

Notice of annual general meeting

Date: 6 November 2003
Time: 12:00
Place: Ground Floor Auditorium
Glenhove Conference Centre
(Pharmaceutical Society of South Africa)
52 Glenhove Road, Melrose Estate
Johannesburg

Notice is hereby given that the annual general meeting of members of Northam Platinum Limited will be held in the Ground Floor Auditorium, Glenhove Conference Centre (Pharmaceutical Society of South Africa), 52 Glenhove Road, Melrose Estate, Johannesburg on Thursday, 6 November 2003 at 12:00 for the following purposes:

1. Annual financial statements

To receive and consider the annual financial statements for the year ended 30 June 2003.

2. Election of directors

To elect directors in place of Messrs R Havenstein, E Molobi, R H H van Kerckhoven and M J Willcox who retire in accordance with the provisions of the company's articles of association, and being eligible and available, have offered themselves for re-election.

Brief curricula vitae of these gentlemen appear on page 28 of the annual report of which this notice forms part.

3. Placement of unissued shares under the control of the directors

To place the authorised but unissued shares in the capital of the company, other than those unissued shares reserved for purposes of the Northam Share Option Scheme, under the control of the directors in terms of and subject to the provisions of the Companies Act, 1973, as amended, and the Listings Requirements of the JSE Securities Exchange South Africa.

4. Payments to shareholders

To consider, and if deemed fit, to pass the following resolution as an ordinary resolution:

"RESOLVED that in terms of the Listings Requirements of the JSE Securities Exchange South Africa and subject to the requirements of section 90 of the Companies Act, 1973, as amended, the directors be and are given a renewable general authority to make payments to shareholders subject to the following conditions:

1. That the directors be and are authorised and empowered to make payments to shareholders from time to time up to a maximum of 20% of the company's issued share capital, including reserves but excluding minority interests, and re-valuations of assets and intangible assets that are not supported by a valuation by an independent professional expert acceptable to the JSE Securities Exchange South Africa prepared within the last six months, in any one financial year; measured as at the beginning of such financial year; and
2. That this general authority to make payments to shareholders be valid until the company's next annual general meeting or for 15 months from the date of this resolution, whichever period is the shorter."

The purpose of this general authority is to enable the company's directors to return certain excess cash resources to shareholders on a pro rata basis.

Notice of annual general meeting

5. Acquisition of company's own shares

To consider a proposal that the company, or a subsidiary of the company, be authorised and empowered to purchase the company's own shares and accordingly, if deemed fit, to pass the following resolution as a special resolution:

Special resolution number 1

"RESOLVED, as a special resolution, that a mandate be and is given to the company (or one of its wholly owned subsidiaries) providing authorisation, by way of a general approval, to acquire the company's own shares, upon such terms and conditions and in such amounts as the directors may from time to time decide, but subject to the provisions of the Companies Act, 1973 (Act 61 of 1973), as amended, and the Listings Requirements of the JSE Securities Exchange South Africa ("JSE"), and subject further to the following terms and conditions:

1. Any repurchase of shares 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 counter-party;
2. At any one time, the company may only appoint one agent to effect any repurchase;
3. This general authority shall be valid until the company's next annual general meeting, provided that it shall not extend beyond 15 months from date of passing of this special resolution;
4. The repurchase of shares will not take place during a closed period and will not affect compliance with the shareholder spread requirements as laid down by the JSE;
5. An announcement shall be published as soon as the company has cumulatively repurchased 3% of the initial number (the number of that class of share in issue at the time that the general authority is granted) of the relevant class of securities and for each 3% in aggregate of the initial number of that class acquired thereafter, containing full details of such repurchases;
6. Acquisitions of shares by the company in aggregate in any one financial year may not exceed 20% of the company's issued share capital as at the date of passing of this special resolution or 10% of the company's issued share capital in the case of an acquisition of shares in the company by a subsidiary of the company; and
7. Repurchases may not be made at a price greater than 10% above the weighted average of the market value of the shares for the five business days immediately preceding the date on which the transaction was agreed."

