

14 December 2017

## RECOMMENDED ALL-SHARE OFFER

for

Lonmin Plc ("Lonmin")

by

Sibanye Gold Limited (trading as Sibanye-Stillwater) ("Sibanye-Stillwater")

to be effected by means of a scheme of arrangement  
under Part 26 of the UK Companies Act 2006

### Summary

- The Boards of Sibanye-Stillwater and Lonmin are pleased to announce that they have reached agreement on the terms of a recommended all-share offer pursuant to which Sibanye-Stillwater, and/or a wholly-owned subsidiary of Sibanye-Stillwater, will acquire the entire issued and to be issued ordinary share capital of Lonmin (the "Offer"). It is proposed that the Offer will be effected by means of a scheme of arrangement between Lonmin and the Lonmin Shareholders under Part 26 of the UK Companies Act.
- Under the terms of the Offer, each Lonmin Shareholder will be entitled to receive:

<b>for each Lonmin Share Shares</b>	<b>0.967 New Sibanye-Stillwater Shares</b>
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- Based on the 30 trading day volume weighted average price of R18.67 of Sibanye-Stillwater Shares on the Johannesburg Stock Exchange for the period ended 13 December 2017 (being the last Business Day prior to the date of this Announcement) and the exchange rate on that date being R18.056:£1, the Offer values each Lonmin Share at 100.0 pence and values the existing issued ordinary share capital of Lonmin at approximately £285 million and represents a premium of approximately:
  - 57 per cent. to the closing price per Lonmin Share of 63.8 pence on 13 December 2017; and
  - 41 per cent. to the 30 trading day volume weighted average price per Lonmin Share for the period ended 13 December 2017 of 71.1 pence.
- The Exchange Ratio of the Offer has been determined using the 30 trading day volume weighted average price for Sibanye-Stillwater to smooth out the daily movements.
- Based on the closing price of R16.11 of a Sibanye-Stillwater Share on the Johannesburg Stock Exchange on 13 December 2017 and applying the same exchange rate, the Offer values each Lonmin Share at 86.3 pence and represents a premium of approximately 35 per cent. to the closing price per Lonmin Share of 63.8 pence on 13 December 2017.
- Following completion of the Acquisition, Lonmin Shareholders will hold approximately 11.3 per cent. of the Enlarged Sibanye-Stillwater Group and Sibanye-Stillwater Shareholders will hold approximately 88.7 per cent. of the Enlarged Sibanye-Stillwater Group.
- The Exchange Ratio assumes that Lonmin Shareholders will not receive any dividend after the date of this Announcement. If any dividend or other distribution is authorised, declared, made or paid in respect of Lonmin

Shares on or after the date of this Announcement and prior to the Effective Date, the Exchange Ratio will be adjusted downwards on an equivalent basis to reflect the amount of any such dividend or other distribution.

- The Sibanye-Stillwater Group is a South Africa domiciled global precious metals mining group with its primary listing on the Johannesburg Stock Exchange and an ADR program traded on the New York Stock Exchange. The Sibanye-Stillwater Group owns and operates a mix of gold and PGM mines and projects throughout South Africa, Zimbabwe and the United States. In addition to its mining activities, the Sibanye-Stillwater Group owns and manages significant gold extraction and processing facilities. Globally, the Sibanye-Stillwater Group is a major producer of palladium and platinum and features among the world's top ten gold producing companies. In line with the Sibanye-Stillwater Group's strategy to grow its precious metals business by enhancing and sustaining its position as a sustainable, strong dividend-paying company, the Sibanye-Stillwater Group has completed three separate transactions to build its PGM operations and capabilities, specifically via acquisitions of the platinum assets of the Rustenburg Operations and Aquarius Platinum in 2016 and Stillwater in 2017. The Sibanye-Stillwater Group's vision is to achieve value creation for all stakeholders through mining its multi-commodity resources in a safe and healthy environment.
- The Lonmin Group is a major mine-to-market producer of PGMs with core operations in South Africa. It produces PGMs predominantly used in many industrial applications as well as in jewellery and investment, with saleable by-products including gold, copper, nickel, chrome and cobalt. The Lonmin Group is a major primary producer of PGMs worldwide. Lonmin Shares are admitted to listing on the premium listing segment of the Official List and to trading on the Main Market of the London Stock Exchange and have a secondary listing on the Main Board of the Johannesburg Stock Exchange. Lonmin also has an ADR program traded on the Over-The-Counter market in the United States. The Lonmin Group has total assets of US\$2,018 million (as at 30 September 2016) and resources of 180.6Moz (3PGE + Au) and 31.7Moz (3PGE + Au) of reserves (as at 30 September 2016).

#### ***Benefits to Lonmin and Lonmin Shareholders***

- The Board of Lonmin believes that the Offer is in the best interests of Lonmin Shareholders and all other stakeholders of Lonmin and provides Lonmin with a comprehensive and sustainable solution to the adverse challenges it faces. The combination of Sibanye-Stillwater and Lonmin creates a larger and more resilient company, with greater geographical and commodity diversification, that is better able to withstand short-term commodity price and foreign exchange volatility. The Offer also allows Lonmin Shareholders to participate in:
  - the growth and value creation opportunities of the Enlarged Sibanye-Stillwater Group;
  - the benefits from the realisation of synergies from the combination of Sibanye-Stillwater and Lonmin; and
  - exposure to any long-term recovery in the fundamentals of the PGM sector.

#### ***Benefits to the Sibanye-Stillwater Group and Sibanye-Stillwater Shareholders***

- The Board of Sibanye-Stillwater believes that the Acquisition is compelling and value accretive for Sibanye-Stillwater Shareholders and is a logical step in executing its PGM strategy. By combining Sibanye-Stillwater's existing, and contiguous, South African PGM assets with Lonmin's operations, including Lonmin's processing facilities, Sibanye-Stillwater will be able to unlock operational synergies and become a fully integrated PGM producer in South Africa.
- In particular, Sibanye-Stillwater has identified the following principal benefits to the Sibanye-Stillwater Group from the Acquisition:

- consistency with Sibanye-Stillwater's strategy;
  - access to its own processing facilities in South Africa;
  - realisation of significant synergies between Sibanye-Stillwater and Lonmin's contiguous assets; and
  - potential upside from developmental projects.
- Sibanye-Stillwater has developed a conservative Lonmin operating plan, which is not contingent on the development of new major capital projects and therefore limits downside risk while providing full upside optionality in a higher South African Rand PGM price environment.

#### ***Recommendation by the Lonmin Directors***

- The Lonmin Directors, who have been so advised by Gleacher Shacklock, J.P. Morgan Cazenove and Moshe Capital as to the financial terms of the Offer, consider the terms of the Offer to be fair and reasonable. In providing advice to the Lonmin Directors, Gleacher Shacklock, J.P. Morgan Cazenove and Moshe Capital have taken into account the commercial assessments of the Lonmin Directors.
- The Lonmin Directors consider the terms of the Offer to be in the best interests of Lonmin Shareholders as a whole and intend unanimously to recommend that Lonmin Shareholders vote in favour of the Scheme at the Court Meeting and the resolutions to be proposed at the Lonmin General Meeting which is to be convened to approve the Offer, as the Lonmin Directors have irrevocably undertaken to Sibanye-Stillwater to do in respect of their own beneficial shareholdings in Lonmin which amount in aggregate to 75,498 Lonmin Shares, representing approximately 0.026698 per cent. of the existing issued ordinary share capital of Lonmin in issue on 13 December 2017 (being the last Business Day prior to the date of this Announcement).
- Further details of these irrevocable undertakings are set out in Appendix III to this Announcement.

#### ***Structure of the Offer***

- It is intended that the Offer will be effected by means of a scheme of arrangement under Part 26 of the UK Companies Act between Lonmin and Lonmin Shareholders. The Offer will be put to Lonmin Shareholders at the Court Meeting and at the Lonmin General Meeting. In order to become effective, the Scheme must be approved by a majority in number of the Lonmin Shareholders voting at the Court Meeting, either in person or by proxy, representing at least 75 per cent. in value of the Lonmin Shares voted. In addition, special resolutions implementing the Scheme must be passed by Lonmin Shareholders representing at least 75 per cent. of the votes cast, either in person or by proxy, at the Lonmin General Meeting.
- The Offer is also conditional upon Sibanye-Stillwater Shareholders approving the allotment and issue of the New Sibanye-Stillwater Shares at the Sibanye-Stillwater Shareholder Meeting in accordance with clause 8.2.2 of the Sibanye-Stillwater MOI, by way of an ordinary resolution. Sibanye-Stillwater will therefore seek the requisite approvals of the Sibanye-Stillwater Shareholders for the allotment and issue of the New Sibanye-Stillwater Shares for the purposes of the Offer at the Sibanye-Stillwater Shareholder Meeting which is expected to be held at or around the same time as the Lonmin General Meeting, both of which will be held as soon as reasonably practicable following the receipt of all the relevant clearances from the competition and regulatory authorities, in particular those in South Africa and the United Kingdom (or, if applicable, the European Union, in case a referral is made to the European Commission pursuant to Article 22 of Council Regulation (EC) 139/2004) (unless Sibanye-Stillwater and Lonmin otherwise agree).

- The Offer is subject to the further Conditions set out in Appendix I to this Announcement, including the receipt of the relevant clearances from the competition and regulatory authorities, in particular those in South Africa and the United Kingdom (or, if applicable, the European Union, in case a referral is made to the European Commission pursuant to Article 22 of Council Regulation (EC) 139/2004), the Licences Condition, the admission of the New Sibanye-Stillwater Shares to listing and trading on the Main Board of the Johannesburg Stock Exchange and to the full terms and conditions which will be set out in the Scheme Document.
- It is expected that the Scheme will become effective in the second half of 2018, subject to the satisfaction or (where applicable) waiver of the Conditions and certain further terms set out in Appendix I to this Announcement.
- The Scheme Document, containing further information about the Offer and notices of the Court Meeting and the Lonmin General Meeting, together with the Forms of Proxy, will be sent to Lonmin Shareholders in due course around the time that all relevant clearances from the competition and regulatory authorities, in particular those in South Africa and the United Kingdom (or, if applicable, the European Union, in case a referral is made to the European Commission pursuant to Article 22 of Council Regulation (EC) 139/2004), have been received. The Scheme Document will be made available in due course by Sibanye-Stillwater on its website at [www.sibanyestillwater.com/investors/transactions/lonmin](http://www.sibanyestillwater.com/investors/transactions/lonmin) and by Lonmin on its website at [www.lonmin.com/investors/sibanye-stillwater-offer](http://www.lonmin.com/investors/sibanye-stillwater-offer).
- The Sibanye-Stillwater Circular, containing (amongst other things) the notice of the Sibanye-Stillwater Shareholder Meeting (including the resolution to be adopted by the Sibanye-Stillwater Shareholders), together with the Forms of Proxy, will be posted to Sibanye-Stillwater Shareholders at or around the same time as the Scheme Document is published. The Sibanye-Stillwater Circular will be made available in due course by Sibanye-Stillwater on its website at [www.sibanyestillwater.com/investors/transactions/lonmin](http://www.sibanyestillwater.com/investors/transactions/lonmin) and by Lonmin on its website at [www.lonmin.com/investors/sibanye-stillwater-offer](http://www.lonmin.com/investors/sibanye-stillwater-offer).

Commenting on the Offer, Neal Froneman, Chief Executive Officer of Sibanye-Stillwater, said:

*"The proposed combination with Lonmin positions the Enlarged Sibanye-Stillwater Group as a leading mine-to-market producer of PGMs in South Africa. The realisation of significant synergies between the operations, which will deliver longer term benefits for all stakeholders of both companies is expected to result in this being a value accretive transaction for Sibanye-Stillwater Shareholders. The flexibility inherent in the larger regional PGM footprint will create a more robust business, better able to withstand volatile PGM prices and exchange rates. Furthermore, the sizeable combined resource base, with its pipeline of advanced and early stage projects, also offers significant growth and value upside potential under appropriate economic and market circumstances."*

Commenting on the Offer, Ben Magara, Chief Executive Officer of Lonmin, said:

*"We believe that this Offer is in the best interests of Lonmin, Lonmin Shareholders and all other stakeholders. Lonmin has an enviable mine-to-market business with great mining assets, projects and process technology and a resilient workforce. Despite this, Lonmin continues to be hamstrung by its capital structure and liquidity concerns. The combination with Sibanye-Stillwater provides a stronger platform for Lonmin Shareholders and other stakeholders to benefit from the long-term upside potential of an Enlarged Sibanye-Stillwater Group with greater geographical and commodity diversification. We unanimously recommend this Offer to Lonmin Shareholders."*

***This summary should be read in conjunction with, and is subject to, the full text of this Announcement (including its appendices). The Offer will be subject to the Conditions and further terms set out in Appendix I to this***

**Announcement and to the full terms and conditions which will be set out in the Scheme Document. Appendix II to this Announcement contains the sources of information and bases of calculations of certain information contained in this Announcement. Appendix III to this Announcement contains details of the irrevocable undertakings received in relation to the Offer. Appendix IV to this Announcement contains details of and bases of calculation of the anticipated financial benefits of the Offer. Appendix V to this Announcement contains definitions of certain expressions used in this summary and in this Announcement. The appendices form part of this Announcement.**

**For the purposes of Rule 28 of the Takeover Code, quantified financial benefits statements contained in this Announcement are the responsibility of Sibanye-Stillwater and the Sibanye-Stillwater Directors. Appendix IV to this Announcement sets out the anticipated quantified financial benefits statements relating to cost savings and synergies arising out of the Offer and provides underlying information and bases of belief. Part B and Part C of Appendix IV to this Announcement also include reports from Sibanye-Stillwater's reporting accountant, BDO, and Sibanye-Stillwater's Financial Advisers, UBS and HSBC, in connection with anticipated quantified financial benefits statements, as required pursuant to Rule 28.1(a) of the Takeover Code, and provides underlying information and bases for the accountant's and advisers' respective reports. Each of BDO, UBS and HSBC has given and not withdrawn its consent to the publication of its report in this Announcement in the form and context in which it is included.**

**Analyst presentation:**

There will be an investor and analyst presentation at 11.00 am (Johannesburg time) at the Johannesburg Stock Exchange, One Exchange Square, Gwen Lane, Sandown, Sandton, 2196, South Africa, on 14 December 2017. There will be a live webcast of the investor and analyst presentation available on Sibanye-Stillwater's website at [www.sibanyestillwater.com/investors/transactions/lonmin](http://www.sibanyestillwater.com/investors/transactions/lonmin) and on Lonmin's website at [www.lonmin.com/investors/sibanye-stillwater-offer](http://www.lonmin.com/investors/sibanye-stillwater-offer).

The recorded briefing and the accompanying slides will be available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Sibanye-Stillwater's website at [www.sibanyestillwater.com/investors/transactions/lonmin](http://www.sibanyestillwater.com/investors/transactions/lonmin) and on Lonmin's website at [www.lonmin.com/investors/sibanye-stillwater-offer](http://www.lonmin.com/investors/sibanye-stillwater-offer).

A copy of this Announcement will be made available in due course, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, for inspection on Sibanye-Stillwater's website at [www.sibanyestillwater.com/investors/transactions/lonmin](http://www.sibanyestillwater.com/investors/transactions/lonmin) and on Lonmin's website at [www.lonmin.com/investors/sibanye-stillwater-offer](http://www.lonmin.com/investors/sibanye-stillwater-offer). Your attention is also drawn to the important information below.

