
**EXXARO RESOURCES LIMITED'S PROPOSED DISPOSAL OF EXXARO
FERROALLOYS PROPRIETARY LIMITED**

1. INTRODUCTION

Exxaro Resources Limited ("Exxaro" or the "Company") is calling for Registrations of Interest ("ROI") from parties interested in the acquisition of 100% of the Company's shareholding in Exxaro FerroAlloys Proprietary Limited ("FerroAlloys") ("Target Asset") (the "Proposed Transaction").

Additional information on the Target Asset can be found at:

<https://www.exxaro.com/operations/where-we-operate/?location=ferroalloys-ferrosilicon-plant>

2. OVERVIEW

As part of the broader Exxaro strategic review, the Company continuously seeks opportunities to unlock value to support its Sustainable Growth and Impact strategy. A key pillar of Exxaro's strategy is portfolio optimisation. Therefore, continuing to ensure the resilience of the business is critical for the future of Exxaro. In this regard, Exxaro constantly reviews its current portfolio of assets and has identified its FerroAlloys business as no longer fitting optimally within its Minerals business portfolio. Exxaro, however, believes that there is still significant value to be unlocked in the hands of a potential buyer and has therefore decided to commence a sales process to dispose of its entire shareholding in FerroAlloys.

3. PROCESS

Exxaro has appointed (i) Nedbank Limited (acting through its Corporate Finance business unit) and Moshe Capital Proprietary Limited to act as transaction co-advisors (together the "Transaction Advisors") and (ii) CMS RM Partners to act as legal advisors on the Proposed Transaction. The divestment by the Company of the Target Asset, in one single transaction, will be executed through a formal disposal process.

4. REQUEST FOR REGISTRATION OF INTEREST

Exxaro is pleased to extend an invitation to interested parties to register their interest in relation to the Proposed Transaction. Exxaro aims to enhance the economic participation of black-owned companies in the South African economy. In line with this intent, Exxaro has earmarked the FerroAlloys disposal process to target black ownership. Interested parties who would like to participate in the process must respond directly and only to the Transaction Advisors in the following manner:

Email: ProjectSweetThornNedbank@Nedbank.co.za; and/or
ProjectSweetThorn@MosheCapital.com

Subject heading: INTERESTED BIDDER PROJECT SWEET THORN

Closing date: 4 September 2023 at 17:00 (SAST)

Requirements: Interested parties are requested to include the following in their registration of interest email:

- 1) Company description of the interested party;
- 2) Shareholding structure of the organisation;
- 3) Acknowledgement that Exxaro will not be providing any vendor facilitation as part of the Proposed Transaction;
- 4) Confirm that your organisation is free of any actual or potential conflict of interest in relation to the Proposed Transaction;
- 5) Confirmation that your ROI is being made on behalf of your organisation on a principal basis and not on behalf of a third-party agent;
- 6) Details of the broad-based black economic empowerment (“B-BBEE”) credentials of your organisation and your current B-BBEE certification level (kindly note that one of Exxaro’s objectives for the Proposed Transaction is to target black ownership);
- 7) Confirmation that the interested party has access to the requisite funding required for a transaction of this nature; and
- 8) Please indicate the name(s) and contact details of the individual(s) within your organisation whom the Transaction Advisors should contact with respect to your ROI.

Only the Transaction Advisors may be contacted for further information and the specific format of the ROI.

Only ROI’s received via the Transaction Advisors channels listed above will be considered for further participation in the process. No physical enquiries will be entertained at any of Exxaro’s offices or by its employees or associates.

Following a review of submitted ROI’s, Exxaro will, at its sole discretion, invite selected interested parties to proceed to the next phase of the process, where additional information will be provided. Exxaro will not be required under any circumstance to provide reasons for selecting or not selecting any interested party to proceed to the next stage of the process.

Exxaro reserves the right without prior notice or reasons and without being held liable for any costs by the interested party to amend, modify, postpone, or terminate the process.



Transaction Advisor



MOSHE
CAPITAL
Inclusive Prosperity

Transaction Advisor

C/M/S/ RM Partners

Legal Advisor