The directors are of the opinion that, after considering the effect of the maximum repurchase permitted and for a period of 12 months after the date of the notice of this annual general meeting:

- the company will be able, in the ordinary course of business, to pay its debts as they become due;
- the assets of the company will be in excess of the liabilities of the company, the assets and liabilities being recognised and measured in accordance with the accounting policies used in the latest audited annual financial statements;
- the working capital resources of the company will be adequate for its ordinary business purposes; and
- the issued share capital and/or reserves of the company are adequate for the ordinary business purposes of the company.

The reason for special resolution number 1 is, and the effect thereof will be to grant, in terms of the provisions of the Companies Act, 1973 and the JSE Listings Requirements, and subject to the terms and conditions embodied in the said special resolution, a general authority to the directors to approve the acquisition by the company of its own shares, or by a subsidiary of the company of the company's shares, which authority shall be used by the directors at their discretion during the course of the period so authorised.

In terms of the Listings Requirements of the JSE Securities Exchange South Africa, certain disclosures are required with reference to the proposed granting of the general authorities in respect of the payments to shareholders and the acquisition of the company's own shares, as set out in the relevant resolutions under headings 4. and 5. above.

The following disclosures are contained elsewhere in this annual report of which this notice forms part ("this annual report"):

Directors and management – see page 28;
Major shareholders of the company – see page 38;
Directors' interests in the company's securities – see page 37;
Share capital – see page 31.

In addition, the following disclosures are required:

Litigation statement

The directors of the company, whose names appear on page 28 of this annual report, are not aware of any legal or arbitration proceedings, pending or threatened against the company, which may have or have had, in the 12 months preceding the date of this notice, a material effect on the company's financial position.

Directors' responsibility statement

The directors, whose names appear on page 28 of this annual report, collectively and individually, accept full responsibility for the accuracy of the information pertaining to the resolutions set out under the headings 4. and 5. above 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 the said resolutions contain all information required.

Material change

Other than the facts and developments reported on in this annual report, there have been no material changes in the affairs, financial or trading position of the company since the balance sheet date and the date of this notice. It should be noted that the company's products are priced in US Dollars and therefore the recent strengthening of the Rand against the US Dollar will adversely affect the company's revenues should the currency continue to trade at its current levels.

6. Amendment to articles of association

To consider a proposed amendment to the company's articles of association and accordingly, if deemed fit, to pass the following resolution as a special resolution:

Special resolution number 2

"RESOLVED, as a special resolution, that article 78 of the company's articles of association be and is hereby amended by:

- replacing the words 'Dividends only out of profits' in the heading to the article with the words 'No interest'; and
- deleting the words 'No dividend shall be payable except out of the profits of the company. The declaration of the directors as to the amount of the profits of the company shall be conclusive.' "

The amended article 78 will therefore now read as follows:

'78. No interest

No dividends shall carry interest as against the company'

The reason for special resolution number 2 is to delete provisions of the company's articles of association which are no longer required and the effect of the special resolution will be to delete those provisions from the articles of association.

A copy of the articles of association may be inspected at the company's registered office during normal working hours on any business day prior to the holding of the annual general meeting.

Notice of annual general meeting

All members who are entitled to attend, speak and vote at the meeting may appoint one or more proxies to attend, speak and vote in their stead. A proxy need not be a member of the company.

Should members, both certificated and dematerialised, be unable to attend the meeting and wish to be represented thereat, they should appoint one or more proxies to attend, speak and vote in their stead.

However, those shareholders who hold their certificated shares in the name of a nominee or shareholders who have already dematerialised their shares and have not selected own name registration and wish to attend the meeting, should timeously arrange with their nominee or their Central Securities Depository Participant (CSDP) or their broker to furnish them with the necessary authorisation to attend and vote at the meeting. Should these shareholders not wish to attend they may, pursuant to the terms of the agreement entered into with their nominee, CSDP or broker, instruct such nominee, CSDP or broker how they wish their votes to be cast in respect of any matter to be considered at the meeting.

Shareholders who are unsure of their status, or the action they should take, are advised to consult their CSDP, broker or financial adviser.

A proxy form is attached for use by members. To be effective, a proxy form must be executed in terms of the articles of association and in accordance with the relevant instructions set out on the form, and must be lodged with the transfer secretaries not less than 48 hours before the time set down for the meeting. If required, additional proxy forms may be obtained from the transfer secretaries.

By order of the board



S J van der Spuy
Company Secretary

Johannesburg

12 September 2003