**Enquiries:**

**Sibanye-Stillwater**

*James Wellsted, SVP Investor Relations* +27 10 493 6914

**UBS (Financial Adviser to Sibanye-Stillwater)**

*London: Ian Hart* +44 (0) 20 7568 8000  
*Sandip Dhillon*

*South Africa: Gary Hudson* +27 11 322 7000

**HSBC (Financial Adviser to Sibanye-Stillwater)**

*Laurent Charbonnier* +44 (0) 20 7991 8096  
*Gloria Leung*

**Qinisele Resources (Corporate Adviser to Sibanye-Stillwater)** +27 11 883 6358

*Dennis Tucker*

*Andrew Brady*

**Lonmin**

*Tanya Chikanza, Group Head: Corporate Strategy & Investor Relations* +27 11 218 8358  
+44 (0) 20 3908 1073

**Gleacher Shacklock** (Financial Adviser to Lonmin) +44 (0) 20 7484 1150

*Dominic Lee*

*Jan Sanders*

*Paul Finlayson*

**J.P. Morgan Cazenove** (Financial Adviser and Corporate Broker to Lonmin) +44 (0) 20 7742 4000

*Michael Wentworth-Stanley*

*Dimitri Reading-Picopoulos*

*Henry Capper*

**Moshe Capital** (Financial Adviser to Lonmin) +27 11 783 9986

*Mametja Moshe*

*Konosoang Asare-Bediako*

**Cardew Group** (Public Relations Adviser to Lonmin) +44 (0) 20 7930 0777

*Anthony Cardew* +44 7770 720 389

*David Roach*

Linklaters LLP is acting as legal adviser to Sibanye-Stillwater in the United Kingdom and the United States and Edward Nathan Sonnenbergs Incorporated is acting as legal adviser to Sibanye-Stillwater in South Africa. Herbert Smith Freehills LLP is acting as legal adviser to Lonmin in the United Kingdom and Cliffe Dekker Hofmeyr Incorporated is acting as legal adviser to Lonmin in South Africa. Greenhill is acting as financial restructuring adviser to Lonmin.

***Important notices***

*UBS Limited is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority in the UK and UBS South Africa (Pty) Ltd is registered with the Financial Services Board in South Africa (collectively "UBS"). UBS is acting exclusively as financial adviser to Sibanye-Stillwater and no one else in connection with the Offer and shall not be responsible to anyone other than Sibanye-Stillwater for providing the protections afforded to clients of UBS nor for providing advice in relation to such matters.*

*HSBC, which is authorised by the Prudential Regulation Authority and regulated in the UK by the Financial Conduct Authority and the Prudential Regulation Authority, is acting exclusively as financial adviser to Sibanye-Stillwater and no one else in connection with the Offer and shall not be responsible to anyone other than Sibanye-Stillwater for providing the protections afforded to clients of HSBC nor for providing advice in connection with the Offer or any matter referred to herein.*

*Qinisele Resources is acting exclusively as corporate adviser to Sibanye-Stillwater and no one else in connection with the Offer and shall not be responsible to anyone other than Sibanye-Stillwater for providing the protections afforded to clients of Qinisele Resources nor for providing advice in connection with the Offer or any matter referred to herein.*

*Gleacher Shacklock LLP ("Gleacher Shacklock"), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively as financial adviser to Lonmin and no one else in connection with the matters set out in this Announcement and will not be responsible to anyone other*

than Lonmin for providing the protections afforded to clients of Gleacher Shacklock or for providing advice in connection with the subject matter of this Announcement or any other matter referred to herein.

J.P. Morgan Securities plc, which conducts its UK investment banking business as J.P. Morgan Cazenove ("**J.P. Morgan Cazenove**"), is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom. J.P. Morgan Cazenove is acting exclusively as financial adviser to Lonmin and no one else in connection with the matters set out in this Announcement and will not regard any other person as its client in relation to the matters set out in this Announcement and will not be responsible to anyone other than Lonmin for providing the protections afforded to clients of J.P. Morgan Cazenove or its affiliates, or for providing advice in relation to the contents of this Announcement or any other matter referred to herein.

Moshe Capital, which is an Authorised Financial Services provider and regulated in South Africa by the Financial Services Board, is acting exclusively as financial adviser to Lonmin and no one else in connection with the Offer and shall not be responsible to anyone other than Lonmin for providing the protections afforded to clients of Moshe Capital nor for providing advice in connection with the Offer or any matter referred to herein.

Greenhill, which is authorised and regulated in the UK by the Financial Conduct Authority, is acting exclusively as financial restructuring adviser to Lonmin and no one else in connection with ongoing discussions with its existing lenders and shall neither be responsible to anyone other than Lonmin for providing the protections afforded to clients of Greenhill nor for providing advice in connection with ongoing discussions with Lonmin's existing lenders or any matter referred to herein.

#### **Further information**

This Announcement is for information purposes only. It is not intended to and does not constitute, or form part of, an offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Offer or otherwise, nor will there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law.

The Offer will be made solely by means of the Scheme Document which, together with the Forms of Proxy, will contain the full terms and conditions of the Offer including details of how to vote in respect of the Offer.

This Announcement has been prepared for the purpose of complying with English law and the Takeover Code and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws and regulations of jurisdictions outside the United Kingdom.

Sibanye-Stillwater will prepare the Sibanye-Stillwater Circular to be distributed to Sibanye-Stillwater Shareholders. Lonmin will prepare the Scheme Document to be distributed to Lonmin Shareholders. Sibanye-Stillwater urges Lonmin Shareholders to read the Scheme Document carefully when it becomes available because it will contain important information in relation to the Offer, the New Sibanye-Stillwater Shares and the Enlarged Sibanye-Stillwater Group. Sibanye-Stillwater urges Sibanye-Stillwater Shareholders to read the Sibanye-Stillwater Circular when it becomes available because it will contain important information in relation to the New Sibanye-Stillwater Shares. Any vote in respect of the resolutions to be proposed at the Court Meeting, the Lonmin General Meeting and the Sibanye-Stillwater Shareholder Meeting to approve the Offer or the allotment and issue of the New Sibanye-Stillwater Shares (as applicable) and related matters, should be made only on the basis of the information contained in the Scheme Document and, in the case of Sibanye-Stillwater Shareholders, the Sibanye-Stillwater Circular.

This Announcement does not constitute a prospectus or prospectus equivalent document.

#### **Overseas shareholders**

*The release, publication or distribution of this Announcement in certain jurisdictions may be restricted by law. Persons who are not resident in the United Kingdom or who are subject to other jurisdictions should inform themselves of, and observe, any applicable requirements. Any failure to comply with the applicable requirements may constitute a violation of the laws of any such jurisdiction.*

*The Offer relates to shares of a UK company and is proposed to be effected by means of a scheme of arrangement under the laws of England and Wales. A transaction effected by means of a scheme of arrangement is not subject to proxy solicitation or tender offer rules under the US Exchange Act. Accordingly, the Scheme is subject to the disclosure requirements, rules and practices applicable in the United Kingdom to schemes of arrangement, which differ from the requirements of US proxy solicitation or tender offer rules. However, if Sibanye-Stillwater were to elect to implement the Offer by means of a takeover offer, such takeover offer will be made in compliance with all applicable laws and regulations, including Section 14(e) of the US Exchange Act and Regulation 14E thereunder. Such a takeover would be made in the United States by Sibanye-Stillwater and no one else. In addition to any such takeover offer, Sibanye-Stillwater, certain affiliated companies and the nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, shares in Lonmin outside such takeover offer during the period in which such takeover offer would remain open for acceptance. If such purchases or arrangements to purchase were to be made they would be made outside the United States and would comply with applicable law, including the US Exchange Act. Any information about such purchases will be disclosed as required in the UK, will be reported to a Regulatory Information Service of the UKLA and will be available on the London Stock Exchange website: [www.londonstockexchange.com](http://www.londonstockexchange.com).*

*The financial information included in this Announcement has been prepared in accordance with accounting standards applicable in the UK and South Africa and thus may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.*

*Unless otherwise determined by Sibanye-Stillwater or required by the Takeover Code, and permitted by applicable law and regulation, the Offer will not be made, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and the Offer will not be capable of acceptance from or within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this Announcement and all documents relating to the Offer are not being, and must not be, directly or indirectly, mailed, transmitted or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this Announcement and all documents relating to the Offer (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions where to do so would violate the laws in that jurisdiction.*

*The availability of the Offer to Lonmin Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable requirements.*

*The New Sibanye-Stillwater Shares may not be offered, sold or delivered, directly or indirectly, in, into or from any Restricted Jurisdiction or to, or for the account or benefit of, any Restricted Overseas Persons except pursuant to an applicable exemption from, or in a transaction not subject to, applicable securities laws of those jurisdictions.*

#### **Notes to US holders of Lonmin Shares**

*The New Sibanye-Stillwater Shares, which will be issued in connection with the Offer, have not been, and will not be, registered under the US Securities Act or under the securities law of any state, district or other jurisdiction of the United States. Accordingly, the New Sibanye-Stillwater Shares may not be offered, sold, resold, delivered, distributed or otherwise transferred, directly or indirectly, in or into or from the United States absent registration under the US Securities Act or an exemption therefrom. The New Sibanye-Stillwater Shares are expected to be*



*issued in reliance upon the exemption from the registration requirements of the US Securities Act provided by Section 3(a)(10) thereof. Lonmin Shareholders (whether or not US persons) who are or will be affiliates (within the meaning of the US Securities Act) of Sibanye-Stillwater or Lonmin prior to, or of Sibanye-Stillwater after, the Effective Date will be subject to certain US transfer restrictions relating to the New Sibanye-Stillwater Shares received pursuant to the Scheme. For the purposes of qualifying for the exemption from the registration requirements of the US Securities Act afforded by Section 3(a)(10), Lonmin will advise the Court that its sanctioning of the Scheme will be relied upon by Sibanye-Stillwater as an approval of the Scheme following a hearing on its fairness to Lonmin Shareholders.*

*The receipt of New Sibanye-Stillwater Shares pursuant to the Offer by a US Lonmin Shareholder may be a taxable transaction for US federal income tax purposes and under applicable state and local, as well as foreign and other, tax laws. Each Lonmin Shareholder is urged to consult his independent professional adviser immediately regarding the tax consequences of the Offer.*

*It may be difficult for US Lonmin Shareholders to enforce their rights and claims arising out of the US federal securities laws, since Sibanye-Stillwater and Lonmin are located in countries other than the United States, and some or all of their officers and directors may be residents of countries other than the United States. US Lonmin Shareholders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgment.*

*None of the securities referred to in this Announcement have been approved or disapproved by the SEC, any state securities commission in the United States or any other US regulatory authority, nor have such authorities passed upon or determined the adequacy or accuracy of the information contained in this Announcement. Any representation to the contrary is a criminal offence in the United States.*

*The Offer will be subject to the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange, the Financial Conduct Authority, the UKLA and the Johannesburg Stock Exchange.*

#### **Forward-looking statements**

*This Announcement contains forward-looking statements within the meaning of the "safe harbour" provisions of the United States Private Securities Litigation Reform Act of 1995. These forward-looking statements, including, among others, those relating to Sibanye-Stillwater's and Lonmin's financial positions, business strategies, plans and objectives of management for future operations, are necessarily estimates reflecting the best judgement of the senior management and directors of Sibanye-Stillwater and Lonmin. All statements other than statements of historical facts in this Announcement may be forward-looking statements. Forward-looking statements also often use words such as "anticipate", "believe", "intend", "estimate", "expect" and words of similar meaning. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances and should be considered in light of various important factors, including those set forth in this disclaimer. Readers are cautioned not to place undue reliance on such statements. The important factors that could cause Sibanye-Stillwater's and Lonmin's actual results, performance or achievements to differ materially from those in the forward-looking statements include, among others, economic, business, political and social conditions in the United Kingdom, South Africa, Zimbabwe and elsewhere; changes in assumptions underlying Sibanye-Stillwater's and Lonmin's estimation of their current mineral reserves and resources; the ability to achieve potential synergies from the Offer; the ability to achieve anticipated efficiencies and other cost savings in connection with past and future acquisitions, as well as at existing operations; the success of Sibanye-Stillwater's and Lonmin's business strategies, exploration and development activities; the ability of Sibanye-Stillwater and Lonmin to comply with requirements that they operate in a sustainable manner; changes in the market price of gold, PGMs and/or uranium; the occurrence of hazards associated with underground and surface gold, PGMs and uranium mining; the occurrence of labour disruptions*

and industrial action; the availability, terms and deployment of capital or credit; changes in relevant government regulations, particularly environmental, tax, health and safety regulations and new legislation affecting water, mining, mineral rights and business ownership, including any interpretations thereof which may be subject to dispute; the outcome and consequence of any potential or pending litigation or regulatory proceedings or other environmental, health and safety issues; power disruptions, constraints and cost increases; supply chain shortages and increases in the price of production inputs; fluctuations in exchange rates, currency devaluations, inflation and other macro-economic monetary policies; the occurrence of temporary stoppages of mines for safety incidents and unplanned maintenance; their ability to hire and retain senior management or sufficient technically skilled employees, as well as their ability to achieve sufficient representation of historically disadvantaged South Africans' in management positions; failure of information technology and communications systems; the adequacy of insurance coverage; any social unrest, sickness or natural or man-made disaster at informal settlements in the vicinity of some of Sibanye-Stillwater's operations; and the impact of HIV, tuberculosis and other contagious diseases. These forward-looking statements speak only as of the date of this Announcement. Sibanye-Stillwater and Lonmin expressly disclaim any obligation or undertaking to update or revise any forward-looking statement (except to the extent legally required).

#### **No profit forecasts or estimates**

No statement in this Announcement is intended as a profit forecast or estimate for any period and no statement in this Announcement should be interpreted to mean that earnings or earnings per share for Sibanye-Stillwater or Lonmin, as appropriate, for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Sibanye-Stillwater or Lonmin, as appropriate.

#### **Disclosure requirements of the Takeover Code**

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) of the Takeover Code applies must be made by no later than 3.30 pm (London time) on the 10<sup>th</sup> business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10<sup>th</sup> business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8 of the Takeover Code. A Dealing Disclosure by a person to whom Rule 8.3(b) of the Takeover Code applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of

an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3 of the Takeover Code.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4 of the Takeover Code).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at <http://www.thetakeoverpanel.org.uk>, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0) 20 7638 0129.

### **Electronic communications**

Please be aware that addresses, electronic addresses and certain information provided by Lonmin Shareholders, persons with information rights and other relevant persons for the receipt of communications from Lonmin may be provided to Sibanye-Stillwater during the Offer Period as requested under Section 4 of Appendix 4 of the Takeover Code to comply with Rule 2.11(c) of the Takeover Code.

### **Publication on website and availability of hard copies**

A copy of this Announcement will be made available in due course subject to certain restrictions relating to persons resident in Restricted Jurisdictions on Sibanye-Stillwater's and Lonmin's websites at [www.sibanyestillwater.com/investors/transactions/lonmin](http://www.sibanyestillwater.com/investors/transactions/lonmin) and [www.lonmin.com/investors/sibanye-stillwater-offer](http://www.lonmin.com/investors/sibanye-stillwater-offer), respectively, by no later than 12 noon (London time) on 15 December 2017. For the avoidance of doubt, the contents of these websites are not incorporated into and do not form part of this Announcement.

