

## Abridged prospectus and pre-listing statement

Thungela Resources Limited

(formerly K2021303811 (South Africa) Proprietary Limited and Thungela Resources Proprietary Limited)

(incorporated in the Republic of South Africa)

(Registration number: 2021/303811/06)

JSE Share Code: TGA ISIN: ZAE000296554

LSE Share Code: TGA

(the "Company")

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN OR INTO ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION OR REQUIRE THE COMPANY TO TAKE ANY FURTHER ACTION.

### ABRIDGED PROSPECTUS AND PRE-LISTING STATEMENT

This abridged prospectus and pre-listing statement (the "Abridged Pre-listing Statement") has been prepared in connection with the admissions of all of the issued and to be issued ordinary shares of the Company (the "Shares"), by introduction and as a primary listing to the "Energy- Oil, Gas and Coal- Coal" sector of the main board of the exchange operated by the JSE Limited (the "JSE") and to the standard listing segment of the UK Official List and to trading on the main market for listed securities on the London Stock Exchange (the "LSE") (the "Admissions"), with effect from the commencement of unconditional dealings in Shares on Monday, 7 June 2021 on both the JSE and the LSE, subject to the proposed Demerger (as defined below) of the Company from Anglo American plc ("Anglo American") becoming operative and the Company obtaining the requisite spread of shareholders required by the listings requirements of the JSE (the "JSE Listings Requirements").

The information in this Abridged Pre-listing Statement has been extracted, in summarised form, from the full

prospectus and pre-listing statement published by the Company on Friday, 8 April 2021 (the "Prospectus and Pre-listing Statement"). The Prospectus and Pre-listing Statement has been made available on the Company's website at [www.thungela.com](http://www.thungela.com). This Abridged Pre-listing Statement is not complete and does not contain all of the information that investors should consider in relation to the Admissions and the Demerger (as defined below). This Abridged Pre-listing Statement is issued in compliance with the JSE Listings Requirements for the purpose of providing information to selected persons in South Africa and other jurisdictions with regard to the Company.

Capitalised words and expressions used in this Abridged Pre-listing Statement shall, unless expressly defined herein or indicated otherwise by the context, bear the meanings given to them in the Prospectus and Pre-listing Statement.

## 1. Background and introduction

On 7 May 2020, Anglo American announced that it was working towards an exit from its South African thermal coal operations (the "SA Thermal Coal Operations"), with a preference for a standalone listing and demerger. Anglo American will be separating its SA Thermal Coal Operations by way of a transfer thereof to the Company and the demerger of the Company from the Anglo American Group (the "Demerger"). The Company is incorporated in South Africa and all of the issued, and to be issued, Shares of the Company are expected to be admitted to the main board of the JSE as a primary listing and admitted to the standard listing segment of the UK Official List and to trading on the main market for listed securities on the LSE.

## 2. Overview of the Demerger

The Demerger of the Company from the Anglo American Group will be implemented by way

of a scheme of arrangement (including an in specie reduction of capital), which is a process requiring approval by the UK High Court under the UK Companies Act (the "Scheme"). Under the Scheme and pursuant to the reduction of capital, Anglo American's share premium account will be reduced by US\$1,800 million and part thereof will be returned to Anglo American Shareholders through the transfer by Anglo American of all of the issued Shares of the Company to Anglo American Shareholders in the ratio of one Share for every ten Anglo American Shares held at the Demerger Record Time. For Shareholders who hold Anglo American Shares on the UK Register, the Company will enter into depositary arrangements to enable such Shareholders to hold, and settle transfers of, the Shares through CREST in the form of the Company Depositary Interests (the "Company DIs"). Each Company DI will represent an entitlement to one underlying Share. The overall effect of the Demerger is therefore to transfer ownership in the Company from Anglo American to Anglo American Shareholders on a pro-rata basis.

