



POWERING POSSIBILITY

Acquisition of a portfolio of manganese assets held by Ntsimbintle Holdings and OM Holdings

13 May 2025



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Exxaro's strategic entry into manganese in the world class Kalahari Manganese Field



Attractive Manganese Fundamentals

- Defined as a critical mineral by many countries with consistent demand growth
- Key ingredient in steel making and important in green infrastructure
- Growing demand profile for battery grade manganese



A World-Class Deposit

- Exxaro to acquire interest in assets in world-class Kalahari Manganese Field – hosting c.80% of world's known manganese resources
- Meaningful endowment in South Africa offers competitive positioning for Exxaro
- Assets in favourable positions on industry cost curve



Quality Assets

- Quality portfolio of producing, long-life assets, with established infrastructure
- 60.1% effective ownership in Tshipi Borwa - the world's 4th largest manganese producer and 51% in Mokala Mine
- Well capitalized assets and cashflow generative



Strategic Fit

- Based on fundamental demand analysis a targeted growth mineral for Exxaro
- Open pit mining within Exxaro's bulk mining capabilities and expertise
- In South Africa, a jurisdiction we understand
- A strong platform to continue to grow and diversify the company
- Brownfield life of mine expansion upside potential in substantial mineral resource base



Prudent Capital Allocation

- Purchase price consideration of R11.67bn to be fully funded through existing cash and undrawn bank facilities
- Continued balance sheet strength envisaged to remain net cash position
- Exxaro remains a consistent dividend payer
- Returns higher than Exxaro's cost of capital
- Headline earnings per share (HEPS) accretive

The R11.67bn transaction creates value from day one

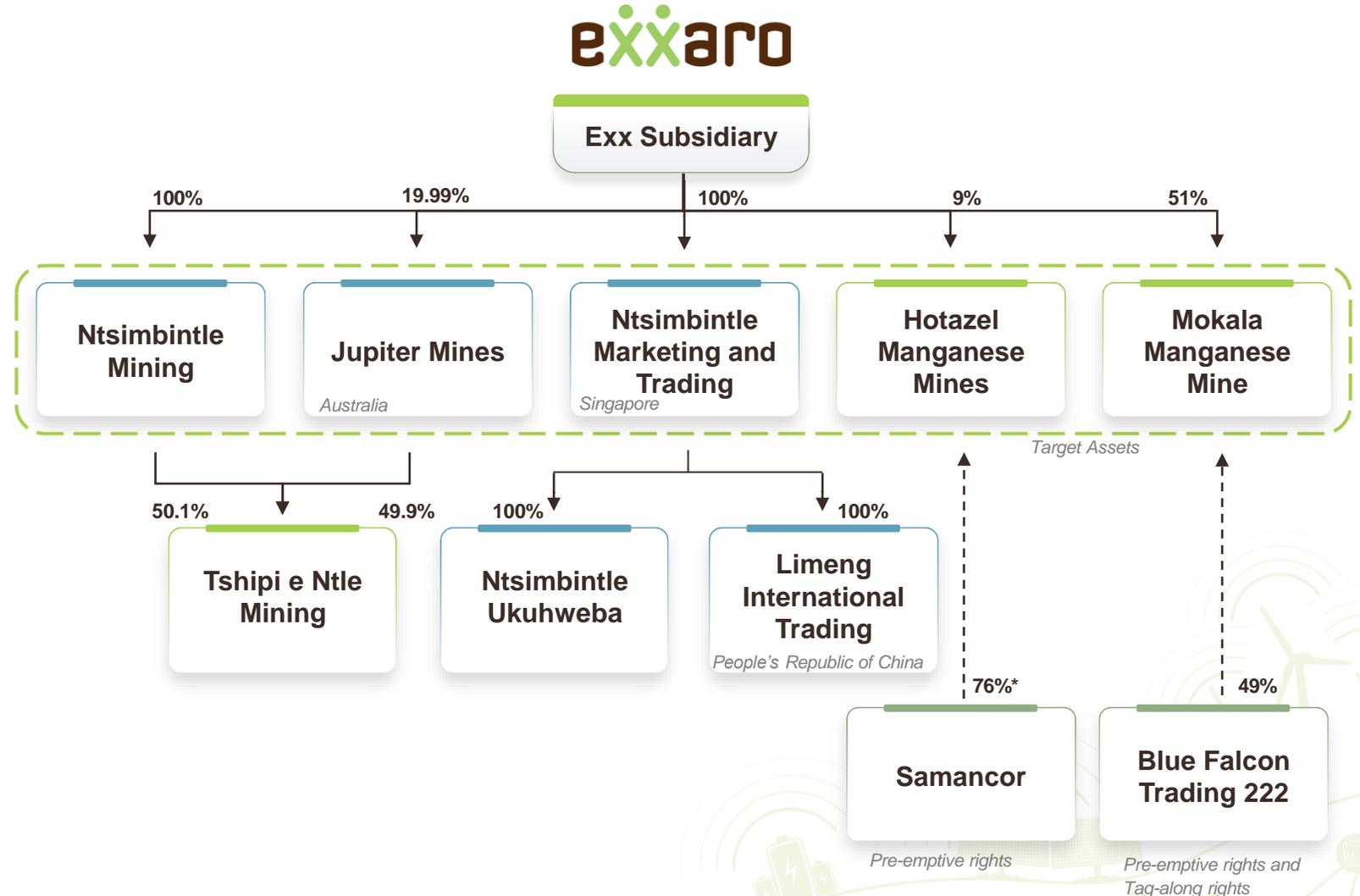
➡ 60.1% effective ownership in Tshipi — board majority, 50.1%# marketing rights