You may request a hard copy of this Announcement by: (i) contacting James Wellsted, SVP Investor Relations of Sibanye-Stillwater, on +27 10 493 6923 or via email at [james.wellsted@sibanyestillwater.com](mailto:james.wellsted@sibanyestillwater.com), or Cain Farrel, Company Secretary of Sibanye-Stillwater, on +27 10 493 6921 or via email at [cain.farrel@sibanyestillwater.com](mailto:cain.farrel@sibanyestillwater.com), during business hours; or (ii) contacting St James Corporate Services Limited during business hours on +44 (0) 20 7796 8644 or by submitting a request in writing to St James's Corporate Services Limited at Suite 31, Second Floor, 107 Cheapside, London, EC2V 6DN, United Kingdom. You may also request that all future documents, announcements and information to be sent to you in relation to the Offer should be in hard copy form.

### **Rounding**

Certain figures included in this Announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

### **Rule 2.9 disclosure**

In accordance with Rule 2.9 of the Takeover Code, Lonmin confirms that, as at the date of this Announcement, it has in issue 282,784,288 ordinary shares of US\$0.0001 each. No ordinary shares are held in treasury. The International Securities Identification Number (ISIN) of the ordinary shares is GB00BYSRJ698. Lonmin has an ADR program for which Bank of New York Mellon acts as the depositary. Each Lonmin ADS represents one ordinary share of Lonmin. The Lonmin ADSs trade on the Over-The-Counter market in the United States. The trading symbol for the ADSs is LNMIY and the ISIN is US54336Q3020.

In accordance with Rule 2.9 of the Takeover Code, Sibanye-Stillwater confirms that, as at the date of this Announcement, it has in issue 2,168,721,220 ordinary shares of no par value. No ordinary shares are held in treasury. The International Securities Identification Number (ISIN) of the ordinary shares is ZAE000173951.

*Sibanye-Stillwater has an ADR program for which Bank of New York Mellon acts as depositary. Each Sibanye-Stillwater ADS represents four Sibanye-Stillwater Shares. The Sibanye-Stillwater ADRs trade on the New York Stock Exchange. The trading symbol for the Sibanye-Stillwater ADSs is SBGL and the ISIN is US8257242060.*

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION**

**THE FOLLOWING ANNOUNCEMENT IS AN ADVERTISEMENT AND NOT A PROSPECTUS OR PROSPECTUS EQUIVALENT DOCUMENT AND INVESTORS SHOULD NOT MAKE ANY INVESTMENT DECISION IN RELATION TO THE NEW SIBANYE-STILLWATER SHARES EXCEPT ON THE BASIS OF THE INFORMATION IN THE SCHEME DOCUMENT AND THE SIBANYE-STILLWATER CIRCULAR WHICH ARE PROPOSED TO BE PUBLISHED IN DUE COURSE**

**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION**

14 December 2017

**RECOMMENDED ALL-SHARE OFFER**

**for**

**Lonmin Plc ("Lonmin")**

**by**

**Sibanye Gold Limited (trading as Sibanye-Stillwater) ("Sibanye-Stillwater")**

**to be effected by means of a scheme of arrangement  
under Part 26 of the UK Companies Act 2006**

**1 Introduction**

The Boards of Sibanye-Stillwater and Lonmin are pleased to announce that they have reached agreement on the terms of a recommended all-share offer pursuant to which Sibanye-Stillwater, and/or a wholly-owned subsidiary of Sibanye-Stillwater, will acquire the entire issued and to be issued ordinary share capital of Lonmin (the "**Offer**"). It is proposed that the Offer will be effected by means of a scheme of arrangement between Lonmin and the Lonmin Shareholders under Part 26 of the UK Companies Act.

**2 The Offer**

Under the terms of the Offer, which will be subject to the Conditions and further terms set out below and in Appendix I to this Announcement and the full terms and conditions which will be set out in the Scheme Document, each Lonmin Shareholder will be entitled to receive:

**for each Lonmin Share  
Shares**

**0.967 New Sibanye-Stillwater**

Based on the 30 trading day volume weighted average price of R18.67 of Sibanye-Stillwater Shares on the Johannesburg Stock Exchange for the period ended 13 December 2017 (being the last Business Day prior to the date of this Announcement) and the exchange rate on that date being R18.056:£1, the Offer values each Lonmin Share at 100.0 pence and values the existing issued ordinary share capital of Lonmin at approximately £285 million and represents a premium of approximately:

- 57 per cent. to the closing price per Lonmin Share of 63.8 pence on 13 December 2017; and

- 41 per cent. to the 30 trading day volume weighted average price per Lonmin Share for the period ended 13 December 2017 of 71.1 pence.

The Exchange Ratio of the Offer has been determined using the 30 trading day volume weighted average price for Sibanye-Stillwater to smooth out the daily movements.

Based on the closing price of R16.11 of a Sibanye-Stillwater Share on the Johannesburg Stock Exchange on 13 December 2017 and applying the same exchange rate, the Offer values each Lonmin Share at 86.3 pence and represents a premium of approximately 35 per cent. to the closing price per Lonmin Share of 63.8 pence on 13 December 2017.

Following completion of the Acquisition, Lonmin Shareholders will hold approximately 11.3 per cent. of the Enlarged Sibanye-Stillwater Group and Sibanye-Stillwater Shareholders will hold approximately 88.7 per cent. of the Enlarged Sibanye-Stillwater Group.

The Exchange Ratio assumes that Lonmin Shareholders will not receive any dividend after the date of this Announcement. If any dividend or other distribution is authorised, declared, made or paid in respect of Lonmin Shares on or after the date of this Announcement and prior to the Effective Date, the Exchange Ratio will be adjusted downwards on an equivalent basis to reflect the amount of any such dividend or other distribution.

It is expected that the Scheme will become effective in the second half of 2018, subject to the satisfaction or (where applicable) waiver of the Conditions and certain further terms set out in Appendix I to this Announcement.

Sibanye-Stillwater Shareholder approval will also be required in relation to the allotment and issue of the New Sibanye-Stillwater Shares to Lonmin Shareholders in accordance with clause 8.2.2 of the Sibanye-Stillwater MOI, by way of an ordinary resolution. For the ordinary resolution to be approved, it must be supported by more than 50 per cent. of the voting rights exercised on the ordinary resolution at the Sibanye-Stillwater Shareholder Meeting. Sibanye-Stillwater will therefore seek the requisite approvals of the Sibanye-Stillwater Shareholders for the allotment and issue of the New Sibanye-Stillwater Shares for the purposes of the Offer at the Sibanye-Stillwater Shareholder Meeting which is expected to be held at or around the same time as the Lonmin General Meeting, both of which will be held as soon as reasonably practicable following the receipt of all of the relevant clearances from the competition and regulatory authorities, in particular those in South Africa and the United Kingdom (or if applicable, the European Union, in case a referral is made to the European Commission pursuant to Article 22 of Council Regulation (EC) 139/2004) (unless Sibanye-Stillwater and Lonmin otherwise agree).

The Scheme Document will be published in due course around the time that all relevant clearances from the competition and regulatory authorities, in particular those in South Africa and the United Kingdom (or, if applicable, the European Union, in case a referral is made to the European Commission pursuant to Article 22 of Council Regulation (EC) 139/2004), have been received. The Scheme Document will be made available in due course by Sibanye-Stillwater on its website at [www.sibanyestillwater.com/investors/transactions/lonmin](http://www.sibanyestillwater.com/investors/transactions/lonmin) and by Lonmin on its website at [www.lonmin.com/investors/sibanye-stillwater-offer](http://www.lonmin.com/investors/sibanye-stillwater-offer).

The Sibanye-Stillwater Circular, containing (amongst other things) the notice of the Sibanye-Stillwater Shareholder Meeting (including the resolution to be adopted by the Sibanye-Stillwater Shareholders), together with the Forms of Proxy, will be posted to Sibanye-Stillwater Shareholders at or around the same time as the Scheme Document is published. The Sibanye-Stillwater Circular will also be made available in due course by Sibanye-Stillwater on its website at [www.sibanyestillwater.com/investors/transactions/lonmin](http://www.sibanyestillwater.com/investors/transactions/lonmin) and by Lonmin on its website at [www.lonmin.com/investors/sibanye-stillwater-offer](http://www.lonmin.com/investors/sibanye-stillwater-offer).

### 3 Background to and reasons for the Offer

Sibanye-Stillwater believes that the Acquisition is compelling for Sibanye-Stillwater Shareholders and is a logical step in executing its PGM strategy. By combining Sibanye-Stillwater's existing, and contiguous, South African PGM assets with Lonmin's operations, including Lonmin's processing facilities, Sibanye-Stillwater will be able to unlock operational synergies and become a fully integrated PGM producer in South Africa, thereby creating value for all stakeholders.

In particular, Sibanye-Stillwater has identified the following principal benefits to the Sibanye-Stillwater Group from the Acquisition:

#### ***Consistent with Sibanye-Stillwater's strategy***

The Acquisition is consistent with Sibanye-Stillwater's South African PGM strategy following the acquisitions of Aquarius Platinum and the Rustenburg Operations from Anglo American Platinum. This strategy is underpinned by enhancing operational profitability through the realisation of operational and overhead synergies, thereby ensuring the sustainability of operations and creating value for all stakeholders. The contiguous nature of the Lonmin and Rustenburg Operations enhances the scale of Sibanye-Stillwater's operations, providing further opportunities to effectively allocate capital, improve asset performance of the asset base and facilitate operational flexibility. Optimising the utilisation on the combined assets will create long-term value for Sibanye-Stillwater Shareholders and benefit all stakeholders in the region.

Sibanye-Stillwater is a global PGM producer with 4E production of approximately 1.70Moz<sup>1</sup>. The Acquisition will materially expand Sibanye-Stillwater's PGM footprint, adding approximately 31.7Moz in proven and probable reserves (as per Lonmin's declared mineral reserves at 30 September 2016) and is expected to give the Enlarged Sibanye-Stillwater Group pro forma 4E production of 2.80Moz<sup>2</sup>.

<sup>1</sup> Sibanye-Stillwater's last two quarters, September 2017 and June 2017, attributable 4E production annualised

<sup>2</sup> Sibanye-Stillwater's last two quarters of attributable 4E production annualised plus Lonmin's LTM 4E production for September 2017.

#### ***Access to own processing facilities in South Africa***

Lonmin is one of only three fully integrated South African PGM producers with full ownership of a metallurgical processing complex, including smelting, base and precious metals refining facilities. The addition of these mine-to-market capabilities in South Africa (at an acquisition cost of significantly less than replacement cost) represents a logical step for Sibanye-Stillwater's South African PGM business, creating a fully integrated precious metals producer. Lonmin's processing facilities will allow Sibanye-Stillwater in due course to smelt and refine ore from its existing Rustenburg Operations, enhancing and improving the economics of those operations, while simultaneously ensuring a sustainable source of material for these facilities, therefore maximising return on assets.

#### ***Realisation of significant synergies between Sibanye-Stillwater and Lonmin's contiguous assets***

The Board of Sibanye-Stillwater believes that, as a direct result of the Acquisition, there are a number of areas where the Enlarged Sibanye-Stillwater Group could benefit from attractive synergies, creating additional value for Sibanye-Stillwater Shareholders. Sibanye-Stillwater has demonstrated its ability to extract synergies from the recently acquired Aquarius Platinum and Rustenburg Operations. Sibanye-Stillwater has already realised R550 million per annum in annualised operational synergies

as at 30 June 2017 from the Aquarius Platinum and Rustenburg Operations acquisitions and is expected to realise approximately R1,000 million of annualised synergies by 2018.

Sibanye-Stillwater has identified expected total pre-tax run-rate synergies of approximately R1,500 million by 2021, averaging approximately R1,280 million per annum for the period 2021 to 2032, as a result of the Acquisition, including:

- in relation to overhead services, a total of approximately R730 million per annum by 2021, with respect to:
  - shared services between members of the Enlarged Sibanye-Stillwater Group;
  - overhead costs in respect of management and marketing;
  - shared mining services; and
  - shared corporate and regulatory costs;
- in relation to processing synergies, a total of approximately R780 million per annum by 2021, averaging approximately R550 million per annum for the period 2021 to 2032, primarily by utilising spare capacity within Lonmin's smelting and refining infrastructure to process concentrate produced by the Rustenburg Operations.

These savings from overhead synergies and reduced processing costs are separate from those matters contained in Lonmin's Operational Review (as described in paragraph 4 of this Announcement) and those matters addressed in Lonmin's evolving business plan (as described in paragraph 8 of this Announcement).

Sibanye-Stillwater estimates that the implementation of the overhead synergies would give rise to expected one-off costs of approximately R80 million and a headcount reduction of approximately 700. In addition, implementation of the processing synergies would give rise to expected one-off costs of approximately R1,000 million, such one-off costs to be incurred primarily in relation to the construction of an additional smelting furnace and Sibanye-Stillwater will continue to explore other ways to mitigate such one-off costs.

Aside from such one-off costs referred to above, Sibanye-Stillwater does not expect any material dis-synergies to arise in connection with the Acquisition.

Sibanye-Stillwater has also identified a number of further initiatives and benefits which are not included in the quantified estimate of achievable synergies, including:

- the ability to mine through existing mine boundaries between Sibanye-Stillwater and Lonmin operations, allowing for the optimisation of ore extraction in these areas;
- optimal use of surface infrastructure, including concentrators, tailings deposition facilities and training and engineering infrastructure;
- optimising the mining mix of Merensky and UG2 of the Enlarged Sibanye-Stillwater Group;
- new growth capital and project prioritisation; and
- capital reorganisation in line with Sibanye-Stillwater's new consolidated regional plan.

The ability to realise synergies within the combined portfolio underpins the value enhancing nature of the Acquisition for Sibanye-Stillwater Shareholders. Sibanye-Stillwater anticipates that the Acquisition will be net asset value accretive on completion of the Acquisition and earnings and cash flow accretive in respect of Sibanye-Stillwater Shares from 2021, once the related one-off costs referred to in this paragraph 3 have been incurred

and the identified synergies begin to be realised in full by the Enlarged Sibanye-Stillwater Group. The Acquisition is expected to enhance the Enlarged Sibanye-Stillwater Group's ability to withstand the current low PGM price environment and short-term industry volatility, while also funding the long-term growth potential of the existing resources with expected improving market and economic conditions. The Enlarged Sibanye-Stillwater Group will also benefit from reduced operational risk, as greater asset diversity reduces the impact of production and disruption risk.

These statements of estimated cost savings and synergies relate to future actions and circumstances which, by their nature, involve risks, uncertainties and contingencies. As a result, the cost savings and synergies referred to may not be achieved, may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated. For the purposes of Rule 28 of the Takeover Code, the statements of estimated cost savings and synergies contained in this Announcement are solely the responsibility of Sibanye-Stillwater and the Sibanye-Stillwater Directors, and are expected to arise as a direct result of the Acquisition and could not be achieved independently of the Acquisition. Neither this statement nor any other statement in this Announcement are intended to be a profit forecast and should not be interpreted to mean that earnings per Sibanye-Stillwater Share for the current or future financial years would necessarily match or exceed the historical published earnings per Sibanye-Stillwater Share.

Part A of Appendix IV to this Announcement includes a copy of these statements of anticipated cost savings and synergies arising out of the Acquisition and provides underlying information and bases of belief. Part B and Part C of Appendix IV to this Announcement also include reports from Sibanye-Stillwater's reporting accountant, BDO, and Sibanye-Stillwater's Financial Advisers, UBS and HSBC, in connection with the anticipated quantified financial benefits statement, as required pursuant to Rule 28.1(a) of the Takeover Code. Each of BDO, UBS and HSBC has given and not withdrawn its consent to the publication of its report in this Announcement in the form and context in which it is included.

