermediaryonline.com no later than 48 hours (excluding non-business days) before the meeting (being 11:00 am South African Standard Time (GMT +2)) on Friday, 23 October 2026.
6. Corporate and institutional shareholders (companies, trusts, societies etc.) are requested to email/fax a scanned copy (in PDF/JPG format) of the relevant "Appointment of Corporate Representative" to Computershare or the Company Secretaries, whose details appear in note 2 under the "Registration to Participate in the Meeting" section above, by no later than Friday, 23 October 2026. You may obtain a form from Computershare or online at www.investorcentre.com.au by selecting "Printable Forms".

VOTING

1. Members participating in the meeting virtually must submit their votes for or against the resolutions in the notice, no later than 48 hours (excluding non-business days) before the meeting (being 11:00 am South African Standard Time (GMT +2)) on Friday 23 October 2026 on www.investorvote.com.au. Members intending to attend the meeting physically are also encouraged to lodge their votes electronically at www.investorvote.com.au no later than 11:00 am South African Standard Time (GMT +2) on Friday 23 October 2026.
2. Voting will not be available through the online platform on the day of the meeting. Members participating electronically will be able to follow the proceedings in real time and submit questions before and during the meeting. The Company will broadcast a live webcast of the meeting proceedings at https://78449.themediaframe.com/links/zimplats261027.html. Members and/or their proxies may submit questions before and/or during the meeting on the aforementioned online platform.
3. Members may visit the Company's corporate website www.zimplats.com to view the financial statements, Integrated Annual Report 2026, and access information pertaining to the Company.

QUESTIONS AND REQUESTS FOR ASSISTANCE

1. Questions and requests for assistance can be directed to the following call numbers, open Monday to Friday, 8:30 am to 7:00 pm(excluding public holidays) – AEST until 3 October 2026 and AEDT from 4 October 2026: -
   (a) Within Australia: 1 300 850 505;
   (b) Outside Australia: +61 3 9415 4000.

GENERAL INFORMATION

1. In the case of joint holders of any shares and where more than one joint holder seeks to vote, the vote of the joint holder whose name stands first in the register of members in respect of the joint holding shall be accepted to the exclusion of the votes of the other joint holders (but for the avoidance of doubt, any joint holder shall be permitted to vote (whether in person or by proxy) in respect of the relevant joint holding).
2. The results of voting will be declared within 48 hours from the conclusion of the meeting, and the resolutions will be deemed to be passed on the date of the meeting, subject to the receipt of the requisite number of votes. The declared meeting results will be available forthwith on the Company's corporate website www.zimplats.com under the section "Investor Relations" and on the ASX website.