➡ 51% ownership in Mokala mine, one of the newest mines in the KMF

➡ High-quality, long-life assets in favourable cost positions with expansion potential

➡ Assets are EBITDA and cash flow positive with a track record of attractive dividend payments

➡ Immediately value, earnings and cashflow accretive



* Remaining 15% held by other BEE partners

All mining operations marked green

Corresponding to Ntsimbintle Mining's ownership in Tshipi Borwa Mine

Note: All Assets are domiciled in South Africa, unless otherwise stated

Key transaction terms

Proposed Transaction

- Exxaro has concluded binding sale and purchase agreements with Ntsimbintle Holdings and OMH (Mauritius) Corp to acquire their shares and claims in the target assets
- Exxaro will also assume management and consulting contracts related to Tshipi and Mokala

Consideration and Financing

- Total unadjusted purchase price of R11.67bn
- As a result of tag-along rights and purchase price escalation considerations, the unadjusted price could increase to a maximum consideration of R14.64bn
- This will be financed through Exxaro's available cash resources and undrawn facilities

Board Approval / Shareholder Support

- Category 2 Transaction in terms of the JSE Listings Requirements
- Approved by Exxaro, Ntsimbintle Holdings and OMH's Boards of Directors
- Irrevocable undertakings from more than 75% of Ntsimbintle Holdings shareholders to vote in favour of the Transaction

Structure

- A new wholly-owned subsidiary of Exxaro has been established to acquire the Target Assets

Key Suspensive Conditions

- Ntsimbintle Holdings shareholder approval
- Approval by the Minister of Minerals and Petroleum Resources in South Africa - in terms of section 11 of the MPRDA*
- Approval by the Competition Commission and Competition Tribunal
- Exchange control approval by the South African Reserve Bank

Pre-Emptive and Tag Along Rights

- Pre-emptive and tag-along right in Mokala in favour of Blue Falcon Trading 222** (30 business days)
- Pre-emptive right in HMM in favour of Samancor Holdings# (30 calendar days)

Indicative Transaction Timing

- Indicative completion by Q1 2026

* Mineral and Petroleum Resources Development Act; ** A wholly-owned subsidiary of Glencore plc; # South32 Limited and Anglo American plc

Strong demand fundamentals support a positive price outlook



- Strong manganese ore demand expected through 2030, supported by global infrastructure trends

