

## Notice of annual general meeting

Notice is hereby given that the annual general meeting of shareholders of the Company will be held in the Auditorium, on the 18th Floor, 55 Marshall Street, Johannesburg, on Monday, 31 March 2008 at 14:00, for the following purposes:

### ORDINARY BUSINESS

1. To receive, consider and adopt the annual financial statements for the year ended 31 December 2007, together with the report of the auditors.
2. To re-elect directors retiring by rotation and who have been appointed during the year and are retiring in terms of the articles of association and who are eligible and offer themselves for re-election as directors of the Company.

Directors retiring by rotation:

Mr A E Redman

Mr D G Wanblad

Directors appointed during the year:

Ms C B Carroll

Mr R J King

Mr R Médori

Directors appointed since the year end:

Mr M V Moosa

Ms S E N Sebotsa

3. To appoint Deloitte & Touche as auditors of the Company and to appoint Graeme Berry as the designated auditor to hold office for the ensuing year.

### SPECIAL BUSINESS

In addition, shareholders will be requested to consider and, if deemed fit, to pass the following special and ordinary resolutions with or without amendment:

#### Special resolution

General authority to permit the Company and/or its subsidiaries to acquire shares in the Company.

“RESOLVED THAT the Company and/or any of its subsidiaries from time to time are hereby authorised, by way of a general authority, to:

- (a) acquire ordinary shares of 10 (ten) cents each (“ordinary”) issued by the Company in terms of

sections 85 and 89 of the Companies Act, 1973, as amended (“the Companies Act”), and in terms of the Listings Requirements of the JSE Limited (“the Listings Requirements”); and/or

- (b) conclude derivative transactions which may result in the purchase of ordinary shares in terms of the Listings Requirements; it being recorded that such Listings Requirements currently require, inter alia, that:

- (1) the Company may make a general repurchase of securities only if any such repurchase of ordinary shares shall be implemented on the main board of the JSE Limited (JSE) or any other stock exchange on which the Company's shares are listed and on which the Company or any of its subsidiaries may wish to implement any repurchases of ordinary shares with the approval of the JSE and any other such stock exchange, as necessary;

- (2) this general authority shall only be valid until the Company's next annual general meeting, provided that it shall not extend beyond 15 months from the date of passing of this special resolution;

- (3) the repurchase of ordinary shares may not be made at a price greater than 10% (ten per cent) above the weighted average of the market value of such ordinary shares for the 5 (five) business days immediately preceding the date on which the transactions are effected;

- (4) any derivative transactions which may result in the repurchase of ordinary shares must be priced as follows:

- (i) the strike price of any put option written by the Company may not be at a price greater than that stipulated in paragraph (3) above at the time of entering into the derivative agreement;

- (ii) the strike price of any call option may be greater than that stipulated in paragraph (3) above at the time of entering into the derivative agreement, but the Company may not exercise that call option if it is more than 10% “out of the money”;

- (iii) the strike price of any forward agreement may be greater than that stipulated in paragraph (3) above;

- (5) when the Company and/or any of its subsidiaries has cumulatively purchased 3% (three per cent) of the number of ordinary shares in issue on the date of passing of this special resolution (including the delta equivalent of any such ordinary shares underlying derivative transactions which may result in the repurchase by the Company of ordinary shares), and for each 3% thereof in aggregate, acquired thereafter; an announcement must be published as soon as possible and not later than 08:30 on the business day following the day on which the relevant threshold is reached or exceeded, and the announcement must comply with the Listings Requirements;
- (6) any general purchase by the Company and/or any of its subsidiaries of the Company's ordinary shares in issue shall not in aggregate, in any one financial year, exceed 20% (twenty per cent) of the Company's issued ordinary share capital."

The reason for the special resolution is to obtain a general approval in terms of the Companies Act and the Listings Requirements to grant the Company and/or any of its subsidiaries authority to acquire ordinary shares in the Company and/or conclude derivative transactions which may result in the repurchase by the Company of ordinary shares. The effect of the special resolution will be to allow the Company and/or any of its subsidiaries to acquire the Company's ordinary shares and/or conclude derivative transactions which may result in the repurchase by the Company of ordinary shares.

The intention of the Company's Board is to utilise the general authority if at some future date the cash resources of the Company are excess to its requirements. In this regard, the Board will take account of, inter alia, an appropriate capitalisation structure for the Company and the long-term cash needs of the Company.

