



POWERING POSSIBILITY

2024 Governance Roadshow

30 September – 02 October 2024



Agenda



Welcome
5 mins



Presentation
20 mins



Q&A session
30 mins



Close
5 mins



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Board representatives on the 2024 Exxaro governance roadshow

BOARD MEMBERS



MVULENI GEOFFREY QHENA

CHAIRMAN OF THE BOARD



PHUMLA MNGANGA

**CHAIR OF THE REMUNERATION
COMMITTEE**



PEET SNYDERS

**CHAIR OF THE RISK AND
BUSINESS RESILIENCE
COMMITTEE**

SUPPORTED BY



MICHELLE NANA

**GROUP COMPANY
SECRETARY**



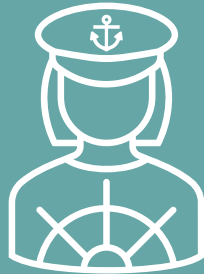
SONWABISE MZINYATHI

**ACTING: CHIEF INVESTOR
RELATIONS AND LIAISON
OFFICER**

Update from 2023 Governance Roadshow

MANAGEMENT

- Senior management gender representation



ISSUES WE HAVE RESPONDED TO

- Black lung class action suit
- Decarbonisation

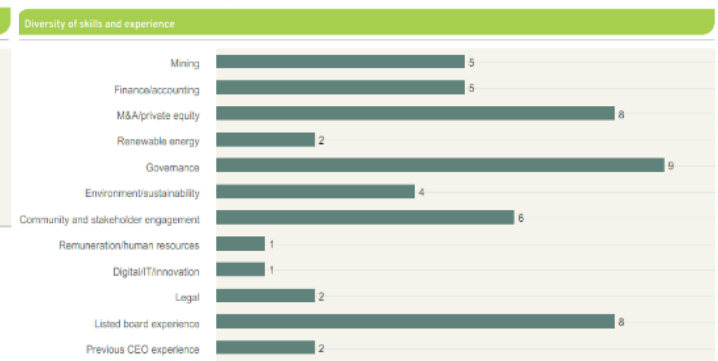
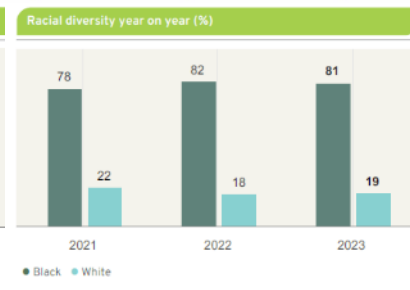
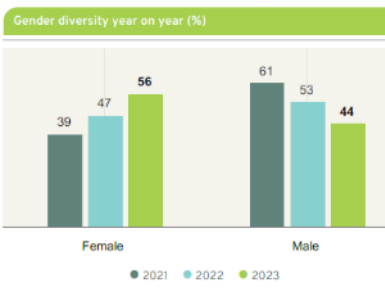
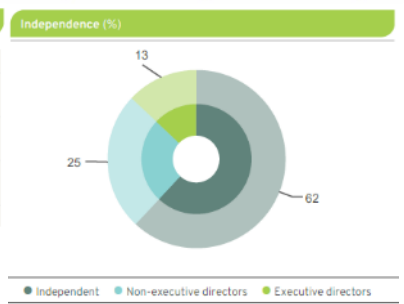
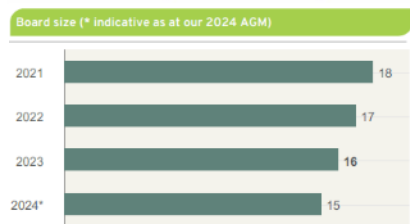
NATIONAL POLICY CHANGES

- Climate Change Act
- Amended Companies Act changes
- JSE listings requirements changes