#### ***Potential upside from developmental projects***

The Acquisition will materially expand Sibanye-Stillwater's PGM footprint, adding 180.6Moz in measured, indicated and inferred resources. This significant resource base includes well advanced projects, providing significant upside optionality to deliver future stakeholder value in an appropriate economic environment. These attractive brownfield projects include K4, Limpopo and Pandora, as well as a greenfields project pipeline, including Akanani.

#### ***Sibanye-Stillwater's approach to Lonmin's operations***

By applying Sibanye-Stillwater's operating model, Sibanye-Stillwater has the ability to create value for both Sibanye-Stillwater Shareholders and Lonmin Shareholders. As part of a larger entity, Lonmin's operations will be less constrained by significant fixed overhead costs which have in the past driven the need to fill processing capacity. This has resulted in the need to plan for sub-optimal capital deployment and the potential for cross subsidisation of unprofitable mining areas. The Acquisition will enhance Sibanye-Stillwater's flexibility to apply a more prudent approach to capital investment with respect to Lonmin's assets, more closely aligned to market demands and commodity prices, enhancing the longer term sustainability of the operations for the benefit of all stakeholders.

To this end, Sibanye-Stillwater has developed a conservative Lonmin operating plan, which is not contingent on the development of new major capital projects and therefore limits downside risk while providing full upside optionality in appropriate economic and market circumstances.



Lonmin has experienced financial constraints for a number of years caused by a range of external factors such as a persistently low PGM pricing environment and the inflationary cost pressures of operating in the South African PGM mining industry, which have been further exacerbated by internal factors including operational, social and labour issues.

On 21 October 2015, Lonmin announced a rights issue to raise approximately US\$407 million in gross proceeds and executed an agreement on an amended facilities agreement with its lenders, together with a new business plan, which were intended to put the Lonmin Group in a stronger financial position and enable it to deal with a low PGM pricing environment. The 2015 rights issue was the third rights issue undertaken by the Lonmin Group since 2009, with approximately US\$1.6 billion of aggregate gross proceeds raised from the three rights issues.

Since 2015, Lonmin's strategy has been to focus on factors within its control in order to maintain broadly flat unit costs and cash generation, with a particular focus on reducing fixed costs, removing high cost production, reducing capital expenditure and continuing to improve relationships with key stakeholders. However, the adverse PGM pricing environment has continued to prevail and the inflationary cost pressures have remained, exacerbated by a strong R:US\$ exchange rate.

On 15 May 2017, as part of its interim results for the period ended 31 March 2017, Lonmin announced that its auditors had identified an issue in relation to the Lonmin Group's ability to continue as a going concern due to a material uncertainty in relation to its existing debt facilities. This was due to a non-cash impairment to the carrying value of the Lonmin Group's assets, and the possibility that a further impairment could result in Lonmin breaching its consolidated tangible net worth ("**TNW**") financial covenants and thereby triggering the potential withdrawal of the Lonmin Group's debt facilities. The TNW financial covenants are reviewed monthly with significant movements in TNW likely to result from impairment reviews which take place every six months on the reporting dates. Impairments are driven by variables including macroeconomic factors outside Lonmin's direct control, such as the period-end R:US\$ exchange rate (the volatility of which also creates inherent uncertainty around the impairment testing) and the PGM price outlook.

On 7 August 2017, Lonmin announced the initial conclusions of an ongoing operational review (the "**Operational Review**") with the primary objective of preserving value for shareholders and safeguarding the long-term interests of employees and all key stakeholders. The immediate results of the Operational Review included initiatives to generate cash and reduce fixed costs with the objective of supporting a sustainable business. This included exploring the potential disposal of selected assets and the reduction in fixed overhead costs by R500 million by the end of the financial year ending 30 September 2018.

On 6 October 2017, Lonmin announced that it had requested and obtained a pre-emptive waiver for its TNW financial covenants from its lenders until 30 March 2018 to provide sufficient time to reach a conclusion on its Operational Review.

On 3 November 2017, Lonmin announced that the publication of its audited financial statements for the financial year ended 30 September 2017 would be delayed pending potentially significant outcomes of the Operational Review. Lonmin noted that such outcomes (together with ongoing discussions with its existing and prospective lenders) could have a material bearing on the Lonmin Directors' assessment of the basis of preparation of the audited financial statements of Lonmin for the financial year ended 30 September 2017 as a going concern.

In recent months, and in parallel with its work on the Operational Review, the Board of Lonmin has also been in discussions with Sibanye-Stillwater about a possible offer for Lonmin. The Board of Lonmin has concluded that the acquisition of Lonmin by Sibanye-Stillwater represents a comprehensive and more certain solution to the challenges facing Lonmin than Lonmin

could achieve by any alternative route. The Board of Lonmin believes that a combination of Sibanye-Stillwater and Lonmin creates a larger and more resilient company, with greater geographical and commodity diversification, that is better able to withstand short-term commodity price and foreign exchange volatility. The Offer also allows Lonmin Shareholders to participate in:

- the growth and value creation opportunities of the Enlarged Sibanye-Stillwater Group;
- the benefits from the realisation of synergies from the combination of Sibanye-Stillwater and Lonmin; and
- any long-term recovery in the fundamentals of the PGM sector.

In addition, the Board of Lonmin believes that the Offer delivers the best value for Lonmin Shareholders. Based on the 30 trading day volume weighted average price of R18.67 of Sibanye-Stillwater Shares on the Johannesburg Stock Exchange for the period ended 13 December 2017 (being the last Business Day prior to the date of this Announcement) and the exchange rate on that date being R18.056:£1, the Offer values each Lonmin Share at 100.0 pence and represents a premium of approximately:

- 57 per cent. to the closing price per Lonmin Share of 63.8 pence on 13 December 2017; and
- 41 per cent. to the 30 trading day volume weighted average price per Lonmin Share for the period ended 13 December 2017 of 71.1 pence.

Based on the closing price of R16.11 of a Sibanye-Stillwater Share on the Johannesburg Stock Exchange on 13 December 2017 and applying the same exchange rate, the Offer values each Lonmin Share at 86.3 pence and represents a premium of approximately 35 per cent. to the closing price per Lonmin Share of 63.8 pence on 13 December 2017.

The Board of Lonmin believes that there is a significant risk of Lonmin breaching its TNW financial covenants on 31 March 2018. In this event, in the absence of the Offer or an alternative material transaction resulting from the Operational Review, Lonmin may be unable to obtain a waiver from its lenders and/or additional liquidity. In these circumstances, Lonmin is unlikely to be able to repay or refinance its existing facilities while meeting its working capital requirements and, as a result, Lonmin may be unable to continue as a going concern at that time. Prior to this Announcement, Lonmin has had encouraging discussions with representatives of its South African Rand lenders regarding their willingness to grant further waivers. Immediately following this Announcement, Lonmin intends to engage with all of its lenders in order to obtain the further waiver of such covenants until completion of the Acquisition.

Prior to completion of the Acquisition, Lonmin intends to work with Sibanye-Stillwater (to the extent legally permissible) to ensure that the business continues to address the financial and operational challenges it faces in the best long-term interests of Lonmin and Lonmin Shareholders.

## **5 Lonmin Directors' recommendations and irrevocable undertakings**

The Lonmin Directors, who have been so advised by Gleacher Shacklock, J.P. Morgan Cazenove and Moshe Capital as to the financial terms of the Offer, consider the terms of the Offer to be fair and reasonable. In providing advice to the Lonmin Directors, Gleacher Shacklock, J.P. Morgan Cazenove and Moshe Capital have taken into account the commercial assessments of the Lonmin Directors.

The Lonmin Directors consider the terms of the Offer to be in the best interests of Lonmin Shareholders as a whole and intend unanimously to recommend that Lonmin Shareholders vote in favour of the Scheme at the Court Meeting and the resolutions to be proposed at the Lonmin General

Meeting which is to be convened to approve the Offer, as the Lonmin Directors have irrevocably undertaken to Sibanye-Stillwater to do in respect of their own beneficial shareholdings in Lonmin which amount in aggregate to 75,498 Lonmin Shares, representing approximately 0.026698 per cent. of the existing issued ordinary share capital of Lonmin in issue on 13 December 2017 (being the last Business Day prior to the date of this Announcement).

In the event that the Acquisition is implemented by way of a Takeover Offer, the Lonmin Directors intend unanimously to recommend that Lonmin Shareholders accept or procure acceptance of such Takeover Offer. It is the Lonmin Directors' intention, immediately following the announcement by Lonmin of its results for the financial year ended 30 September 2017, which will end the closed period to which Lonmin is subject under Article 19(11) of the Market Abuse Regulation as at the date of this Announcement, to undertake irrevocably to accept or procure the acceptance of such Takeover Offer in respect of their own holdings of Lonmin Shares.

Further details of these irrevocable undertakings (including the circumstances in which they will fall away) are set out in Appendix III to this Announcement.

## **6 Information on Sibanye-Stillwater**

The Sibanye-Stillwater Group is a global precious metal mining group, producing a mix of metals that includes gold and PGMs. Globally, the Sibanye-Stillwater Group is a major producer of platinum and palladium and features among the world's top 10 producers of gold, based on annual production at such operations in 2016.

Domiciled and headquartered in South Africa, Sibanye-Stillwater has a primary listing on the Main Board of the Johannesburg Stock Exchange and an ADR program traded on the New York Stock Exchange. The Sibanye-Stillwater Group owns and operates a portfolio of high quality operations and projects, which are managed by regions: (i) the Southern African region; and (ii) the United States region.

The Southern African region houses the gold and PGM operations and projects located in South Africa and Zimbabwe. These include the underground and surface gold mining operations in South Africa, being the Cooke Operations, Driefontein Operations and Kloof Operations in the West Witwatersrand region of Gauteng Province and the Beatrix Operation in the Free State Province. The Sibanye-Stillwater Group owns 74 per cent. of the Cooke Operations, with BBEE stakeholders owning the remaining 26 per cent. The Sibanye-Stillwater Group also owns and manages significant gold extraction and processing facilities where ore is treated and beneficiated to produce gold doré. In addition, several organic projects that are currently underway are aimed at sustaining these gold mining operations into the long-term. The Sibanye-Stillwater Group's PGM assets in the Southern African region are a 50 per cent. interest in the Kroondal Operations, a 91.7 per cent. interest in Platinum Mile and the Rustenburg Operations (of which the Sibanye-Stillwater Group owns 74 per cent. with the BBEE stakeholders owning the remaining 26 per cent.) in the North West Province in South Africa, and a 50 per cent. indirect interest in the Mimosa Operations in Zimbabwe.

The United States region houses the Sibanye-Stillwater Group's PGM operations and projects located in the United States, Canada and Argentina. These include the Stillwater Mine and East Boulder Mine and the Blitz Project in Montana, as well as two exploration-stage projects, Marathon (a PGM-copper porphyry in Ontario, Canada) and Altar (a copper-gold property in San Juan, Argentina). Assets in the United States region also include the Columbus Metallurgical Complex in Montana. This Complex houses the concentrator and smelter facilities as well as a base metal refinery, which produces a PGM-rich filter cake that is further refined by a third-party precious metal refinery. These processing and metallurgical facilities are

also used to process recycled material, such as spent autocatalytic convertors and petroleum refinery catalysts.

Sibanye-Stillwater supports the acceleration of the social and economic transformation of the South African mining industry. Sibanye-Stillwater has successfully concluded a number of BBBEE transactions that have resulted in empowering a broad-based group of South African citizens and believes that it is currently fully empowered under the MPRDA and the Mining Charter. Sibanye-Stillwater is supportive of Lonmin's empowerment structure and will be engaging with Lonmin's BEE stakeholders following this Announcement.

In the financial year ended 31 December 2016, Sibanye-Stillwater generated R31.241 billion in revenue, operating profit of R6.490 billion and net profit of R3.271 billion.

As at 13 December 2017 (being the last Business Day prior to the date of this Announcement), Sibanye-Stillwater had a market capitalisation of R34.9 billion (approximately £1.9 billion).

## **7 Information on Lonmin**

The Lonmin Group is a primary producer of PGMs and engages in the discovery, extraction, refining and marketing of PGMs. The Lonmin Group operates a vertically integrated business model with an established infrastructure.

Lonmin is a public limited company registered in England and Wales. Lonmin has a primary listing on the premium segment of the Official List of the London Stock Exchange and a secondary listing on the Main Board of the Johannesburg Stock Exchange. Lonmin also has a sponsored ADR program for which Bank of New York Mellon acts as the depository. Each Lonmin ADS represents one ordinary share of Lonmin. The Lonmin ADSs trade on the Over-The-Counter market in the United States.

The Lonmin Group's revenue-generating operations are located in the Bushveld Igneous Complex in South Africa. The Lonmin Group's core mining operations, comprising 11 shafts and inclines in total, are located at Marikana, on the western limb of the Bushveld Igneous Complex in the North West Province, and contributed 97.7 per cent. (on an attributable basis) of its total mined production for the year ended 30 September 2016. The Lonmin Group also operates an adjoining property known as Pandora, which has recently been incorporated into the wider Marikana operations. The Lonmin Group owns a further PGM mine located in the Limpopo Province, which was placed on care and maintenance in March 2009.

The Lonmin Group has PGM exploration and development projects in various other locations. These include Akanani, which is located in Limpopo Province and three joint ventures covering 36 properties in the Sudbury Basin in Ontario, Canada.

The Lonmin Group has its PGM processing facilities at Marikana and Brakpan, with an annual platinum capacity of 1.5Moz.

As at 30 September 2016, the Lonmin Group had 180.6Moz of mineral resources of platinum, palladium, rhodium and gold (comprising 7.3Moz of measured resources, 102.6Moz of indicated resources and 70.7Moz of inferred resources), including 101.0Moz of platinum resources (comprising 4.6Moz of measured platinum resources, 56.7Moz of indicated platinum resources and 39.7Moz of inferred platinum resources). Total refined 6E production for the financial year ended 30 September 2016 was 741,890 ounces of platinum and 1,440,724 ounces of PGMs in total.

In the financial year ended 30 September 2016, Lonmin generated US\$1,118 million in revenue, underlying operating profit of US\$7 million and operating loss of US\$322 million and as at that date had total assets of US\$2,018 million.

As at close of business on 12 December 2017 (being the last practicable date prior to the date of this Announcement), the Lonmin Group had 24,617 full-time employees and utilised a further 8,063 contractors.

## **8 Directors, management, employees and locations**

### ***Lonmin***

As noted in paragraph 4 of this Announcement, and which Lonmin believes it has in common with several other South African platinum mining companies, Lonmin's business has experienced ongoing financial constraints for a number of years caused by a range of external factors such as a persistently low PGM pricing environment and the inflationary cost pressures of operating in the South African PGM industry, which have been further exacerbated by internal factors including operational, social and labour issues.

The Board of Lonmin believes that if these low prices persist, in addition to the drop-off in production profile of the ageing Generation One shafts, and regardless of whether or not the Acquisition is implemented, potentially in excess of 12,000 jobs in Lonmin would be at risk over the next three years.

Lonmin continuously engages with its workforce through future forums in order to manage and mitigate the risk of job losses and of placing mines on care and maintenance. Through these future forums Lonmin also communicates the economic and operational realities of its business to its workforce and discusses the efficiencies it seeks in order to mitigate job losses.