The Demerger will only be implemented if the following conditions have been satisfied:

- the Scheme having been approved by a majority in number of those Anglo American Shareholders who are present and vote, either in person or by proxy, at the Court Meeting and that represent 75% or more in value of the Anglo American Shares voted by such Anglo American Shareholders;
- the resolution for the reduction of the share premium account of Anglo American having been approved by 75% or more of the votes cast at the Anglo American General Meeting;
- the Scheme having been sanctioned by the UK High Court and the reduction of capital required to effect the Demerger having been confirmed by the UK High Court;

- (i) SARB having approved the Admissions; (ii) the JSE having acknowledged to the Company or its agent (and such acknowledgement not having been withdrawn) that the Admission of the Shares to the main board of the JSE has been approved and the listing will be granted and become effective; (iii) the JSE having acknowledged to the Company or its agent (and such acknowledgement not having been withdrawn) that the Shares will be admitted to trading; (iv) the FCA having acknowledged to the Company or its agent (and such acknowledgement not having been withdrawn) that the application for the Admission of the Shares to listing on the standard segment of the UK Official List has been approved and (after satisfaction of any conditions to which such approval is expressed to be subject) will become effective as soon as a dealing notice has been issued by the FCA and any FCA listing conditions have been satisfied; and (v) the LSE having acknowledged to the Company or its agent (and such acknowledgement not having been withdrawn) that the Shares will be admitted to trading on the LSE's main market for listed securities;
- the transactions (as summarised in "Annexe 15—Material Contracts" of the Prospectus and Pre-listing Statement) having been entered into and none of them having been terminated in accordance with their respective terms; and
- a copy of the Scheme Court Order having been delivered to UK Companies House.

As set out in paragraph 0 "Salient times and dates" below, all conditions to the Scheme are expected to be completed by Friday, 4 June 2021, prior to the Admissions.

### 3. Formation of the Company and the Group

The Company was incorporated in South Africa as a wholly-owned subsidiary of Anglo South Africa Proprietary Limited ("ASA") for purposes of holding the SA Thermal Coal Operations of Anglo American

after the Demerger and the Admissions. Following the Demerger, the Company will beneficially own the interests previously owned by Anglo American in, among others, the following mining operations:  
Goedehoop, Greenside, Isibonelo, Khwezela, Anglo American Inyosi Coal Propriety Limited ("AAIC") (operating the Zibulo colliery), Mafube Coal Mining Proprietary Limited ("Mafube Coal Mining") (operating the Mafube colliery) and Butsanani Energy Investments Propriety Limited ("Butsanani Energy") (operating the Rietvlei colliery).

### 3.1 Internal Restructuring

In order to transfer the assets comprising the SA Thermal Coal Operations from Anglo American to the Company, an internal restructuring process has and will be (prior to the Admissions Date) undertaken by Anglo American to separate the SA Thermal Coal Operations and non-thermal coal operations within the Anglo American Group, which included consolidating all of the SA Thermal Coal Operations into a single group of companies (the "Internal Restructure"). As part of the Internal Restructure, certain intercompany balance arrangements between the Anglo American Group and the Group have been eliminated. Pursuant to the Subscription Agreement, the Company will have a minimum cash position of R2,500 million on the Admissions Date to provide it with the necessary financial headroom and capacity to enable it to execute on its investment thesis.

The Internal Restructure also involves:

- the transfer of certain categories of assets and liabilities that were not exclusively or predominantly related to Anglo Operations Proprietary Limited 's, to be renamed Thungela Operations Proprietary Limited ("TOPL") coal business by TOPL to Anglo Corporate Services South Africa Proprietary Limited ("ACSSA") pursuant to the Intragroup Sale Agreement;
- the transfer of the entire issued share capital of South Africa Coal Operations Proprietary Limited ("SACO") to the Company pursuant to the SACO Share Purchase Agreement; and

- the subscription by ASA for additional Shares in exchange for: (i) settlement of the purchase consideration outstanding under the SACO Share Purchase Agreement; (ii) settlement of the Thermal Coal Loan; and (iii) the balance by way of a cash payment pursuant to the Subscription Agreement.

The SA Thermal Coal Operations were mainly held by SACO, TOPL and Anglo South Africa Capital Proprietary Limited. Following the Internal Restructure, all of the SA Thermal Coal Operations are held by SACO as depicted in the organogram labelled 'Diagram 2' below.