Leadership skills, experience and diversity



1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
1. Mvuleni Geoffrey Qhena (58) Board chairperson and independent non-executive director Director since 19 April 2021 and board chairman from 27 May 2021	2. Dr Nombasa Tsengwa (59) CEO and executive committee chairperson Executive director since 16 March 2021	3. Riaan Koppeschaar (53) FD Executive director since July 2016	4. Dr Geraldine Fraser-Moleketi (63) Lead independent non-executive director Director since 18 May 2018	5. Karin Ireton (68) Independent non-executive director Director since 7 February 2022	6. Ben Magara (56) Independent non-executive director Director since 7 February 2022	7. Billy Mawasha (45) Independent non-executive director Director since 7 February 2022	8. Nondumiso Medupe (53) Independent non-executive director Director since 3 January 2023	9. Phumla Mnganga (55) Independent non-executive director Director since 7 February 2023	10. Nosipho Molepe (59) Independent non-executive director Director since 3 January 2023	11. Chanda Nxumalo (40) Independent non-executive director Director since 1 February 2021	12. Peet Snyders (63) Independent non-executive director Director since 1 July 2016	13. Isaac Malevu (49) Non-executive director Director since 22 June 2021	14. Mandlesilo Msimang (47) Non-executive director Director since 15 March 2021	15. Zwelibanzi Mntambo (66) Non-executive director Director since 28 November 2006
B, NOM, REM	SER	SER	SER, REM, NOW	SER, RBR	RBR	I, A	A, RBR	REM, NOW	A, SER	A, RBR, I	RBR, SER, I, L	I	I, RBR	REM, NOW



Positioning Exxaro to win through our Sustainable Growth and Impact (SG&I) strategy

Transition at speed and scale

Minerals and energy business that thrives

People empowered to create impact

Catalyst for economic growth & environmental stewardship

Carbon neutral by 2050

Climate resilience



Achieve carbon neutrality by 2050



Maximise coal runway through Early Value Strategy & Market-to-Resource optimisation initiatives



Reduce climate-related risks



Deliver positive social impact

Sustainable

Build businesses that thrive



Diversify towards resilient minerals – contributing 50% coal EBITDA in 2030



Grow renewable energy business to 1.6GW by 2030



Disciplined capital allocation that maximises value



Robust investment process

Growth

Socio impact catalyst



Deliver social, economic and environmental impact



Contribute towards sustainable livelihood



Strengthen contribution towards a just energy transition



Go beyond compliance and measure impact

Impact

Sustainable shareholder returns

Dividend declared

	Interim	Total	Final	Special
	1H24	FY23	2H23	2H23
Dividend cover: Group adjusted earnings* (times)	2.5	2.5	2.5	
SIOC dividend declared (Rm)	1 634	4 074	2 107	
Dividend declared per share (cents)	796	2 725	1 010	572
Dividend declared (Rm)	2 780	9 519	3 528	1 998
Eyesizwe	857	2 933	1 087	616
Other	1 923	6 586	2 441	1 382

* Cover calculated on adjusted attributable earnings

Capital allocation framework



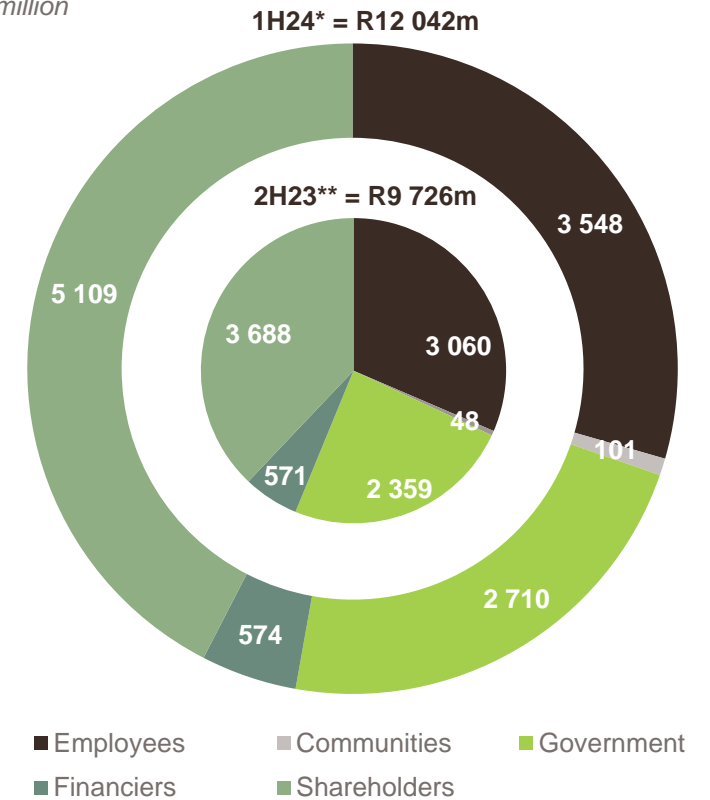
Impactful stakeholder value creation

Socioeconomic impact



Stakeholder value created

R million



* The first half of the year 2024 (1H24) ** The second half of the year 2023 (2H23)