In connection with the outcomes of the Operational Review, Lonmin expects that it will be necessary to place its ageing Generation One shafts, which are at the end of their reserve lives, on care and maintenance. It is anticipated that these steps would be accompanied by associated overhead savings to contain operational costs.

Lonmin's evolving business plan will possibly result in headcount reductions associated with placing shafts on care and maintenance and this process has commenced in accordance with South African laws and in consultation with employee representative bodies. The placing of the Generation One shafts on care and maintenance, together with the operational efficiency improvement program which commenced in 2015, could impact approximately 3,700 employees (including approximately 800 contractors) in 2018. Placing further Generation One shafts on care and maintenance in 2019 could impact approximately a further 4,800 operational employees (including approximately 2,000 contractors). This potential reduction in the operational base would necessitate the downscaling of overhead and support services, placing approximately a further 500 employees possibly at risk of job losses. While the impact on possible job losses in the first two years is primarily driven by placing high-cost and depleting Generation One shafts on care and maintenance, forecasting the potential impact on employment beyond a two year period is dependent on future commodity prices and business liquidity. However, should commodity prices remain in their current depressed state for a further three years an additional estimated 3,600 jobs could be at risk in 2020.

### ***Enlarged Sibanye-Stillwater Group***

Sibanye-Stillwater has reviewed Lonmin's evolving business plan and concurs that the restructuring is necessary as mining operations reach the end of their reserve lives.

The Boards of Sibanye-Stillwater and Lonmin recognise that the integration of Lonmin into the Enlarged Sibanye-Stillwater Group will create the opportunity to achieve the expected synergistic benefits of the Acquisition, enhancing the potential longer term sustainability of Lonmin's remaining (excluding the Generation One shafts) operations. In addition to benefitting ongoing operating costs, this integration will also result in creating flexibility associated with the timing of the significant capital investment that would be

required to develop the next generation operating shafts to sustain mining output from Lonmin's operations.

The synergy work carried out to date has confirmed the potential to generate cost-savings for the Enlarged Sibanye-Stillwater Group. Although Sibanye-Stillwater continues to develop an initial business plan for the Enlarged Sibanye-Stillwater Group, it estimates that headcount reductions of approximately 890 (including approximately 320 contactors) employees not envisaged in the Lonmin evolving business plan for 2018 to 2020 could be required. These reductions include approximately 700 employees from the Enlarged Sibanye-Stillwater Group in executive functions, management and centralised roles in areas of overlapping corporate and support functions (including in respect of shared services, management, marketing, mining services, corporate and regulatory costs).

Finalisation of the business plan for the Enlarged Sibanye-Stillwater Group and integration planning will follow a transparent and detailed review of the Lonmin Group's business and will be conducted in line with the regulatory processes in South Africa, which include engagement and consultation with employees and their representative bodies. The implementation of any such restructuring would seek to identify and retain the best talent from both Sibanye-Stillwater and Lonmin.

The non-executive Lonmin Directors will resign from the Board of Lonmin upon completion of the Acquisition.

#### ***Lonmin's operational headquarters***

Sibanye-Stillwater expects to retain Lonmin's operational headquarters in Marikana, but recognises that opportunities exist to rationalise premises and final locations of the Enlarged Sibanye-Stillwater Group. A thorough assessment will be undertaken in this regard following completion of the Acquisition. It is expected that the Enlarged Sibanye-Stillwater Group's global corporate office will remain in Johannesburg and that Lonmin's office in London will close.

The contractual and statutory employment rights, including in relation to pensions, of all Sibanye-Stillwater and Lonmin employees will be fully observed in accordance with applicable law following completion of the Acquisition.

## **9 Lonmin Share Plans**

Participants in Lonmin Share Plans will be contacted regarding the effect of the Offer on their rights under the Lonmin Share Plans and appropriate proposals will be made to such participants in due course. Further details of the terms of such proposals will be included in the Scheme Document and in separate letters to be sent to participants in the Lonmin Share Plans.

## **10 Lonmin's credit facilities**

The Lonmin Group has in place two credit facilities with a number of banks. The aggregate amount outstanding under these credit facilities is approximately US\$150 million. Lonmin will fully prepay and cancel all of such credit facilities at, or immediately prior to, completion of the Acquisition.

In addition, as at 12 December 2017 (being the last practicable date prior to the date of this Announcement), the Lonmin Group maintains a net cash position, such that the total value of the cash (including cash equivalents and other liquid assets) available to the Lonmin Group exceeds the total value of the debts and liabilities of the Lonmin Group. Lonmin intends to notify Sibanye-Stillwater in writing if, at any time prior to the Longstop Date, the Lonmin Group moves, or anticipates that it will move, to a net debt position such that the total value of the Lonmin Group's debts and liabilities exceeds the total value of the cash (including cash equivalents and other liquid assets) available to the Lonmin Group.

## **11 Structure of and Conditions to the Offer**

It is intended that the Offer will be effected by means of a Court-approved scheme of arrangement between Lonmin and Lonmin Shareholders under Part 26 of the UK Companies Act.

The purpose of the Scheme is to provide for Sibanye-Stillwater to become the holder of the entire issued and to be issued ordinary share capital of Lonmin. This is to be achieved by the transfer of the Lonmin Shares to Sibanye-Stillwater, in consideration for which the Lonmin Shareholders will receive the New Sibanye-Stillwater Shares on the basis set out in paragraph 2 of this Announcement.

The Offer is subject to the Conditions and further terms set out below and in Appendix I to this Announcement and to be set out in the Scheme Document and the Forms of Proxy and will only become effective if, among other things, the following events occur on or before 28 February 2019 or such later date as may be agreed in writing by Sibanye-Stillwater and Lonmin (with the Panel's consent and as the Court may approve (if such approval(s) are required)):

- (i) the approval of the Scheme by a majority in number of the Lonmin Shareholders who are present and vote (and are entitled to vote), whether in person or by proxy, at the Court Meeting and who represent 75 per cent. in value of the Lonmin Shares voted by those Lonmin Shareholders;
- (ii) the resolutions required to implement the Scheme being duly passed by Lonmin Shareholders representing the requisite majority or majorities of votes cast at the Lonmin General Meeting (or at any adjournment of that meeting);
- (iii) the approval of the Scheme by the Court (with or without modification, but subject to any modification being on terms acceptable to Lonmin and Sibanye-Stillwater);
- (iv) the delivery of a copy of the Court Order to the Registrar of Companies;
- (v) certain competition and regulatory approvals (including in South Africa and the United Kingdom (or the European Union, in case a referral is made to the European Commission pursuant to Article 22 of the Council Regulation (EC) 139/2004) being obtained;
- (vi) the Licences Condition, as described below, not being invoked;
- (vii) the resolution of Sibanye-Stillwater Shareholders to allot and issue the New Sibanye-Stillwater Shares in connection with the Offer being duly passed by Sibanye-Stillwater Shareholders representing more than 50 per cent. of the voting rights exercised on the ordinary resolution at the Sibanye-Stillwater Shareholder Meeting (or at any adjournment of that meeting); and
- (viii) the New Sibanye-Stillwater Shares being admitted to trading on the Johannesburg Stock Exchange.

The Offer will lapse if:

- the Court Meeting and the Lonmin General Meeting are not held on or before the 22<sup>nd</sup> day after or the expected date of the Court Meeting and the Lonmin General Meeting to be set out in the Scheme Document in due course (or such later date as may be agreed between Sibanye-Stillwater and Lonmin);
- the Court hearing to approve the Scheme is not held on or before the 22<sup>nd</sup> day after the expected date of the Court sanction hearing to be set out in the Scheme Document in due course (or such later date as may be agreed between Sibanye-Stillwater and Lonmin); or
- the Scheme does not become effective by the Longstop Date,

provided, however, that the deadlines for the timing of the Court Meeting, the Lonmin General Meeting and the Court hearing to approve the Scheme as set out above may be waived by Sibanye-Stillwater, and the deadline for the Scheme to become effective may be extended by agreement between Lonmin and Sibanye-Stillwater.

Sibanye-Stillwater and Lonmin have agreed in principle that if the Acquisition does not complete as a result of Sibanye-Stillwater Shareholders not passing the resolution to be proposed in connection with the Acquisition at the Sibanye-Stillwater Shareholder Meeting, Sibanye-Stillwater and Lonmin will, at Lonmin's option, enter into good faith discussions to enter into an asset transaction as envisaged as part of the Operational Review pursuant to which Sibanye-Stillwater would acquire Lonmin assets of sufficient quantum to ensure Lonmin could continue to operate as a going concern in the medium term. Such an arrangement would be subject to all necessary approvals including by Lonmin Shareholders.

The Licences Condition is specifically drawn to the attention of Lonmin Shareholders. It is a Condition of the Offer that, following the date of this Announcement, there is no cancellation of any prospecting right or mining right held by a member of the Wider Lonmin Group pursuant to Section 47 of the MPRDA where such cancellation is material in the context of the Wider Lonmin Group taken as a whole, and if such a cancellation has occurred it has not been: (i) withdrawn, lifted or revoked in writing by the Minister; or (ii) set aside, nullified or otherwise suspended by the order of a court of competent jurisdiction, within 15 Business Days of such cancellation (or, if earlier, by the date scheduled for the Court hearing to approve the Scheme).

Subject to satisfaction (or waiver, where applicable) of the Conditions, the Scheme is expected to become effective in the second half of 2018.

Upon the Scheme becoming effective, it will be binding on all Lonmin Shareholders, irrespective of whether or not they attended or voted at the Court Meeting or the Lonmin General Meeting.

Further details of the Scheme, including an indicative timetable for its implementation, will be set out in the Scheme Document.

## **12 Lonmin dividends**

The Exchange Ratio assumes that Lonmin Shareholders will not receive any dividend after the date of this Announcement. If any dividend or other distribution is authorised, declared, made or paid in respect of Lonmin Shares on or after the date of this Announcement, the Exchange Ratio will be adjusted downwards on an equivalent basis to reflect the amount of any such dividend or other distribution.

## **13 Fractional entitlements**

Fractions of New Sibanye-Stillwater Shares will not be issued pursuant to the Offer. Entitlements to New Sibanye-Stillwater Shares pursuant to the Offer will be rounded down to the nearest whole number of New Sibanye-Stillwater Shares.

## **14 Admission of New Sibanye-Stillwater Shares and de-listing of Lonmin Shares**

The New Sibanye-Stillwater Shares will, when issued, be ordinary shares in the authorised capital of Sibanye-Stillwater each with no par value, will be fully paid and rank *pari passu* in all respects with the Sibanye-Stillwater Shares in issue at the date of this Announcement.

It is expected that Admission of the New Sibanye-Stillwater Shares to the Main Board of the Johannesburg Stock Exchange will become effective and dealings for normal settlement in the New Sibanye-Stillwater Shares will commence at or shortly after 9.00 am (Johannesburg time) on the Admission Date.



Prior to the Scheme becoming effective on the Effective Date, Lonmin will make an application for the cancellation of listing of the Lonmin Shares on the Official List and trading on the Main Market of the London Stock Exchange and for a removal from the Main Board of the Johannesburg Stock Exchange, which is expected to take effect with regard to the Official List and the Main Market of the London Stock Exchange from the Admission Date and with regard to the Main Board of the Johannesburg Stock Exchange from the Business Day after the Admission Date.

The last day of dealings in Lonmin Shares on the Main Market of the London Stock Exchange is expected to be the Business Day immediately prior to the Effective Date and no transfers will be registered after 6.00 pm (London time) on that date. The last day of dealings in Lonmin Shares on the board of the Johannesburg Stock Exchange is expected to be the fourth Business Day prior to the Admission Date and no transfers shall be registered after 5.00 pm (Johannesburg time) on that date.

From the first Business Day following the Effective Date, share certificates in respect of the Lonmin Shares will cease to be held within the CREST and STRATE systems and will be cancelled.

It is also proposed that, following the Effective Date and after the Lonmin Shares are de-listed, Lonmin will be re-registered as a private limited company.

## **15 Share dealing facility**

Subject to clarifying any legal or regulatory requirements or restrictions and subject to Panel consent, Sibanye-Stillwater intends to offer a dealing facility to certain retail Lonmin Shareholders under which the New Sibanye-Stillwater Shares to which such Lonmin Shareholders become entitled may be sold for their benefit. Details of any such dealing facility will be included in the Scheme Document.

## **16 Lonmin American Depositary Shares**

Lonmin ADS holders will not be entitled to vote directly on the Scheme and the Offer. However, Lonmin ADS holders have the right to instruct the Lonmin Depositary how to vote the Lonmin Shares in respect of the Lonmin Shares underlying the Lonmin ADSs, subject to and in accordance with the terms of the Deposit Agreement. Lonmin ADS holders should take particular notice of the deadline for providing voting instructions, which may be earlier than that applicable to holders of Lonmin Shares.

Lonmin ADS holders that wish to vote directly on the Scheme and the Offer must surrender their Lonmin ADSs to the Lonmin Depositary, pay the Lonmin Depositary's fees and charges in accordance with the Deposit Agreement and become holders of Lonmin Shares prior to the Scheme Voting Record Time, and in each case subject to and in accordance with the terms of the Deposit Agreement. Lonmin ADS holders that wish to vote directly on the Scheme should take care to surrender their Lonmin ADSs in time to permit processing to be completed by the Lonmin Depositary and its English custodian prior to the Scheme Voting Record Time. If you hold Lonmin ADSs through a broker or other securities intermediary, you should contact the intermediary to determine the date by which you must instruct that intermediary to act in order that the necessary processing can be completed in time.

## **17 Offer-related arrangements**

### ***Confidentiality Agreement***

Sibanye-Stillwater and Lonmin entered into a confidentiality and standstill agreement on 18 October 2017 (the "**Confidentiality Agreement**") pursuant to which each of Sibanye-Stillwater and Lonmin has undertaken to keep confidential information relating to the other party, not to disclose it to third parties (other than to permitted disclosees) unless required by law or regulation and only use it in connection with the Acquisition. These

confidentiality obligations will remain in force until completion of the Acquisition or, in the event of termination of the Acquisition, for a period of two years from the date of the Confidentiality Agreement. Sibanye-Stillwater also agreed to certain standstill undertakings, all of which ceased to apply upon the release of this Announcement.

The Confidentiality Agreement also contains undertakings from both Lonmin and Sibanye-Stillwater that, for a period of 18 months from the date of the Confidentiality Agreement, neither Sibanye-Stillwater nor Lonmin will, directly or indirectly, solicit or entice away certain persons employed or engaged by the other party or any of its affiliates with a view to inducing those employees to leave such employment or engagement, nor, directly or indirectly solicit, entice away, canvass or approach certain suppliers or customers of the other party or any of its affiliates for the purpose of offering or receiving goods or services of the same or similar type from or to such person.

### ***Co-operation Agreement***

Sibanye-Stillwater and Lonmin have entered into the Co-operation Agreement dated 14 December 2017, pursuant to which, among other things, Sibanye-Stillwater has agreed to lead in developing, preparing and submitting all filings, notifications or submissions in relation to all clearances and regulatory conditions with respect to the Acquisition, except to the extent that: (i) Lonmin is required to make its own filings, notifications or submissions (in which case Lonmin will submit such filings, notifications or submissions); or (ii) Sibanye-Stillwater and Lonmin are required to make joint filings, notifications or submissions (in which case Sibanye-Stillwater and Lonmin will jointly submit such filings, notifications or submissions). Sibanye-Stillwater and Lonmin have also agreed to provide such information and assistance as the other party may reasonably request for the purpose of obtaining all regulatory clearances.