Diagram 1: Pre-Demerger organisational structure of the SA Thermal Coal Operations as at the date of this Abridged Pre-listing Statement (refer to press announcement)

### 3.2 Preparatory steps for the Demerger

Immediately prior to the Demerger, the Shares will be held by Anglo American. This will be achieved through a number of steps. First the shareholder of SACO, ASA, will transfer the shares

in SACO to the Company on loan account and the Company will issue Shares to ASA for an amount equal to that loan account, thus extinguishing it. The Shares will thereafter be transferred

through the chain of companies: first to AASA, then to AA International and then to Anglo American. It is expected that the transfer of the Shares to Anglo American will occur following

satisfaction of all the Scheme conditions (as set out above), currently expected to be on Friday, 4 June 2021, after which Anglo American will, in accordance with the Scheme, transfer

the entire issued share capital of the Company to Anglo American Shareholders in the ratio of

one Share for every ten Anglo American Shares held as at the Demerger Record Time.

Following

this transfer of the Shares, Anglo American Shareholders will own all of the issued Shares of the

Company.

In addition to the above, prior to the implementation of the Demerger, the Group (through SACO)

will implement a transaction whereby the SACO Employee Partnership Trust ("EPP") and the Nkulo Community Partnership Trust ("CPP") will each acquire 5% of the issued SACO Shares. The Company will therefore hold 90% of SACO immediately prior to the Demerger. For further

details regarding the EPP and the CPP, see "Part VIII—Business Overview—Employee Partnership Plan and Community Partnership Plan" of the Prospectus and Pre-listing Statement.

The CPP and EPP are controlled by the Group and therefore consolidated into the Group financial statements, with no non-controlling interest reflected. The EPP dividend entitlement and the CPP Entitlement are paid from the Group to the beneficiaries of the trust in line with the relevant trust deeds

Diagram 2: Post-Demerger organisational structure of the Group (refer to press announcement)

#### 4. Admissions

The Company is incorporated in South Africa and application has been made for the Shares to have a primary listing on the main board of the JSE and to be admitted to the standard listing segment of the UK Official List and admitted to trading on the main market for listed securities on the LSE.

Index inclusion as a result of the Admissions will be determined by the index providers' specific rules. It is expected that the indices in which the Company will be included will be announced shortly before the date of the Admissions and that these will likely include JSE All Share, JSE SWIX All indices, FTSE/JSE SA Mid Cap Index, FTSE/JSE SA Resources Index and FTSE/ JSE Oil, Gas and Coal Index but there can be no certainty as to the index inclusion of the Company.

#### 5. Summary financial information and operating data

This section should be read in conjunction with Annexes 2A 3C and 8 of the Prospectus and Pre-listing Statement.

The Group is one of the largest pure-play producers and exporters of thermal coal in South Africa based

on aggregate thermal coal reserves and marketable thermal coal production. The Group owns interests in, and produces its thermal coal predominantly from seven mining operations, namely Goedehoop, Greenside, Isibonelo, Khwezela, AAIC (operating the Zibulo colliery), Mafube Coal Mining (operating the Mafube colliery) and Butsanani Energy (operating the Rietvlei colliery), which consist of both underground and open cast mines located in the Mpumalanga province of South Africa. The Group's operations are amongst the highest quality thermal coal mines in South Africa by calorific value. The Group also holds a 50% interest in Phola, which owns and operates the Phola Coal Processing Plant and holds a 23.22% interest in Richard's Bay Coal Terminal Propriety Limited ("RBCT"), which owns and operates the Richards Bay Coal Terminal. The Richards Bay Coal Terminal is one of the world's leading coal export terminals, with an advanced 24-hour operation and a design capacity of 91 Mtpa.

The Group is committed to carrying out its operations with a view to a sustainable future and as a leader amongst South African thermal coal miners in accordance with its environmental, social and governance ("ESG") programmes. Accordingly, the Group has an ESG framework which prioritises those ESG areas most salient to its communities and stakeholders and sets out how these matters are integrated into the Group's operations. The Group's ESG framework is currently in place and will be implemented by the Group on an ongoing basis.

The Group operates a site-driven structure, supported by centralised corporate functions to improve efficiency across its operations. As at 31 December 2020, the Group had 7,525 employees and independent contractors but excluding third -party service providers.

The SA Thermal Coal Operations are significantly influenced by commodity pricing, particularly in



respect of export sales of thermal coal (representing 79.4% of total revenue in FY20). Operating in a volatile and uncertain price environment, necessitated difficult decisions being taken historically and management are proactively poised to continue making such critical decisions to curb cost outflow.