Ensuring a performance driven rewards approach

2023 roadshow remuneration update

Short-term incentive

- Our STI* schemes continue to drive the desired behaviours



Long-term incentive

- Reviewing LTI** scheme components
- Exxaro TSR# ranked second across 10 mining peers benchmarked



Policy related changes

- NED## fees framework review underway (2023 – 2024)
- Remuneration policy updated in 2023



Wage gap project

- Wage gap project continues and is making good progress
- Alignment with recently promulgated Companies Act Amendments



FY 2023 STI and LTI schemes payout outcomes demonstrated our pay for performance principles

2024 remuneration focus areas

- ➔ Support ongoing engagement and interaction with shareholders.
- ➔ Continue our drive for closing the wage gap and ensuring fair pay
- ➔ Review of Exxaro LTI schemes and all benefits/ allowance for enhancement of reward offering
- ➔ Continuous improvement of Cennergi's STI and LTI schemes
- ➔ Continue monitoring and supporting enablement of Minimum Shareholding Requirements (MSR)
- ➔ Conclude review of the non-executive directors' (NEDs) remuneration framework
- ➔ Compliant with the recently amended Companies Act

* Short-term incentive (STI) scheme ** Long-term incentive (LTI) scheme # Total shareholder return (TSR) ## Non-Executive Director/s

Decarbonising today for a sustainable tomorrow

17.7%

Reduction in scope 1 & 2 carbon intensity between 2019 - 2023

12.0%

Reduction in carbon emissions between 2019 - 2023

40%

Additional reduction in scope 1 & 2 emissions by 2026 through self-generation solar PV projects and operational efficiency programmes



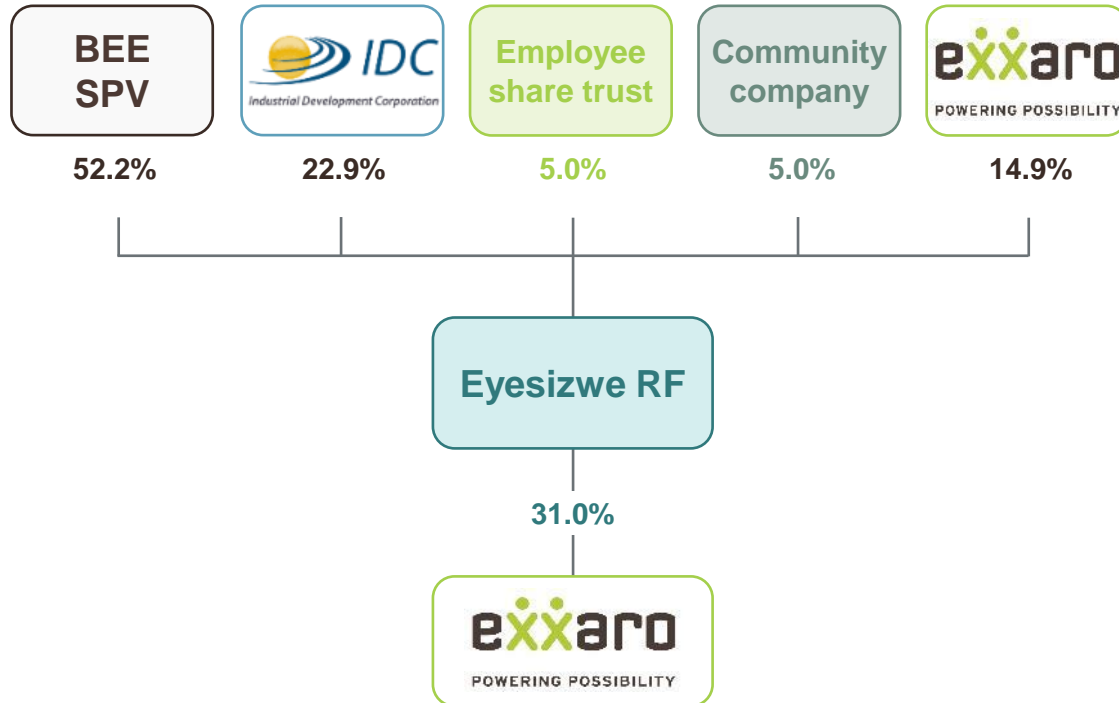
Targeting scope 3 emissions reduction through strategic partnerships and engagement with key stakeholders