The Co-operation Agreement also records Sibanye-Stillwater and Lonmin's intention to implement the Acquisition by way of the Scheme, subject to Sibanye-Stillwater having the right to implement the Acquisition by way of a Takeover Offer in certain circumstances. The Co-operation Agreement also provides that Sibanye-Stillwater will consult Lonmin in relation to the preparation of the Sibanye-Stillwater Circular. Sibanye-Stillwater has also agreed to provide promptly to Lonmin all such information relating to Sibanye-Stillwater and assistance as Lonmin may reasonably request for the purpose of preparing the Scheme Document (and/or other Lonmin shareholder documentation).

The Co-operation Agreement also includes undertakings by Sibanye-Stillwater to: (i) convene the Sibanye-Stillwater Shareholder Meeting, which is expected to be held at or around the same time as the Lonmin General Meeting, as soon as reasonably practicable following the receipt of all the relevant clearances from the competition and regulatory authorities, in particular those in South Africa and the United Kingdom (or, if applicable, the European Union (in case a referral is made to the European Commission pursuant to Article 22 of Council Regulation (EC) 139/2004)) (unless Sibanye-Stillwater and Lonmin otherwise agree); and (ii) recommend that Sibanye-Stillwater Shareholders vote in favour of the relevant resolution at the Sibanye-Stillwater Shareholder Meeting.

Lonmin and Sibanye-Stillwater have agreed that the Co-operation Agreement will terminate in the following circumstances:

- (i) the Scheme is withdrawn or lapses prior to the Longstop Date, other than where such lapse or withdrawal: (a) is a result of Sibanye-Stillwater exercising its right to implement the Acquisition by way of a Takeover Offer; or (b) either is not confirmed by Sibanye-Stillwater or is followed within five Business Days by an announcement under Rule 2.7 of the Takeover Code made by Sibanye-Stillwater (or a person acting in concert with it) to implement the Acquisition by way of different offer or scheme or arrangement on substantially the same or improved terms);

- (ii) the Lonmin Directors fail to recommend that Lonmin Shareholders vote in favour of the Scheme in the Scheme Document or they withdraw, qualify or modify the recommendation in an adverse manner or announce an intention to do so prior to the Court Meeting and the Lonmin General Meeting and Sibanye-Stillwater elects to terminate the Co-operation Agreement;
- (iii) if Sibanye-Stillwater elects to exercise its right to implement the Acquisition by way of a Takeover Offer, the Lonmin Directors withdraw, qualify or modify their recommendation of the Takeover Offer in an adverse manner or announce an intention to do so and Sibanye-Stillwater elects to terminate the Co-operation Agreement;
- (iv) the Scheme does not become effective before the Longstop Date, or if Sibanye-Stillwater elects to exercise its right to implement the Acquisition by way of a Takeover Offer and the Takeover Offer does not become wholly unconditional before the Longstop Date; or
- (v) Sibanye-Stillwater and Lonmin agree in writing to such termination.

The Co-operation Agreement also contains provisions that will apply in respect of Lonmin Share Plans, including that Lonmin has agreed that it will not process or issue any Lonmin Shares to satisfy the exercise of any options granted under the Lonmin Share Plans between the Scheme Voting Record Time and the Effective Date.

#### ***Regulatory Clean Team Protocol***

Sibanye-Stillwater and Lonmin have put in place a Regulatory Clean Team Protocol which sets out how confidential information that is competitively sensitive can be disclosed, used, or shared between Sibanye-Stillwater's external legal counsel and/or economists and Lonmin's external legal counsel and/or economists for the purposes of obtaining the consent of competition authorities and/or other regulatory clearances in connection with the Offer.

#### ***Due Diligence Clean Team Protocol***

In addition, Sibanye-Stillwater and Lonmin have put in place a Due Diligence Clean Team Protocol which sets out how certain other confidential information that is competitively sensitive can be disclosed, used or shared between Sibanye-Stillwater and Lonmin and their professional advisers for the purposes of due diligence, synergies determination, evaluation, planning transition and regulatory clearances in connection with the Offer.

## **18 Opening Position Disclosure of interests in Lonmin**

As at the close of business on 13 December 2017 (being the last Business Day prior to the date of this Announcement) neither Sibanye-Stillwater, nor any of its directors, nor, so far as Sibanye-Stillwater is aware, any person acting in concert (within the meaning of the Takeover Code) with it has: (i) any interest in or right to subscribe for any relevant securities of Lonmin; or (ii) any short positions in respect of relevant Lonmin Shares (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery: or (iii) borrowed or lent any relevant Lonmin Shares (including, for these purposes, any financial collateral arrangements of the kind referred to in Note 4 on Rule 4.6 of the Takeover Code), save for any borrowed shares which had been either on-lent or sold.

"Interests in securities", for these purposes, arise, in summary, when a person has long economic exposure, whether absolute or conditional, to changes in the price of securities (and a person who only has a short position in securities is not treated as interested in those securities). In particular, a person will be treated as having an "interest" by virtue of the ownership, voting rights or control of securities, or by virtue of any agreement to purchase, option in respect of, or derivative referenced to, securities.

It has not been practicable for Sibanye-Stillwater to make enquiries of all of its concert parties in advance of the release of this Announcement. Therefore, all relevant details in respect of Sibanye-Stillwater's concert parties will be included in the Opening Position Disclosure in accordance with Rule 8.1(a) and Note 2(a)(i) on Rule 8 of the Takeover Code.

## **19 General**

The Scheme Document and the Forms of Proxy accompanying the Scheme Document will be published in due course around the time that all relevant clearances from the competition and regulatory authorities, in particular those in South Africa and the United Kingdom (or, if applicable, the European Union, in case a referral is made to the European Commission pursuant to Article 22 of Council Regulation (EC) 139/2004), have been received. The Scheme Document and Forms of Proxy will be made available to all Lonmin Shareholders at no charge to them.

The Sibanye-Stillwater Circular, containing (amongst other things) the notice of the Sibanye-Stillwater Shareholder Meeting (including the resolution to be adopted by the Sibanye-Stillwater Shareholders), together with the Forms of Proxy, will be posted to Sibanye-Stillwater Shareholders at or around the same time as the Scheme Document is published. The Sibanye-Stillwater Circular will be made available in due course by Sibanye-Stillwater on its website at [www.sibanyestillwater.com/investors/transactions/lonmin](http://www.sibanyestillwater.com/investors/transactions/lonmin) and by Lonmin on its website at [www.lonmin.com/investors/sibanye-stillwater-offer](http://www.lonmin.com/investors/sibanye-stillwater-offer).

Sibanye-Stillwater reserves the right to elect (subject to the consent of the Panel) to implement the Acquisition of the Lonmin Shares by way of a takeover offer as an alternative to the Scheme. In such event, the Acquisition will be implemented on substantially the same terms as those which would apply to the Scheme (subject to appropriate amendments, including an acceptance condition set at 90 per cent. of the Lonmin Shares to which such offer relates or such lesser percentage, being more than 50 per cent., as Sibanye-Stillwater may decide or the Panel may require).

The Offer will be made on the terms and subject to the Conditions and further terms set out in Appendix I to this Announcement and included in the Scheme Document. The bases and sources of financial information and bases of calculations contained in this Announcement are set out in Appendix II to this Announcement. A summary of the irrevocable undertakings is contained in Appendix III to this Announcement. Appendix IV to this Announcement contains details of and bases of calculation of the anticipated financial benefits of the Offer. Certain terms used in this Announcement are defined in Appendix V to this Announcement.

UBS, HSBC, Qinisele Resources, BDO, Gleacher Shacklock, J.P. Morgan Cazenove, Moshe Capital and Greenhill have each given and not withdrawn their consent to the publication of this Announcement, with the inclusion herein of the references to their names in the form and context in which they appear.

There will be an investor and analyst presentation at 11.00 am (Johannesburg time) at the Johannesburg Stock Exchange, One Exchange Square, Gwen Lane, Sandown, Sandton, 2196, South Africa, on 14 December 2017. There will be a live webcast of the investor and analyst presentation available on Sibanye-Stillwater's website at [www.sibanyestillwater.com/investors/transactions/lonmin](http://www.sibanyestillwater.com/investors/transactions/lonmin) and on Lonmin's website at [www.lonmin.com/investors/sibanye-stillwater-offer](http://www.lonmin.com/investors/sibanye-stillwater-offer).

The recorded briefing and the accompanying slides will be available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Sibanye-Stillwater's website at [www.sibanyestillwater.com/investors/transactions/lonmin](http://www.sibanyestillwater.com/investors/transactions/lonmin) and on Lonmin's website at [www.lonmin.com/investors/sibanye-stillwater-offer](http://www.lonmin.com/investors/sibanye-stillwater-offer).

## **20 Documents available on website**

Copies of the following documents will be made available in due course on Sibanye-Stillwater's and Lonmin's websites at [www.sibanyestillwater.com/investors/transactions/lonmin](http://www.sibanyestillwater.com/investors/transactions/lonmin) and [www.lonmin.com/investors/sibanye-stillwater-offer](http://www.lonmin.com/investors/sibanye-stillwater-offer), respectively, until the Effective Date:

- this Announcement;
- the irrevocable undertakings referred to in paragraph 5 above and summarised in Appendix III to this Announcement; and
- any Offer-related arrangement or other agreement, arrangement or commitment permitted under, or excluded from Rule 21.2 of the Takeover Code referred to in paragraph 17 above.

#### **Enquiries:**

##### **Sibanye-Stillwater**

*James Wellsted, SVP Investor Relations* +27 10 493 6914

##### **UBS** (Financial Adviser to Sibanye-Stillwater)

*London: Ian Hart* +44 (0) 20 7568 8000  
*Sandip Dhillon*

*South Africa: Gary Hudson* +27 11 322 7000

##### **HSBC** (Financial Adviser to Sibanye-Stillwater) +44 (0) 20 7991 8096

*Laurent Charbonnier*  
*Gloria Leung*

##### **Qinisele Resources** (Corporate Adviser to Sibanye-Stillwater) +27 11 883 6358

*Dennis Tucker*  
*Andrew Brady*

##### **Lonmin**

*Tanya Chikanza, Group Head: Corporate Strategy & Investor Relations* +27 11 218 8358  
+44 (0) 20 3908 1073

##### **Gleacher Shacklock** (Financial Adviser to Lonmin) +44 (0) 20 7484 1150

*Dominic Lee*  
*Jan Sanders*  
*Paul Finlayson*

##### **J.P. Morgan Cazenove** (Financial Adviser and Corporate Broker to Lonmin) +44 (0) 20 7742 4000

*Michael Wentworth-Stanley*  
*Dimitri Reading-Picopoulos*  
*Henry Capper*

##### **Moshe Capital** (Financial Adviser to Lonmin) +27 11 783 9986

*Mametja Moshe*  
*Konosoang Asare-Bediako*

##### **Cardew Group** (Public Relations Adviser to Lonmin) +44 (0) 20 7930 0777

David Roach

Linklaters LLP is acting as legal adviser to Sibanye-Stillwater in the United Kingdom and the United States and Edward Nathan Sonnenbergs Incorporated is acting as legal adviser to Sibanye-Stillwater in South Africa. Herbert Smith Freehills LLP is acting as legal adviser to Lonmin in the United Kingdom and Cliffe Dekker Hofmeyr Incorporated is acting as legal adviser to Lonmin in South Africa. Greenhill is acting as financial restructuring adviser to Lonmin.

### **Important notices**

*UBS Limited is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority in the UK and UBS South Africa (Pty) Ltd is registered with the Financial Services Board in South Africa (collectively "UBS"). UBS is acting exclusively as financial adviser to Sibanye-Stillwater and no one else in connection with the Offer and shall not be responsible to anyone other than Sibanye-Stillwater for providing the protections afforded to clients of UBS nor for providing advice in relation to such matters.*

*HSBC, which is authorised by the Prudential Regulation Authority and regulated in the UK by the Financial Conduct Authority and the Prudential Regulation Authority, is acting exclusively as financial adviser to Sibanye-Stillwater and no one else in connection with the Offer and shall not be responsible to anyone other than Sibanye-Stillwater for providing the protections afforded to clients of HSBC nor for providing advice in connection with the Offer or any matter referred to herein.*

*Qinisele Resources is acting exclusively as corporate adviser to Sibanye-Stillwater and no one else in connection with the Offer and shall not be responsible to anyone other than Sibanye-Stillwater for providing the protections afforded to clients of Qinisele Resources nor for providing advice in connection with the Offer or any matter referred to herein.*

*Gleacher Shacklock LLP ("**Gleacher Shacklock**"), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively as financial adviser to Lonmin and no one else in connection with the matters set out in this Announcement and will not be responsible to anyone other than Lonmin for providing the protections afforded to clients of Gleacher Shacklock or for providing advice in connection with the subject matter of this Announcement or any other matter referred to herein.*

*J.P. Morgan Securities plc, which conducts its UK investment banking business as J.P. Morgan Cazenove ("**J.P. Morgan Cazenove**"), is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom. J.P. Morgan Cazenove is acting exclusively as financial adviser to Lonmin and no one else in connection with the matters set out in this Announcement and will not regard any other person as its client in relation to the matters set out in this Announcement and will not be responsible to anyone other than Lonmin for providing the protections afforded to clients of J.P. Morgan Cazenove or its affiliates, or for providing advice in relation to the contents of this Announcement or any other matter referred to herein.*

*Moshe Capital, which is an Authorised Financial Services provider and regulated in South Africa by the Financial Services Board, is acting exclusively as financial adviser to Lonmin and no one else in connection with the Offer and shall not be responsible to anyone other than Lonmin for providing the protections afforded to clients of Moshe Capital nor for providing advice in connection with the Offer or any matter referred to herein.*

*Greenhill, which is authorised and regulated in the UK by the Financial Conduct Authority, is acting exclusively as financial restructuring adviser to Lonmin and no one else in connection with ongoing discussions with its existing lenders and shall neither be responsible to anyone other than Lonmin for providing the protections afforded to clients of Greenhill nor for providing advice in connection with ongoing discussions with Lonmin's existing lenders or any matter referred to herein.*

### **Further information**

*This Announcement is for information purposes only. It is not intended to and does not constitute, or form part of, an offer, invitation or the solicitation of an offer to*

*purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Offer or otherwise, nor will there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law.*

*The Offer will be made solely by means of the Scheme Document which, together with the Forms of Proxy, will contain the full terms and conditions of the Offer including details of how to vote in respect of the Offer.*

*This Announcement has been prepared for the purpose of complying with English law and the Takeover Code and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws and regulations of jurisdictions outside the United Kingdom.*

*Sibanye-Stillwater will prepare the Sibanye-Stillwater Circular to be distributed to Sibanye-Stillwater Shareholders. Lonmin will prepare the Scheme Document to be distributed to Lonmin Shareholders. Sibanye-Stillwater urges Lonmin Shareholders to read the Scheme Document carefully when it becomes available because it will contain important information in relation to the Offer, the New Sibanye-Stillwater Shares and the Enlarged Sibanye-Stillwater Group. Sibanye-Stillwater urges Sibanye-Stillwater Shareholders to read the Sibanye-Stillwater Circular when it becomes available because it will contain important information in relation to the New Sibanye-Stillwater Shares. Any vote in respect of the resolutions to be proposed at the Court Meeting, the Lonmin General Meeting and the Sibanye-Stillwater Shareholder Meeting to approve the Offer or the allotment and issue of the New Sibanye-Stillwater Shares (as applicable) and related matters, should be made only on the basis of the information contained in the Scheme Document and, in the case of Sibanye-Stillwater Shareholders, the Sibanye-Stillwater Circular.*