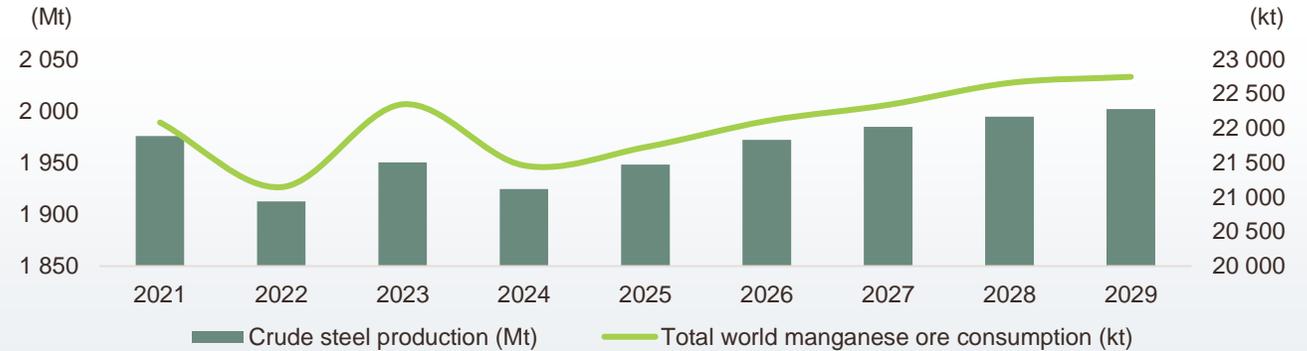


- Manganese ore and manganese ferroalloy prices expected to rise in line with demand
- Current pricing environment presents an attractive entry point



- Growing demand as an essential mineral for the energy transition

Crude steel production and manganese ore demand



High-carbon ferromanganese and manganese ore prices (right axis)



A portfolio of high-quality, long-life, assets

Mining assets profile



Tshipi Mine



Mokala Mine

	Tshipi Mine	Mokala Mine
Measured and indicated resources	195.0 Mt	45.1 Mt
Resource grade	33.0% Mn	36.8% Mn
Reserves	82.2 Mt	20.1 Mt
Reserve grade	35.9% Mn	36.3% Mn
Mine type	Open pit	Open pit
Mining method	Truck and shovel	Truck and shovel
Life of Mine	25 years	13 years
Annual production	3 – 3.5 Mtpa	1.3 – 1.5 Mtpa
Product grade	35.8 – 36.5% Mn	36.5% Mn
Rail allocation	Yes	Yes