Strong balance sheet, technological advancement and sound expertise that support our decarbonisation strategy

BEE structure unwind

Structure



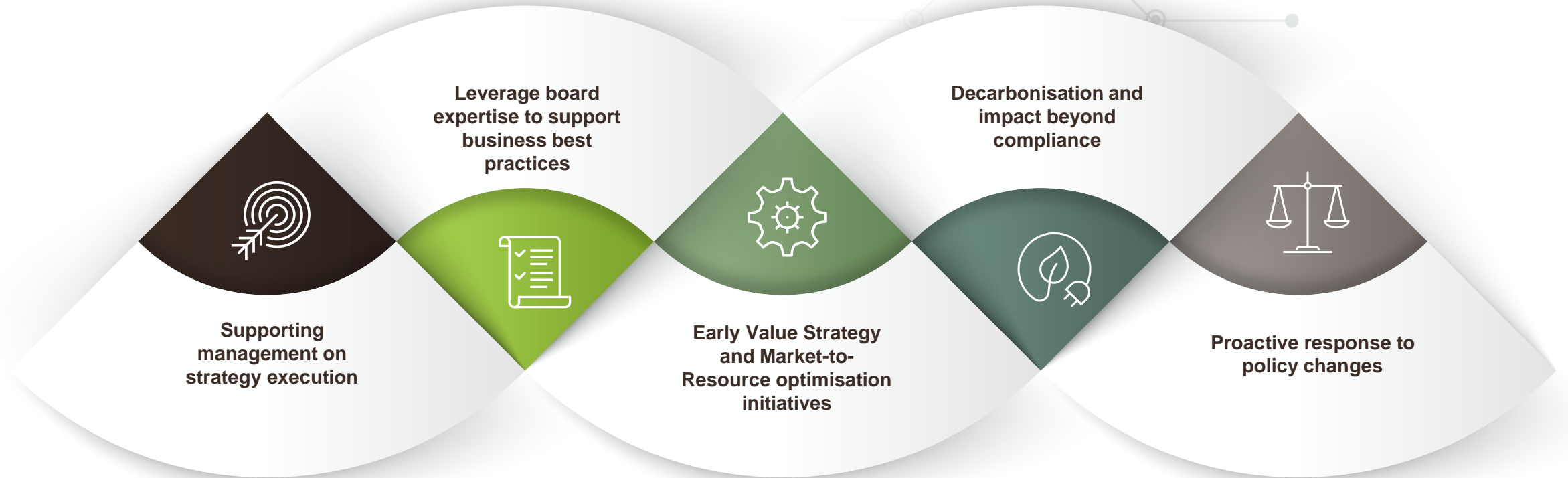
Timeline

- Eyesizwe RF has the option to release up to 40.4 million Exxaro shares in December 2024. Shareholders can:
 - hold Exxaro shares directly
 - dispose them through a coordinated sales process
- Remaining shares can be released in three equal tranches at the end of 2025, 2026 and 2027:

Tranche	Date	Maximum number of Exxaro shares released
1 st	11 Dec 2024	40 390 461
2 nd	11 Dec 2025	22 407 188
3 rd	11 Dec 2026	22 407 188
4 th	11 Dec 2027	22 407 189

- Ongoing consultation with Eyesizwe RF to determine shareholder preferences
- Joint Exxaro/Eyesizwe RF committee established to oversee any sales process
- Employee share trust and Community Company evergreen vehicles

Looking ahead



Ensuring consistent governance excellence!





Thank you