*This Announcement does not constitute a prospectus or prospectus equivalent document.*

#### **Overseas shareholders**

*The release, publication or distribution of this Announcement in certain jurisdictions may be restricted by law. Persons who are not resident in the United Kingdom or who are subject to other jurisdictions should inform themselves of, and observe, any applicable requirements. Any failure to comply with the applicable requirements may constitute a violation of the laws of any such jurisdiction.*

*The Offer relates to shares of a UK company and is proposed to be effected by means of a scheme of arrangement under the laws of England and Wales. A transaction effected by means of a scheme of arrangement is not subject to proxy solicitation or tender offer rules under the US Exchange Act. Accordingly, the Scheme is subject to the disclosure requirements, rules and practices applicable in the United Kingdom to schemes of arrangement, which differ from the requirements of US proxy solicitation or tender offer rules. However, if Sibanye-Stillwater were to elect to implement the Offer by means of a takeover offer, such takeover offer will be made in compliance with all applicable laws and regulations, including Section 14(e) of the US Exchange Act and Regulation 14E thereunder. Such a takeover would be made in the United States by Sibanye-Stillwater and no one else. In addition to any such takeover offer, Sibanye-Stillwater, certain affiliated companies and the nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, shares in Lonmin outside such takeover offer during the period in which such takeover offer would remain open for acceptance. If such purchases or arrangements to purchase were to be made they would be made outside the United States and would comply with applicable law, including the US Exchange Act. Any information about such purchases will be disclosed as required in the UK, will be reported to a Regulatory Information Service of the UKLA and will be available on the London Stock Exchange website: [www.londonstockexchange.com](http://www.londonstockexchange.com).*

*Unless otherwise determined by Sibanye-Stillwater or required by the Takeover Code, and permitted by applicable law and regulation, the Offer will not be made, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and the Offer will not be capable of acceptance from or within a Restricted Jurisdiction. Accordingly, copies of this Announcement*

*and all documents relating to the Offer are not being, and must not be, directly or indirectly, mailed, transmitted or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this Announcement and all documents relating to the Offer (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions where to do so would violate the laws in that jurisdiction.*

*The availability of the Offer to Lonmin Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable requirements.*

*The New Sibanye-Stillwater Shares may not be offered, sold or delivered, directly or indirectly, in, into or from any Restricted Jurisdiction or to, or for the account or benefit of, any Restricted Overseas Persons except pursuant to an applicable exemption from, or in a transaction not subject to, applicable securities laws of those jurisdictions.*

*The New Sibanye-Stillwater Shares, which will be issued in connection with the Offer, have not been, and will not be, registered under the US Securities Act or under the securities law of any state, district or other jurisdiction of the United States. Accordingly, the New Sibanye-Stillwater Shares may not be offered, sold, resold, delivered, distributed or otherwise transferred, directly or indirectly, in or into or from the United States absent registration under the US Securities Act or an exemption therefrom. The New Sibanye-Stillwater Shares are expected to be issued in reliance upon the exemption from the registration requirements of the US Securities Act provided by Section 3(a)(10) thereof. Lonmin Shareholders (whether or not US persons) who are or will be affiliates (within the meaning of the US Securities Act) of Sibanye-Stillwater or Lonmin prior to, or of Sibanye-Stillwater after, the Effective Date will be subject to certain US transfer restrictions relating to the New Sibanye-Stillwater Shares received pursuant to the Scheme. For the purposes of qualifying for the exemption from the registration requirements of the US Securities Act afforded by Section 3(a)(10), Lonmin will advise the Court that its sanctioning of the Scheme will be relied upon by Sibanye-Stillwater as an approval of the Scheme following a hearing on its fairness to Lonmin Shareholders.*

*The receipt of New Sibanye-Stillwater Shares pursuant to the Offer by a US Lonmin Shareholder may be a taxable transaction for US federal income tax purposes and under applicable state and local, as well as foreign and other, tax laws. Each Lonmin Shareholder is urged to consult his independent professional adviser immediately regarding the tax consequences of the Offer.*

*It may be difficult for US Lonmin Shareholders to enforce their rights and claims arising out of the US federal securities laws, since Sibanye-Stillwater and Lonmin are located in countries other than the United States, and some or all of their officers and directors may be residents of countries other than the United States. US Lonmin Shareholders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgment.*

*None of the securities referred to in this Announcement have been approved or disapproved by the SEC, any state securities commission in the United States or any other US regulatory authority, nor have such authorities passed upon or determined the adequacy or accuracy of the information contained in this Announcement. Any representation to the contrary is a criminal offence in the United States*

*The Offer will be subject to the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange, the Financial Conduct Authority, the UKLA and the Johannesburg Stock Exchange.*

#### **Forward-looking statements**

*This Announcement contains forward-looking statements within the meaning of the "safe harbour" provisions of the United States Private Securities Litigation Reform Act of 1995. These forward-looking statements, including, among others, those*



relating to Sibanye-Stillwater's and Lonmin's financial positions, business strategies, plans and objectives of management for future operations, are necessarily estimates reflecting the best judgement of the senior management and directors of Sibanye-Stillwater and Lonmin. All statements other than statements of historical facts in this Announcement may be forward-looking statements. Forward-looking statements also often use words such as "anticipate", "believe", "intend", "estimate", "expect" and words of similar meaning. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances and should be considered in light of various important factors, including those set forth in this disclaimer. Readers are cautioned not to place undue reliance on such statements. The important factors that could cause Sibanye-Stillwater's and Lonmin's actual results, performance or achievements to differ materially from those in the forward-looking statements include, among others, economic, business, political and social conditions in the United Kingdom, South Africa, Zimbabwe and elsewhere; changes in assumptions underlying Sibanye-Stillwater's and Lonmin's estimation of their current mineral reserves and resources; the ability to achieve potential synergies from the Offer; the ability to achieve anticipated efficiencies and other cost savings in connection with past and future acquisitions, as well as at existing operations; the success of Sibanye-Stillwater's and Lonmin's business strategies, exploration and development activities; the ability of Sibanye-Stillwater and Lonmin to comply with requirements that they operate in a sustainable manner; changes in the market price of gold, PGMs and/or uranium; the occurrence of hazards associated with underground and surface gold, PGMs and uranium mining; the occurrence of labour disruptions and industrial action; the availability, terms and deployment of capital or credit; changes in relevant government regulations, particularly environmental, tax, health and safety regulations and new legislation affecting water, mining, mineral rights and business ownership, including any interpretations thereof which may be subject to dispute; the outcome and consequence of any potential or pending litigation or regulatory proceedings or other environmental, health and safety issues; power disruptions, constraints and cost increases; supply chain shortages and increases in the price of production inputs; fluctuations in exchange rates, currency devaluations, inflation and other macro-economic monetary policies; the occurrence of temporary stoppages of mines for safety incidents and unplanned maintenance; their ability to hire and retain senior management or sufficient technically skilled employees, as well as their ability to achieve sufficient representation of historically disadvantaged South Africans in management positions; failure of information technology and communications systems; the adequacy of insurance coverage; any social unrest, sickness or natural or man-made disaster at informal settlements in the vicinity of some of Sibanye-Stillwater's operations; and the impact of HIV, tuberculosis and other contagious diseases. These forward-looking statements speak only as of the date of this Announcement. Sibanye-Stillwater and Lonmin expressly disclaim any obligation or undertaking to update or revise any forward-looking statement (except to the extent legally required).

#### **No profit forecasts or estimates**

No statement in this Announcement is intended as a profit forecast or estimate for any period and no statement in this Announcement should be interpreted to mean that earnings or earnings per share for Sibanye-Stillwater or Lonmin, as appropriate, for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Sibanye-Stillwater or Lonmin, as appropriate.

#### **Disclosure requirements of the Takeover Code**

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) of the

*Takeover Code applies must be made by no later than 3.30 pm (London time) on the 10<sup>th</sup> business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10<sup>th</sup> business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.*

*Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8 of the Takeover Code. A Dealing Disclosure by a person to whom Rule 8.3(b) of the Takeover Code applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.*

*If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3 of the Takeover Code.*

*Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4 of the Takeover Code).*

*Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at <http://www.thetakeoverpanel.org.uk>, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0) 20 7638 0129.*

### **Electronic communications**

*Please be aware that addresses, electronic addresses and certain information provided by Lonmin Shareholders, persons with information rights and other relevant persons for the receipt of communications from Lonmin may be provided to Sibanye-Stillwater during the Offer Period as requested under Section 4 of Appendix 4 of the Takeover Code to comply with Rule 2.11(c) of the Takeover Code.*

### **Publication on website and availability of hard copies**

*A copy of this Announcement will be made available in due course subject to certain restrictions relating to persons resident in Restricted Jurisdictions on Sibanye-Stillwater's and Lonmin's websites at [www.sibanyestillwater.com/investors/transactions/lonmin](http://www.sibanyestillwater.com/investors/transactions/lonmin) and [www.lonmin.com/investors/sibanye-stillwater-offer](http://www.lonmin.com/investors/sibanye-stillwater-offer) respectively by no later than 12 noon (London time) on 15 December 2017. For the avoidance of doubt, the contents of these websites are not incorporated into and do not form part of this Announcement.*

*You may request a hard copy of this Announcement by: (i) contacting James Wellsted, SVP Investor Relations of Sibanye-Stillwater, on +27 10 493 6923 or via email at [james.wellsted@sibanyestillwater.com](mailto:james.wellsted@sibanyestillwater.com), or Cain Farrel, Company Secretary of Sibanye-Stillwater, on +27 10 493 6921 or via email at [cain.farrel@sibanyestillwater.com](mailto:cain.farrel@sibanyestillwater.com), during business hours; or (ii) contacting St James Corporate Services Limited during business hours on +44 (0) 20 7796 8644 or by submitting a request in writing to St James's Corporate Services Limited at Suite 31, Second Floor, 107 Cheapside, London, EC2V 6DN, United Kingdom. You*

may also request that all future documents, announcements and information to be sent to you in relation to the Offer should be in hard copy form.

### **Rounding**

*Certain figures included in this Announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.*

### **Rule 2.9 disclosure**

*In accordance with Rule 2.9 of the Takeover Code, Lonmin confirms that, as at the date of this Announcement, it has in issue 282,784,288 ordinary shares of US\$0.0001 each. No ordinary shares are held in treasury. The International Securities Identification Number (ISIN) of the ordinary shares is GB00BYSRJ698. Lonmin has an ADR program for which Bank of New York Mellon acts as the depository. Each Lonmin ADS represents one ordinary share of Lonmin. The Lonmin ADSs trade on the Over-The-Counter market in the United States. The trading symbol for the ADSs is LNMIY and the ISIN is US54336Q3020.*

*In accordance with Rule 2.9 of the Takeover Code, Sibanye-Stillwater confirms that, as at the date of this Announcement, it has in issue 2,168,721,220 ordinary shares of no par value. No ordinary shares are held in treasury. The International Securities Identification Number (ISIN) of the ordinary shares is ZAE000173951. Sibanye-Stillwater has an ADR program for which Bank of New York Mellon acts as depository. Each Sibanye-Stillwater ADS represents four Sibanye-Stillwater Shares. The Sibanye-Stillwater ADRs trade on the New York Stock Exchange. The trading symbol for the Sibanye-Stillwater ADSs is SBGL and the ISIN is US8257242060.*

# APPENDIX I

## CONDITIONS AND FURTHER TERMS OF THE OFFER

### Part A: Conditions of the Scheme and the Offer

- 1 The Offer is conditional upon the Scheme becoming unconditional and effective, subject to the Takeover Code, by not later than the Longstop Date or such later date (if any) as Sibanye-Stillwater and Lonmin may, with the consent of the Panel, agree and, if required, the Court may allow.
- 2 The Scheme will be subject to the following conditions:
  - 2.1
    - (i) its approval at the Court Meeting (or any adjournment thereof) by a majority in number of the Lonmin Shareholders (or the relevant class or classes thereof, if applicable) who are on the register of members of Lonmin at the Scheme Voting Record Time and who are present and vote, whether in person or by proxy, and who represent not less than 75 per cent. in value of the Lonmin Shares voted by those Lonmin Shareholders; and
    - (ii) such Court Meeting being held on or before the 22<sup>nd</sup> day after or the expected date of the Court Meeting to be set out in the Scheme Document in due course (or such later date as may be agreed by Sibanye-Stillwater and Lonmin and, if required, the Court may allow);
  - 2.2
    - (i) all resolutions in connection with or required to approve and implement the Scheme being duly passed by Lonmin Shareholders representing the requisite majority or majorities of votes cast at the Lonmin General Meeting (or at any adjournment of that meeting); and
    - (ii) such Lonmin General Meeting being held on or before the 22<sup>nd</sup> day after the expected date of the Lonmin General Meeting to be set out in the Scheme Document in due course (or such later date as may be agreed by Sibanye-Stillwater and Lonmin and, if required, the Court may allow);
  - 2.3
    - (i) the sanction of the Scheme by the Court (with or without modification but subject to any modification being on terms acceptable to Lonmin and Sibanye-Stillwater) and the delivery of a copy of the Court Order to the Registrar of Companies; and
    - (ii) the Court hearing to sanction the Scheme being held on or before the 22<sup>nd</sup> day after the expected date of the Court sanction hearing to be set out in the Scheme Document in due course (or such later date as may be agreed by Sibanye-Stillwater and Lonmin and, if required, the Court may allow).
- 3 In addition, subject as stated in Part B below and to the requirements of the Panel, the Offer will be conditional upon the following Conditions and, accordingly, the necessary actions to make the Scheme effective (including delivery of the Court Order to the Registrar of Companies) will not be taken unless such Conditions (as amended if appropriate) have been satisfied or, where relevant, waived in writing:

#### **Approval of Sibanye-Stillwater Shareholders**

- (a) an ordinary resolution to approve the allotment and issue of the New Sibanye-Stillwater Shares in connection with the Offer being duly passed by Sibanye-Stillwater Shareholders representing more than 50 per cent. of the voting rights exercised on the ordinary resolution at the Sibanye-Stillwater Shareholder Meeting (or at any adjournment of that meeting);

**Approval by the Johannesburg Stock Exchange of the admission of the New Sibanye-Stillwater Shares to trading**

- (b) approval or approval in principle from the Johannesburg Stock Exchange in accordance with the terms of the JSE Listing Requirements in respect of:
- (i) the Admission of the New Sibanye-Stillwater Shares to the Main Board of the Johannesburg Stock Exchange; and
  - (ii) the Admission of the New Sibanye-Stillwater Shares to trading becoming effective in accordance with the JSE Listing Requirements;

**Competition and Markets Authority clearance**

- (c) insofar as the Offer creates a relevant merger situation within the meaning of Section 23 of the Enterprise Act 2002 (as amended), the CMA indicating, on terms satisfactory to Sibanye-Stillwater (in its sole discretion), that it does not intend to make a CMA Phase 2 Reference of the Offer or any part thereof or of any matter arising from or relating to the Offer;