Attributable Tshipi Marketing Rights of 50.1% product

Hotazel Manganese Mines



Mamatwan



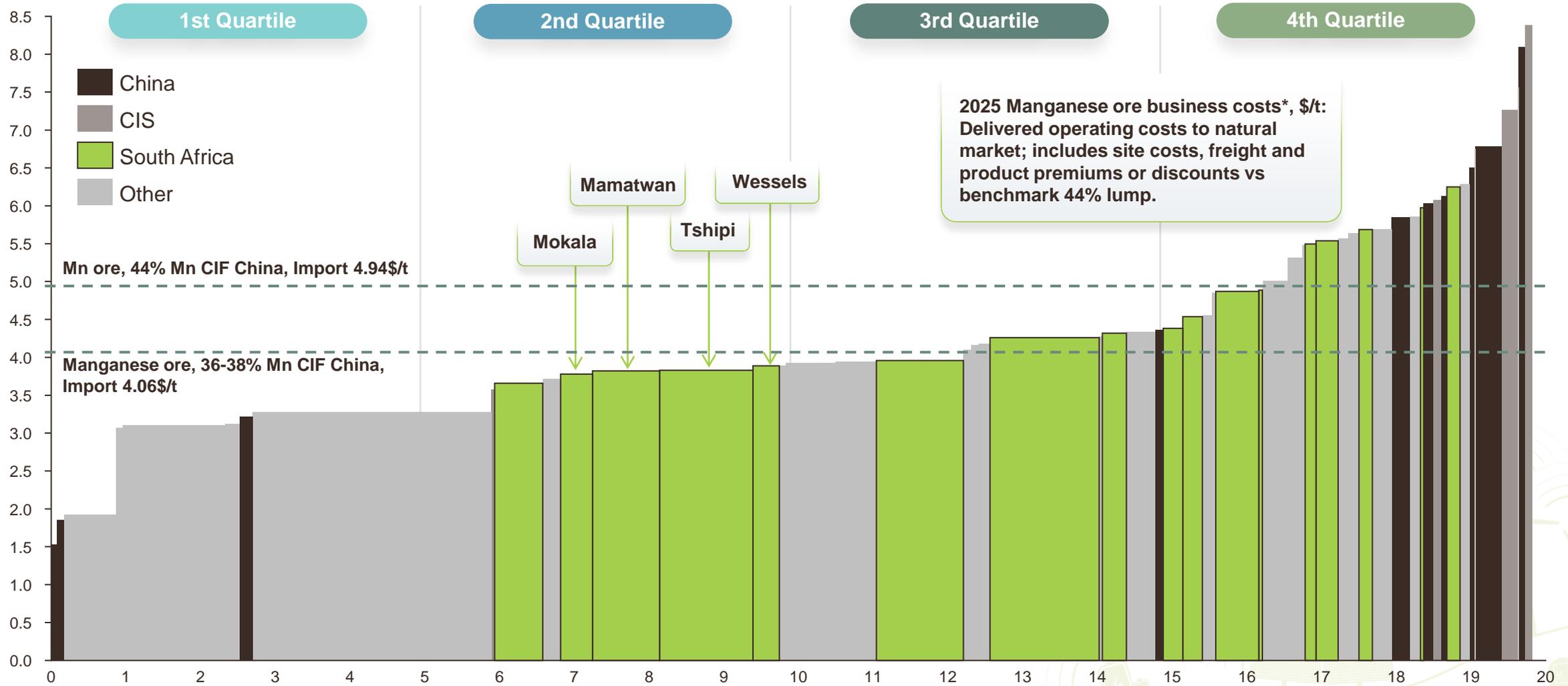
Wessels

	Mamatwan	Wessels
Measured and indicated resources	68.0 Mt	115.9 Mt
Resource grade	34.6% Mn	42.0% Mn
Reserves	37.0 Mt	56.0 Mt
Reserve grade	36.1%	42.0%
Mine type	Open pit	Underground mine
Mining method	Truck and shovel	Bord and pillar
Life of Mine	13 years	46 years
Annual production	1.4 – 2.3 Mtpa	0.6 – 1.2 Mtpa
Product grade	36.6 – 37.6% Mn	39.8% – 43.3% Mn
Rail allocation	Yes	Yes

Source: Company information

Note: All Mineral Resources and Reserves together with production numbers are declared on a 100% basis

Favourably placed on industry cost curve, within the 2nd quartile



Source: CRU
Prices as at April 2025

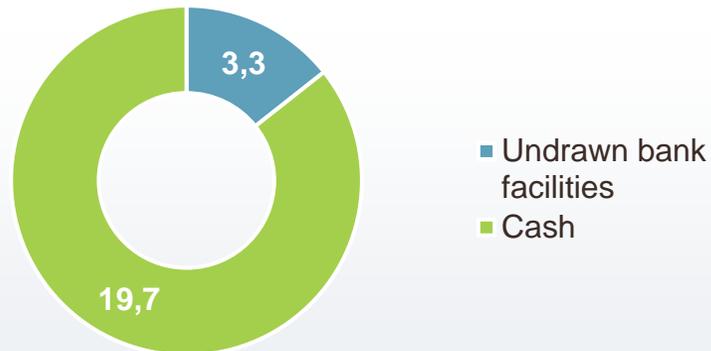
Robust balance sheet funded from our coal strength...

Fully-funded through available cash resources

- ⊖ R19.7bn cash on hand (Dec 2024)
- ⊖ Net debt/ EBITDA of (0.2x) post transaction, below internal target and covenant requirements
- ⊖ Ample liquidity headroom retained
- ⊖ Exxaro expects to remain a consistent dividend payer

Exxaro Liquidity Position (Rbn) as at 31 December 2024

R billion



* Cash of R19.7bn and undrawn bank facilities of R3.3bn

** Less cash payment of R11.7bn

Less cash payment of R14.6bn

Affordability Metrics

	Dec 2024	Indicative cash price	
		Unadjusted Amount	Maximum consideration
Available Liquidity	R22.9bn*	R11.2bn**	R8.3bn#
Net Debt / EBITDA <i>Internal target: <1.5x</i>	(1.6x)	(0.2x)	0.1x

...positioned for growth through value accretive acquisition

Key highlights



Producing assets with immediate earnings contribution and significant upside potential