Despite uncertain and volatile pricing in the seaborne thermal coal export market, given the Group's business model, it is imperative for the Group to hold a diverse portfolio of mines and establish cost structures to maximise output, with consideration to fully utilising contractual rail commitments.

Historical restructuring measures were implemented to ensure the Group operates in a financially viable way into the future, including closing the Goedehoop South operation in the second half of 2019 and placing the Khwezela Bokgoni pit into care and maintenance in early 2021.

Restructuring decisions include consideration of the impact of bringing forward environmental liability cash outflows and have triggered the restructure of on mine and of f mine overheads.

In addition to domestic production originating from Isibonelo and Butsanani Energy, domestic production also originates from the mineral residue deposits at Goedehoop and Khwezela. Production of mineral residue deposits is predominantly low cost and low margin production and therefore does not influence strategic decisions of the Group. The benefit of mineral residue deposit production is that there are lower environmental liabilities at mine closure. The higher value industrial domestic production from the Umlalazi operation at Khwezela ceases in the next few months due to the depletion of reserves. Secondary production from the Zibulo and Greenside collieries can sell to either the export or domestic markets. As the operations at these collieries is directed by the primary production to the export market,

these factors do not impact strategic decisions.

The highest value and lowest cost operations of the SA Thermal Coal Operations are Greenside, Mafube and Zibulo.

In FY20, the mines operated by the Group produced, in the aggregate, 16,463 kt of thermal coal to export markets and 14,015 kt to the domestic market in South Africa, generating aggregated sales volume (including coal acquired from third parties) of 18,153 kt for exports and 13,362 kt domestically (representing 20.6% of total revenue).

The current domestic market trading activity, which acquires coal from third parties, will unwind as existing contracts come to an end. These ongoing activities will, however, not impact the financial or commercial results of the SA Thermal Coal Operations post Demerger due to the arrangements between AAML and the Group as described in "Part VIII—Business Overview—Sales and Offtake Arrangements—Export Sales" of the Prospectus and Pre-listing Statement.

The SA Thermal Coal Operations' domestic sales volume accounted for 42.4 % of total sales volume in FY20. Domestic thermal coal is of lower value coal compared to export thermal coal. As at 31 December 2020, the Group had proved and probable ROM thermal coal reserves of 236.8 Mt. The following table sets out the SA Thermal Coal Operations' key operating and financial performance indicators for FY20, FY19 and FY18. The following figures have been sourced from the Combined Carve-out Historical Financial Information of the SA Thermal Coal Operations and the monthly operating performance reports:

Year ended 31 December

2020 2019 2018

(R million, unless otherwise indicated)

Run of mine (ROM) (kt) .....	32,174	33,388	39,982
Saleable production export(1) (kt) .....	16,463	17,795	18,359
Saleable production domestic (kt) .....	14,015	11,241	13,692
Export sales volume(1) (kt) .....	18,153	19,785	19,223
Domestic sales volume (kt) .....	13,362	10,858	13,111
Average export sales price (Rand/tonne) .....	798	788	1,060
Average domestic sales price (Rand/tonne).....	282	276	318
FOB cost/export tonne(2) (Rand/tonne) .....	833	763	807
Adjusted EBITDA(3)(R million) .....	(1,024)	702	8,116
Adjusted EBITDA margin(4) (%) .....	(5.6)	3.8	33.1
Adjusted operating free cash flow(5) (R million) .....	(1,741)	(1,688)	4,131
Sustaining capex(6) (R million).....	1,758	1,783	1,945
Environmental liability coverage(7) (%) .....	(45)	(54)	(54)

Notes:

(1) Over the historical period export sales volume has exceeded export saleable production as it has been supplemented by third party purchases of coal.

(2) FOB cost per export tonne represents direct cash cost incurred in producing one unit of export saleable product. This includes carbon monoxide costs, direct support costs, by-product credits and logistics costs (also known as FOB costs) and excludes, amongst other things, royalties, marketing, market development and corporate overhead. See "Part XII—Presentation of Financial and Other Information—Non-IFRS Financial Measures and APMs" of the Prospectus and Pre-listing Statement.