The Company's Board has considered the impact which a repurchase of up to a maximum of 20% (twenty per cent) of the Company's issued ordinary share capital under a general authority would have on the Company and the Group and is of the opinion that:

- the Company and the Group will in the ordinary course of business be able to pay its debts;

- the assets of the Company and the Group will be in excess of the liabilities of the Company and the Group, calculated in accordance with the accounting policies used in the audited financial statements for the year ended 31 December 2007; and
- the ordinary capital, working 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 this notice of annual general meeting.

#### **Ordinary resolution No 1**

Placing the unissued ordinary shares under the control of directors.

"RESOLVED THAT, subject to the provisions of the Companies Act, 1973, as amended, and the Listings Requirements of the JSE Limited, the authorised but unissued ordinary shares of 10 cents each in the share capital of the Company (excluding for this purpose those ordinary shares over which the directors have been given specific authority to meet the requirements of the Anglo Platinum Share Option Scheme) be and are hereby placed at the disposal and under the control of the directors, who are hereby authorised to allot and issue such shares in their discretion to such persons on such terms and conditions and at such times as the directors may determine, which authority shall only be valid until the Company's next annual general meeting."

#### **Ordinary resolution No 2**

Approval of the non-executive directors' fees.

"RESOLVED THAT:

- the annual fees payable to non-executive directors of the Company be fixed at the rate of R135,000 per annum;
- the annual fee payable to the deputy chairman of the Board be increased from the rate of R215,000 per annum to R230,000 per annum;
- the annual fee payable to the chairman of the Board be increased from the rate of R750,000 per annum to the rate of R800,000 per annum; and

- the annual fees payable to non-executive directors for serving on the committees of the Board be as follows:
  - Audit Committee: member's fee to increase from R70,000 per annum to R75,000 per annum; chairman's fee to increase from R105,000 per annum to R110,000 per annum.
  - Corporate Governance Committee: member's fee to increase from R50,000 per annum to R55,000 per annum; chairman's fee to increase from R85,000 per annum to R90,000 per annum.
  - Nomination Committee: member's fee to increase from R50,000 per annum to R55,000 per annum; chairman's fee to increase from R85,000 per annum to R90,000 per annum.
  - Remuneration Committee: member's fee to increase from R55,000 per annum to R60,000 per annum; chairman's fee to increase from R95,000 per annum to R100,000 per annum.
  - Safety and Sustainable Development Committee: member's fee to increase from R50,000 per annum to R55,000 per annum; chairman's fee to increase from R85,000 per annum to R90,000 per annum.
  - Transformation Committee: member's fee to be set at R55,000 per annum; chairman's fee at R90,000 per annum.

### Ordinary resolution No 3

#### Signature of documents, etc.

"RESOLVED THAT any one director or alternate director of the Company be and is hereby authorised to sign all such documents and to do all such things as may be necessary for or incidental to the implementation of the abovementioned special and ordinary resolutions to be proposed at the annual general meeting."

#### PROXY AND VOTING PROCEDURE

Members of the Company who have not dematerialised their shares or who have dematerialised their shares with "own name" registration are entitled to attend and vote at the meeting and are entitled to appoint a proxy to attend, speak and vote in their stead. The person so appointed need not be a member of the Company.

If certificated members or dematerialised members with "own name" registration are unable to attend the annual general meeting but wish to be represented thereat, they must complete the attached proxy form.

In order to be effective, proxy forms shall be delivered or posted to Computershare Investor Services 2004 (Proprietary) Limited, 70 Marshall Street, Johannesburg, 2001, PO Box 61051, Marshalltown, 2107, or at the offices of Capita Registrars Limited, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, England, so as to reach these addresses not later than 14:00 on Friday, 28 March 2008.

Members who have dematerialised their shares, other than those members who have dematerialised their shares with "own name" registration, should contact their Central Securities Depository Participant (CSDP) or stockbroker:

- to furnish their CSDP or stockbroker with a voting instruction; and
- In the event that they wish to attend the meeting, to obtain the necessary authority to do so.

By order of the Board



#### Jenny Meyer

*Group Company Secretary*  
Anglo Platinum Limited

Johannesburg  
7 February 2008

Particulars of the age, qualifications, Group service, and/or business experience of the directors who are subject to retirement by rotation in terms of the articles of association and who are eligible and available for re-election to the Board of directors, appear on page 240 of this Business Report.