Tshipi a consistent dividend payer since its maiden dividend in 2017



Transaction is expected to be earnings accretive and enhance shareholder value



Returns higher than Exxaro's cost of capital

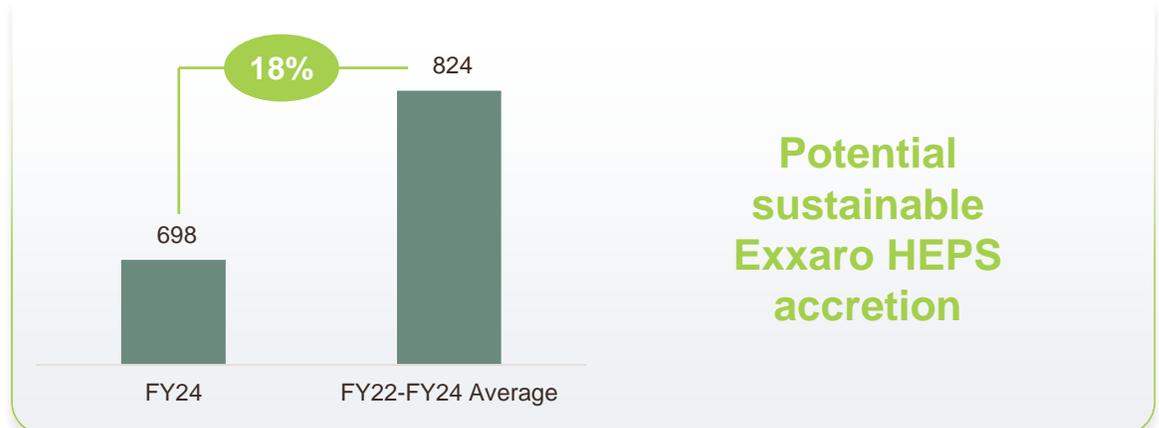


Target Assets are well-capitalised, requiring no significant capital expenditure post-transaction



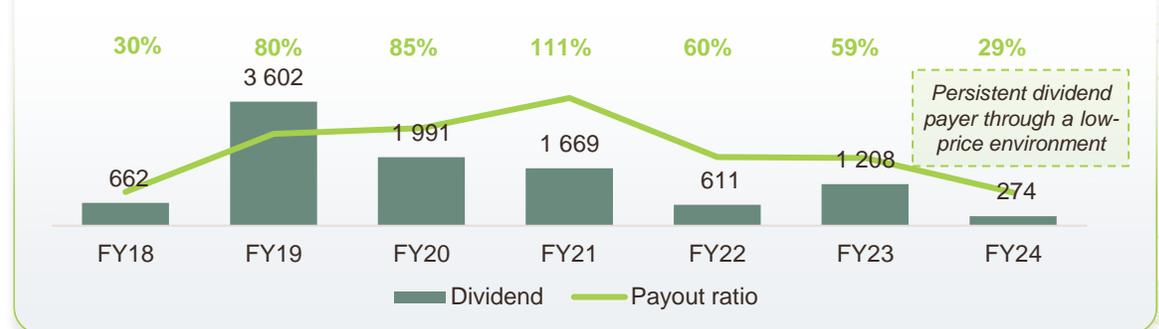
Backed by long-term contracts, a stable customer base and logistics strength, offering strong earnings visibility

Attributable Target Asset Profit After Tax (R'm)



The Target Assets[#] will be equity-accounted in Exxaro's financial statements

Tshipi dividend history* (R'm) – 100% Basis



Source: Company information, Jupiter Mines annual financial statements

* Constant currency conversion at AUDZAR of 11.81

Tshipi Borwa Mine, Mokala, and Hotazel Manganese Mines

A proudly South African diversified mining company

-  Coal
-  Manganese
-  Iron Ore
-  Zinc*
-  Renewable energy

- 1  Grootegeluk complex
- 2  Mafube JV (50%)
- 3  Leeuwan
- 4  Belfast
- 5  Matla
- 6  Moranbah South, Australia (Project)
- 7  Richards Bay Coal Terminal (RBCT) (12%)
- 8  Tshipi Borwa
- 9  Mokala
- 10  Sishen Iron Ore Company (20.6%)
- 11  Black Mountain Mining (26%)
- 12  Lephalale Solar Project (LSP)
- 13  Amakhala Emoyeni
- 14  Tsitsikamma Community Windfarm
- 15  Karreebosch Wind Farm Project



* Black Mountain Mining (26%): operates two underground and one open-pit mine in the Northern Cape, producing zinc and other minerals

Exxaro's remarkable journey of empowerment and success



2025 Exxaro's next growth phase

- Now we enter the next phase of our journey, our focus remains stakeholder value creation, transitioning into a diversified minerals and energy solutions business.
- The acquisition of Ntsimbintle Holdings and OM Holdings symbolises the next phase of our growth, continued strong balance sheet and dividend yield, BEE success story, and provides a solid entry for Exxaro into the manganese sector.
- Anchored by our strong coal resources as a base from which to prudently accelerate our asset portfolio, we now include energy transition minerals and growing our energy solutions business



2019 Cennergi, is 100% owned by Exxaro

- Exxaro concludes an agreement with Khopoli Investments, a subsidiary of Tata Power Company, to acquire the remaining 50 percent shareholding in the independent power producer, making Cennergi a wholly-owned subsidiary of Exxaro, adding energy solutions into Exxaro's portfolio



2006 Exxaro lists on JSE

- Exxaro listed on the JSE in 2006, and it has since grown to become one of the largest black-empowered and diversified mining companies in South Africa with core reportable markets in Africa, Europe, Asia, and India; and with exposure to coal, iron ore, and zinc.