(3) Adjusted EBITDA is defined as profit/(loss) before net financial income/(costs), tax, impairment losses, restructuring costs and termination benefits and depreciation and amortisation. See "Part XIV—Selected Financial Information" for a reconciliation of profit/(loss) for the Financial Year to Adjusted EBITDA and see "Part XIII—Presentation of Financial and Other Information—Non-IFRS Financial Measures and APMs" of the Prospectus and Pre-listing Statement.

(4) Adjusted EBITDA margin is derived from Adjusted EBITDA as a percentage of revenue during the reporting period. See "Part XIV—Selected Financial Information" for a reconciliation of profit/(loss) for the Financial Year to Adjusted EBITDA and see "Part XIII—Presentation of Financial and Other Information—Non-IFRS Financial Measures and APMs" of the Prospectus and Pre-listing Statement.

(5) Adjusted operating free cash flow is calculated by taking net cash flows from operating activities less sustaining capital expenditure. See "Part XIV—Selected Financial Information" for a reconciliation of net cash flows from operating activities for the

Financial Year to adjusted operating free cash flow and see "Part XIII—Presentation of Financial and Other Information—Non-IFRS Financial Measures and APMs" of the Prospectus and Pre-listing Statement.

(6) Sustaining capex is defined as stay-in-business and stripping and development capital expenditure. See "Part XIII—Presentation of Financial and Other Information—Non-IFRS Financial Measures and APMs" of the Prospectus and Pre-listing Statement.

(7) Environmental liability coverage assesses the percentage cash and cash equivalent investments held to fund future rehabilitation, decommissioning and water treatment expenditure. See "Part XV—Operating and Fundamental Review—APMs" of the Prospectus and Pre-listing Statement.

## 6. Directors

The details of the Directors are set out below:

Business address	Occupation/ Name, age and nationality function
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Sango Siviwe Ntsaluba (59) 25 Bath Avenue, (South African) Rosebank, Johannesburg	Chairperson
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July Ndlovu (55) (Zimbabwean) 25 Bath Avenue, Rosebank, Johannesburg	CEO
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Gideon Frederick (Deon) Smith 25 Bath Avenue, (43) (South African) Rosebank, Johannesburg	CFO
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Benjamin Monaheng (Ben) 25 Bath Avenue, Kodisang (50) (South African) Rosebank, Johannesburg	Independent Non-executive Director
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Kholeka Winifred Mzondeki 25 Bath Avenue, (54) (South African) Rosebank, Johannesburg	Independent Non-executive Director
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Thero Micarios Lesego 25 Bath Avenue, Setiloane (62) (South African) Rosebank, Johannesburg	Independent Non-executive Director
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Seamus Gerard French (58) 25 Bath Avenue, (Irish)* Rosebank, Johannesburg	Non-executive Director
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\*Seamus French's appointment is conditional upon the implementation of the Demerger and will therefore, if the Demerger becomes unconditional, only become effective at the Demerger Effective Time.

## 7. Salient dates and times

The following indicative timetable sets out expected dates and times for the implementation of the Admissions. All references to times are to South African standard time unless otherwise stated.

### Event Time and/or date(1)

Publication of the Prospectus and Pre-listing Statement Thursday, 8 April 2021

Abridged Pre-listing Statement published on SENS Thursday, 8 April 2021

Abridged Pre-listing Statement published in the South African Press Friday, 9 April 2021

Last day for transfers of Anglo American Shares between the LSE and the JSE (2) Wednesday, 2 June 2021

Last day to trade in Anglo American Shares on the JSE in order to participate in the Demerger(3) Friday, 4 June 2021

Demerger Record Time 19:30 on Friday, 4 June 2021

Demerger Effective Time 21:00 Friday, 4 June 2021

Admission of the Shares to the JSE and commencement of unconditional dealings in Shares on the JSE 09:00 on Monday, 7 June 2021

Admission of the Shares to the LSE and commencement of unconditional dealings in Shares on the LSE 08:00 (London time) on Monday, 7 June 2021

Crediting of Company DIs to CREST accounts As soon as possible after 08:00 (London time) on Monday, 7 June 2021

Anglo American Shares trade "ex" entitlement to receive Shares Monday, 7 June 2021

Announcement to be released on SENS on the fractional cash proceeds in respect of fractional entitlements by 11:00 on Tuesday, 8 June 2021

Record date for JSE settlement purposes Wednesday, 9 June 2021

Dematerialised/Uncertificated Shareholders' CSDP and/or Thursday, 10 June 2021

Broker accounts expected to be updated and credited with Shares

Transfers of Anglo American Shares between the LSE and the JSE re-opens Thursday, 10 June 2021

Despatch of share certificates for Shares (where applicable) By Friday, 11 June 2021

Notes:

1. The expected dates and times listed above and mentioned throughout this Abridged Pre-listing Statement that fall after the date of publication of this Abridged Pre-listing Statement are indicative only and may be subject to change without further notice. Any material changes will be announced on SENS, RNS and published in the South African press.