2002 Exxaro is formed

- In 2002, Eyesizwe forms a strategic alliance with Kumba Resources' coal division and non-iron ore assets to form Exxaro in one of the country's largest black economic empowerment (BEE) deal.



1999 Eyesizwe is formed

- In 1999, NewCoal (later Eyesizwe Coal) founded, a black empowerment company and the 4th largest coal producer in South Africa at the time.

exxaro

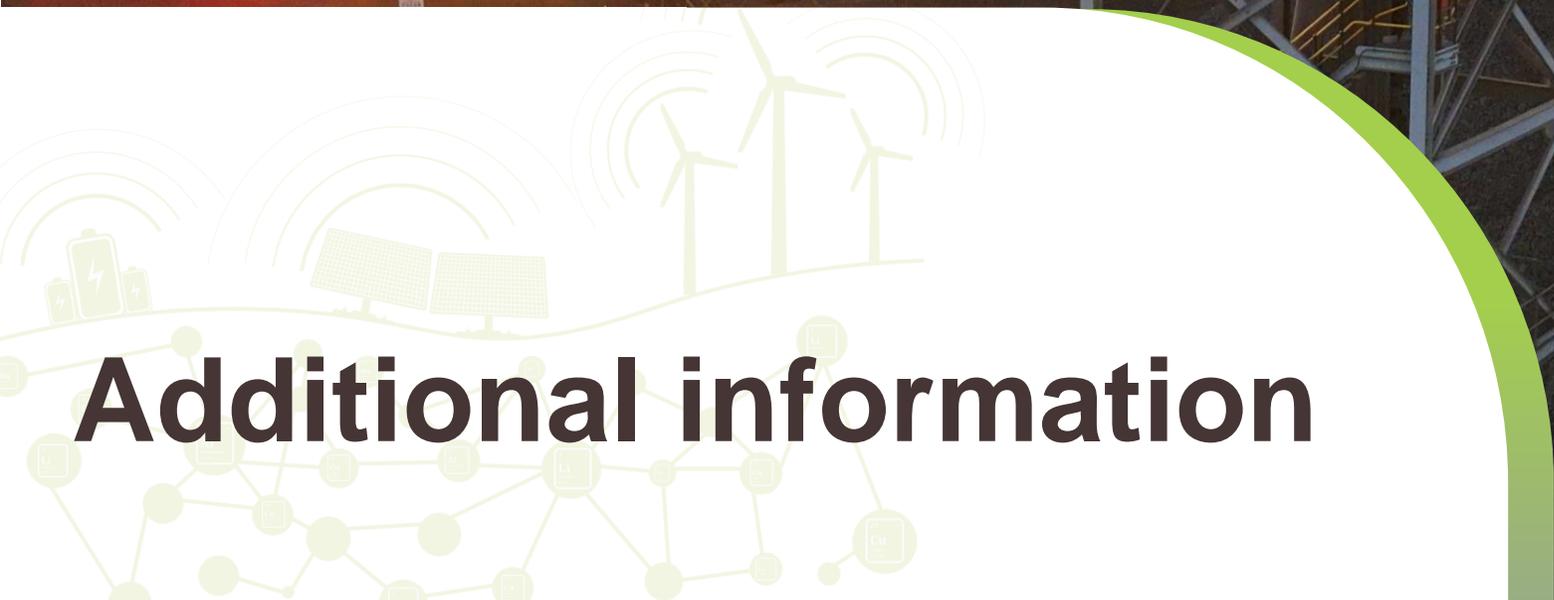
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Thank you



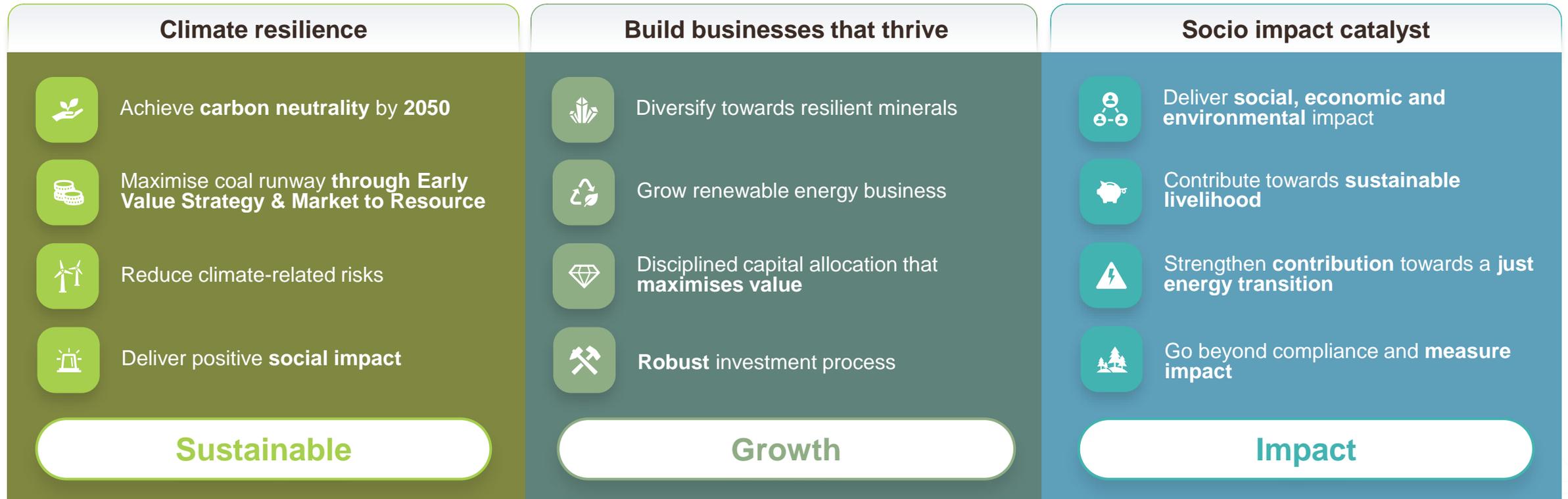


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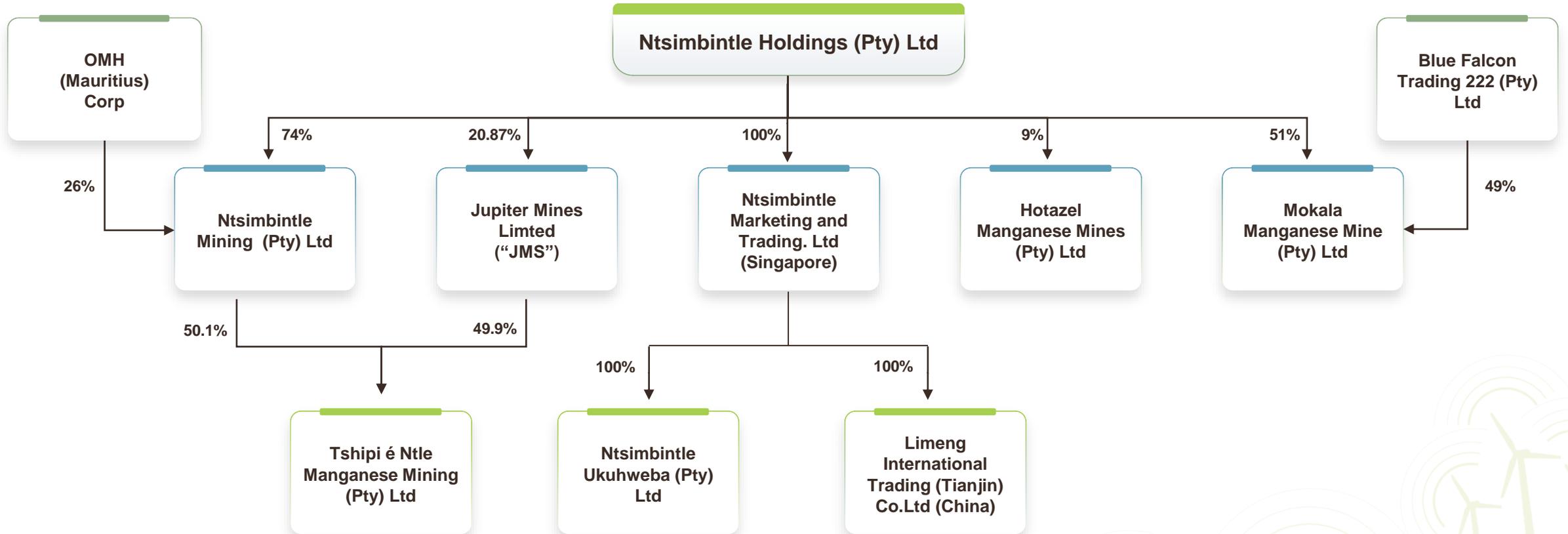