2. This is the last day on which transfer instructions must have been received by Anglo American's registrars to process transfers between the Anglo American Registers in order to participate in the Demerger. Any instructions received after this date will not be processed until transfers between the Anglo American Registers re-open on Thursday, 10 June 2021.

3. Anglo American Shareholders who hold their Anglo American Shares on the Anglo American SA Register should anticipate their holdings of Anglo American Shares at the Demerger Record Time by taking into account all unsettled trades concluded on or before the last day to trade which are due to be settled on or before the record date for JSE settlement purposes

8. Copies of the Prospectus and Pre-listing Statement and other documents relating to the Admissions

The Prospectus and Pre-listing Statement and is only available in English and copies thereof may be obtained from the Company's registered office and the JSE Sponsor's offices during Business Hours, on any weekday (Saturdays, Sundays and public holidays excepted) from the date of issue of the Prospectus and Pre-listing Statement until the date of the Admissions.

The Prospectus and Pre-listing Statement, will also be made available on the Company's website at [www.thungela.com](http://www.thungela.com) and Anglo American's website at [www.angloamerican.com/products/thermal-coal/demerger](http://www.angloamerican.com/products/thermal-coal/demerger) on Thursday, 8 April 2021.

Rosebank

Tuesday, 1 June 2021

JSE Sponsor and Financial Adviser  
Rand Merchant Bank (a division of FirstRand Bank Limited)

Financial Adviser  
Morgan Stanley & Co International plc

Transaction Advisers  
KPMG Services Proprietary Limited  
KPMG LLP

Auditor and independent reporting accountant for purposes of the JSE Listings Requirements  
PricewaterhouseCoopers Inc.

Independent reporting accountant for purposes of the UK Prospectus Regulation Rules  
PricewaterhouseCoopers LLP

JSE Transfer secretaries  
Computershare Investor Services Proprietary Limited

Jersey Registrar  
Computershare Investor Services (Jersey) Limited

Legal adviser to the Company as to South African law  
Webber Wentzel

Legal adviser to the Company as to English and US law  
Linklaters LLP

Independent Competent Person  
SRK Consulting (South Africa) Proprietary Limited

Independent Competent Person  
Ukwazi Mining Studies Proprietary Limited

## DISCLAIMER

In making an investment decision, each shareholder must rely on their own examination, analysis and enquiry of the Company, the Group, the Demerger, the Shares and the terms and conditions of the Admissions,

including the merits and risks involved. Shareholders should only rely on the information in this Abridged Pre-Listing Statement in relation to holding the Shares. Nothing contained in this Abridged Pre-Listing Statement is, or shall be relied upon as, a promise or representation by any of the Financial Advisers as to the past, present or future.

Neither Anglo American nor the Company accepts any responsibility for the accuracy or completeness of any information reported by the press or other media, nor the fairness or appropriateness of any forecasts, views or opinions expressed by the press or other media regarding the Admissions or the Group. Neither Anglo American nor the Company make any representation as to the appropriateness, accuracy, completeness or reliability of any such information or publication. Shareholders should not treat the contents of this Abridged Pre-Listing Statement as advice relating to legal, taxation, investment or any other matters and should consult their own professional advisers concerning the consequences of them receiving, acquiring, holding or disposing of Shares. Shareholders should inform themselves as to, among other matters:

- the legal requirements within their own countries for the receipt, acquisition, purchase, holding, transfer or disposal of the Shares;

- any foreign exchange restrictions applicable to the receipt, acquisition, purchase, holding, transfer or disposal of Shares which they might encounter; and

- the income and other tax consequences which may apply to them, in South Africa, the UK and their jurisdiction of residence, as a result of the receipt, acquisition, purchase, holding, transfer or disposal of the Shares. Shareholders must rely upon their own representatives, including their own legal advisers and accountants, and not those of the Company, as to legal, tax, investment or any other related matters



concerning the Company and an investment therein.