Additional information

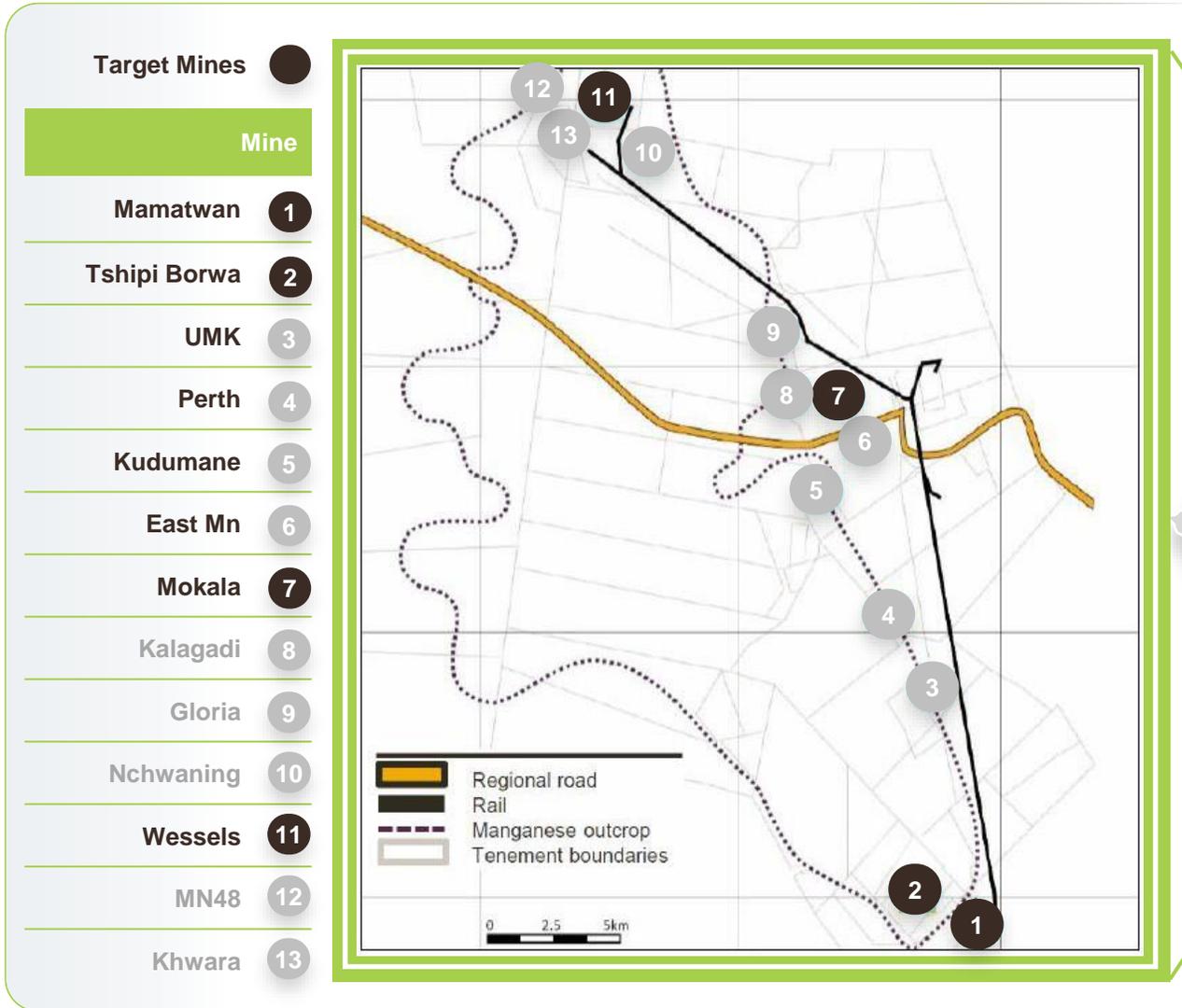
Recap of Exxaro's Sustainable Growth Impact Strategy



Before structure



Location of the new assets



South Africa