The information contained in this Abridged Pre-Listing Statement constitutes factual information as contemplated in section 1(3)(a) of the Financial Advisory and Intermediary Services Act No. 37 of 2002 and should not be construed as an express or implied recommendation, guidance or proposal that any particular transaction in respect of the Shares is appropriate to the particular investment objectives, financial situations or needs of a shareholder.

The release, publication or distribution of this Abridged Pre-Listing Statement in jurisdictions other than South Africa and the UK may be restricted by law and, therefore, any persons who are subject to the laws of any jurisdiction other than South Africa or the UK should inform themselves about, and observe, any applicable requirements. Failure to comply with any such restrictions may constitute a violation of the securities laws or regulations of such jurisdiction. To the fullest extent permitted by applicable law, Anglo American and the Company disclaim any responsibility or liability for the violation of such restrictions or requirements by any person. This Abridged Pre-Listing Statement and any accompanying documents have been prepared to comply with South African and UK law and the information disclosed may not be the same as that which would have been disclosed if this Abridged Pre-Listing Statement had been prepared in accordance with the laws and regulations of any jurisdiction outside South Africa and the UK.

This Abridged Pre-Listing Statement does not constitute an offer to sell or issue, or the solicitation of any vote or approval or an offer to buy or subscribe for, any security, nor shall there be any sale, issuance, transfer or delivery of the securities referred to in this Abridged Pre-Listing Statement in any jurisdiction in contravention of applicable law, or where further action is required for such purpose. This Abridged Pre-Listing Statement

has been prepared to facilitate the Admissions of the Shares only.

The Shares to be issued as part of the Demerger are expected to be issued in reliance upon the exemption from the registration requirements of the US Securities Act provided by Section 3(a)(10) and, as a consequence, have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States.

This Abridged Pre-listing Statement and the information incorporated by reference include statements that are, or may be deemed to be, "forward-looking statements" within the meaning of the securities laws of certain jurisdictions. Without limitation, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms "targets", "aims", "anticipates", "believes", "estimates", "expects", "intends", "may", "plans", "projects", "should" or "will", or, in each case, their negative, other variations or comparable terminology of similar substance, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements include all statements in relation to matters that are not historical facts. Forward-looking statements include, but are not limited to, statements regarding: (i) Anglo American and/or the Company and their respective groups' intentions, beliefs or current expectations concerning, among other things, future capital expenditures, results of operations, prospects, growth, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, losses and future prospects, dividends, strategies and expectations of their respective businesses; (ii) the Demerger and/or Admissions and their respective successful implementation; and (iii) the effects of government regulation on the Company's business.

By their nature, forward-looking statements involve risks and uncertainties that could significantly affect

expected results and are based on certain key assumptions related to events and depend on circumstances that may or may not occur in the future. Forward -looking statements are not guarantees of future performance and the actual results of Anglo American and/or the Company and their respective groups' operations, financial condition or liquidity, and the development of the markets and the industry in which they operate or are likely to operate and their respective operations may differ materially from those described in, suggested by, or implied in any forward-looking statements contained in this Abridged Pre-listing Statement. In addition, even if the results of operations and the development of the markets and the industry in which Anglo American and/or the Company and their respective groups operate, are consistent with any forward-looking statements contained in this Abridged Pre-listing Statement, those results or developments may not be indicative of results or developments in subsequent periods. A number of factors could cause results and developments to differ materially from those expressed or implied by any forward -looking statements, including, without limitation, general economic and business conditions, industry trends, competition, changes in regulation, currency fluctuations or advancements in research and development and the other factors discussed elsewhere in this Abridged Pre-listing Statement.

Forward-looking statements may, and of ten do, differ materially from actual results. Any forward-looking statements in this Abridged Pre-listing Statement reflect the Company and the Group's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to Anglo American and/or the Company and their respective groups' operations , results of operations and growth strategy. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as at the Last Practicable Date.

None of Anglo American, the Company or any member of their respective groups undertakes or is subject to any obligation to update the forward -looking statements to reflect actual results or any change in events, conditions or assumptions or other factors unless otherwise required by the JSE Listings Requirements.

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