**European Commission clearance**

- (d) in so far as the Offer falls within the scope of Council Regulation (EC) 139/2004 (the "**Regulation**"), including (but not limited to) by way of a decision by the European Commission to examine the Offer pursuant to Article 22(3) of the Regulation, the European Commission taking a decision, on terms satisfactory to Sibanye-Stillwater (in its sole discretion), that it shall not initiate proceedings under Article 6(1)(c) of the Regulation in relation to the Offer or any part thereof or any matter arising from or relating to the Offer;

**South African clearances**

- (e)
- (i) all and any approvals for the Offer that may be required in terms of the South African Competition Act are granted by the South African Competition Authorities (being the South African Competition Tribunal or the Competition Appeal Court, as the case may be) under the South African Competition Act, 89 of 1998 (as amended); and
  - (ii) the Financial Surveillance Department of the South African Reserve Bank having accorded exchange control approval for the Offer, in terms of the Exchange Control Regulations, 1961 (as amended) issued in terms of the South African Currency and Exchanges Act, 1933,

provided that each such approval shall either be:

- (I) unconditional or unqualified; or
- (II) on such conditions or terms as are satisfactory to Sibanye-Stillwater (in its sole discretion);

**No cancellation of Lonmin Mining Rights**

- (f) there is no cancellation of any prospecting right or mining right held by a member of the Wider Lonmin Group pursuant to Section 47 of the MPRDA where such cancellation is material in the context of the Wider Lonmin Group taken as a whole, and if such a cancellation has occurred it has not been: (i) withdrawn, lifted or revoked in writing by the Minister; or (ii) set aside, nullified or otherwise suspended by the order of a court of competent jurisdiction, within

15 Business Days of such cancellation (or, if earlier, by the date scheduled for the Court hearing to approve the Scheme);

### **Other notifications, waiting periods and Authorisations**

- (g) other than in relation to the matters referred to in Conditions 3(a) to (f), (and for the avoidance of doubt, other than in relation to antitrust matters) all material notifications, filings or applications which are necessary or considered appropriate or desirable by Sibanye-Stillwater (acting reasonably) having been made in connection with the Offer and all necessary waiting periods (including any extensions thereof) under any applicable legislation or regulation of any jurisdiction having expired, lapsed or been terminated or waived (as appropriate) and all statutory and regulatory obligations in any jurisdiction having been complied with in each case in respect of the Offer and all Authorisations which are deemed reasonably necessary or appropriate by Sibanye-Stillwater in any jurisdiction for or in respect of the Offer and, except pursuant to Chapter 3 of Part 28 of the UK Companies Act, the acquisition or the proposed acquisition of any shares or other securities in, or control or management of, Lonmin or any other member of the Wider Lonmin Group by any member of the Wider Sibanye-Stillwater Group having been obtained in terms and in a form reasonably satisfactory to Sibanye-Stillwater, acting reasonably, from all appropriate Third Parties or (without prejudice to the generality of the foregoing) from any person or bodies with whom any member of the Wider Lonmin Group or the Wider Sibanye-Stillwater Group has entered into contractual arrangements and all such Authorisations reasonably necessary or appropriate to carry on the business of any member of the Wider Lonmin Group in any jurisdiction having been obtained and all such Authorisations remaining in full force and effect at the time at which the Offer becomes otherwise effective and there being no notice or intimation of an intention to revoke, suspend, restrict, modify or not to renew such Authorisations;

### **General antitrust and regulatory**

- (h) other than in relation to the matters referred to in Conditions 3(c) to (e), no antitrust regulator or Third Party having given notice of a decision to take, institute, implement or threaten any action, proceeding, suit, investigation, inquiry or reference (and, in each case, not having withdrawn the same), or having required any action to be taken or otherwise having done anything, or having enacted, made or proposed any statute, regulation, decision, order or change to published practice (and in each case, not having withdrawn the same) and there not continuing to be outstanding any statute, regulation, decision or order which would or might:
- (i) require, prevent or materially delay the divestiture or materially alter the terms envisaged for such divestiture by any member of the Wider Sibanye-Stillwater Group or by any member of the Wider Lonmin Group of all or any material part of its businesses, assets or property or impose any limitation on the ability of all or any of them to conduct their businesses (or any part thereof) or to own, control or manage any of their assets or properties (or any part thereof);
  - (ii) except pursuant to Chapter 3 of Part 28 of the UK Companies Act, require any member of the Wider Sibanye-Stillwater Group or the Wider Lonmin Group to acquire or offer to acquire any shares, other securities (or the equivalent) or interest in any member of the Wider Lonmin Group or any asset owned by any Third Party (other than in the implementation of the Offer);
  - (iii) impose any material limitation on, or result in a material delay in, the ability of any member of the Wider Sibanye-

Stillwater Group directly or indirectly to acquire, hold or to exercise effectively all or any rights of ownership in respect of shares or other securities in Lonmin or on the ability of any member of the Wider Lonmin Group or any member of the Wider Sibanye-Stillwater Group directly or indirectly to hold or exercise effectively all or any rights of ownership in respect of shares or other securities (or the equivalent) in, or to exercise voting or management control over, any member of the Wider Lonmin Group;

- (iv) otherwise adversely affect any or all of the business, assets, profits or prospects of any member of the Wider Lonmin Group or any member of the Wider Sibanye-Stillwater Group;
- (v) result in any member of the Wider Lonmin Group or any member of the Wider Sibanye-Stillwater Group ceasing to be able to carry on business under any name under which it presently carries on business;
- (vi) make the Offer, its implementation or the acquisition or proposed acquisition of any shares or other securities in, or control or management of, Lonmin by any member of the Wider Sibanye-Stillwater Group void, unenforceable and/or illegal under the laws of any relevant jurisdiction, or otherwise, directly or indirectly materially prevent or prohibit, restrict, restrain, or delay or otherwise to a material extent or otherwise materially interfere with the implementation of, or impose material additional conditions or obligations with respect to, or otherwise materially challenge, impede, interfere or require material amendment of the Offer or the acquisition or proposed acquisition of any shares or other securities in, or control or management of, Lonmin by any member of the Wider Sibanye-Stillwater Group;
- (vii) require, prevent or materially delay a divestiture by any member of the Wider Sibanye-Stillwater Group of any shares or other securities (or the equivalent) in any member of the Wider Lonmin Group or any member of the Wider Sibanye-Stillwater Group; or
- (viii) impose any material limitation on the ability of any member of the Wider Sibanye-Stillwater Group or any member of the Wider Lonmin Group to conduct, integrate or co-ordinate all or any part of its business with all or any part of the business of any other member of the Wider Sibanye-Stillwater Group and/or the Wider Lonmin Group,

and all applicable waiting and other time periods (including any extensions thereof) during which any such antitrust regulator or Third Party could decide to take, institute, implement or threaten any such action, proceeding, suit, investigation, inquiry or reference or take any other step under the laws of any jurisdiction in respect of the Offer or the acquisition or proposed acquisition of any Lonmin Shares or otherwise intervene having expired, lapsed or been terminated;

**Certain matters arising as a result of any arrangement, agreement, etc.**

- (i) except as Disclosed, there being no provision of any arrangement, agreement, lease, licence, franchise, permit or other instrument to which any member of the Wider Lonmin Group is a party or by or to which any such member or any of its assets is or may be bound, entitled or be subject or any event or circumstance which, as a consequence of the Offer or the acquisition or the proposed acquisition by any member of the Wider Sibanye-Stillwater Group of any shares or other securities (or the equivalent) in Lonmin or

because of a change in the control or management of any member of the Wider Lonmin Group or otherwise, would or might reasonably be expected to result in (in any case to an extent which is or would be material in the context of the Wider Lonmin Group taken as a whole):

- (i) any monies borrowed by, or any other indebtedness, actual or contingent, of, or any grant available to, any member of the Wider Lonmin Group being or becoming repayable, or capable of being declared repayable, immediately or prior to its or their stated maturity date or repayment date, or the ability of any such member to borrow monies or incur any indebtedness being withdrawn or inhibited or being capable of becoming or being withdrawn or inhibited;
- (ii) the creation, save in the ordinary and usual course of business, or enforcement of any mortgage, charge or other security interest over the whole or any part of the business, property or assets of any member of the Wider Lonmin Group or any such mortgage, charge or other security interest (whenever created, arising or having arisen) becoming enforceable;
- (iii) any such arrangement, agreement, lease, licence, franchise, permit or other instrument being terminated or the rights, liabilities, obligations or interests of any member of the Wider Lonmin Group being adversely modified or adversely affected or any obligation or liability arising or any adverse action being taken or arising thereunder;
- (iv) any liability of any member of the Wider Lonmin Group to make any severance, termination, bonus or other payment to any of its directors or other officers;
- (v) the rights, liabilities, obligations, interests or business of any member of the Wider Lonmin Group or any member of the Wider Sibanye-Stillwater Group under any such arrangement, agreement, licence, permit, lease or instrument or the interests or business of any member of the Wider Lonmin Group or any member of the Wider Sibanye-Stillwater Group in or with any other person or body or firm or company (or arrangement relating to any such interests or business) being or becoming capable of being terminated, or adversely modified or affected or any onerous obligation or liability arising or any adverse action being taken thereunder;
- (vi) any member of the Wider Lonmin Group ceasing to be able to carry on business under any name under which it presently carries on business;
- (vii) the value of, or the financial or trading position or prospects of, any member of the Wider Lonmin Group being prejudiced or adversely affected; or
- (viii) the creation or acceleration of any material liability (actual or contingent) by any member of the Wider Lonmin Group other than trade creditors or other liabilities incurred in the ordinary course of business,

and, except as Disclosed, no event having occurred which, under any provision of any arrangement, agreement, licence, permit, franchise, lease or other instrument to which any member of the Wider Lonmin Group is a party or by or to which any such member or any of its assets are bound, entitled or subject, would or might result in any of the events or circumstances as are referred to in Conditions (i) to (viii) (in each case to an extent which is material in the context of the Wider Lonmin Group taken as a whole);



## Certain events occurring since 30 September 2016

- (j) except as Disclosed, no member of the Wider Lonmin Group having since 30 September 2016:
  - (i) issued or agreed to issue, or authorised or proposed or announced its intention to authorise or propose the issue, of additional shares of any class, or securities or securities convertible into, or exchangeable for, or rights, warrants or options to subscribe for or acquire, any such shares, securities or convertible securities or transferred or sold or agreed to transfer or sell or authorised or proposed the transfer or sale of Lonmin Shares out of treasury (except, where relevant, as between Lonmin and wholly-owned subsidiaries of Lonmin or between the wholly-owned subsidiaries of Lonmin and except for the issue or transfer out of treasury of Lonmin Shares on the exercise of employee share options or vesting of employee share awards in the ordinary course under the Lonmin Share Plans);
  - (ii) recommended, declared, paid or made or proposed to recommend, declare, pay or make any bonus, dividend or distribution (whether payable in cash or otherwise) or other return of value other than dividends (or distributions (whether payable in cash or otherwise) or other return of value) lawfully paid or made by any wholly-owned subsidiary of Lonmin to Lonmin or any of its wholly-owned subsidiaries;
  - (iii) other than pursuant to the Offer (and except for transactions between Lonmin and its wholly-owned subsidiaries or between the wholly-owned subsidiaries of Lonmin and transactions in the ordinary course of business) implemented, effected, authorised or proposed or announced its intention to implement, effect, authorise or propose any merger, demerger, reconstruction, amalgamation, scheme, commitment or acquisition or disposal of assets or shares or loan capital (or the equivalent thereof) in any undertaking or undertakings in any such case to an extent which is material in the context of the Wider Lonmin Group taken as a whole;
  - (iv) (except for transactions between Lonmin and its wholly-owned subsidiaries or between the wholly-owned subsidiaries of Lonmin or in respect of transactions in the ordinary course of business) disposed of, or transferred, mortgaged or created any security interest over any material asset or any right, title or interest in any material asset or authorised, proposed or announced any intention to do so;
  - (v) (except for transactions between Lonmin and its wholly-owned subsidiaries or between the wholly-owned subsidiaries of Lonmin or in respect of transactions in the ordinary course of business) issued, authorised or proposed or announced an intention to authorise or propose, the issue of or made any change in or to the terms of any debentures or become subject to any contingent liability or incurred or increased any indebtedness which is material in the context of the Wider Lonmin Group taken as a whole;
  - (vi) except in the ordinary course of business, entered into or materially varied or authorised, proposed or announced its intention to enter into or materially vary any material contract, arrangement, agreement, transaction or commitment (whether in respect of capital expenditure or

otherwise) which is of a long-term, unusual or onerous nature or magnitude or which is or which involves or could involve an obligation of a nature or magnitude which is reasonably likely to be materially restrictive on the business of any member of the Wider Lonmin Group and which, taken together with any other such transaction, arrangement, agreement, contract or commitment, is material in the context of the Wider Lonmin Group taken as a whole;

- (vii) entered into or varied the terms of, or made any offer (which remains open for acceptance) to enter into or vary to a material extent the terms of any contract, service agreement, commitment or arrangement with any director or senior executive of any member of the Wider Lonmin Group, save as agreed in writing by Sibanye-Stillwater;
- (viii) proposed, agreed to provide or modified the terms of any share option scheme, incentive scheme or other benefit relating to the employment or termination of employment of any employee of the Wider Lonmin Group which is material in the context of the Wider Lonmin Group taken as a whole, save as agreed in writing by Sibanye-Stillwater;
- (ix) purchased, redeemed, repaid or announced any proposal to purchase, redeem or repay any of its own shares or other securities or reduced or, except in respect of the matters mentioned in sub-paragraph (i) above, made any other change to any part of its share capital, save as agreed in writing by Sibanye-Stillwater;
- (x) waived, compromised or settled any claim which is material in the context of the Wider Lonmin Group taken as a whole;
- (xi) had any monies borrowed by, or any other indebtedness, actual or contingent, of, or any grant available to, any member of the Wider Lonmin Group being or becoming repayable, or capable of being declared repayable, by any member of the Wider Lonmin Group immediately or prior to its or their stated maturity date or repayment date, or the ability of any such member of the Wider Lonmin Group to borrow monies or incur any indebtedness being withdrawn or inhibited or being capable of becoming or being withdrawn or inhibited, in each case to an extent which is or would be material in the context of the Wider Lonmin Group taken as a whole;
- (xii) been subject to the enforcement of any mortgage, charge or other security interest over the whole or any part of the business, property or assets of any member of the Wider Lonmin Group or any such mortgage, charge or other security interest (whenever created, arising or having arisen) becoming enforceable, in each case to an extent which is or would be material in the context of the Wider Lonmin Group taken as a whole;
- (xiii) terminated or varied the terms of any agreement or arrangement between any member of the Wider Lonmin Group and any other person in a manner which would or might reasonably be expected to have a material adverse effect on the financial position of the Wider Lonmin Group taken as a whole;
- (xiv) made any material alteration to its memorandum or articles of association or other incorporation documents;
- (xv) made or agreed or consented to any change to:

- (I) the terms of the trust deeds and rules constituting the pension scheme(s) established by any member of the Wider Lonmin Group for its directors, employees or their dependants;
- (II) the contributions payable to any such scheme(s) or to the benefits which accrue, or to the pensions which are payable, thereunder;
- (III) the basis on which qualification for, or accrual or entitlement to, such benefits or pensions are calculated or determined; or
- (IV) the basis upon which the liabilities (including pensions) of such pension schemes are funded, valued, made, agreed or consented to,

to an extent which is in any such case material in the context of the Wider Lonmin Group taken as a whole;

- (xvi) been unable, or admitted in writing that it is unable, to pay its debts as and when they fall due or commenced negotiations with one or more of its creditors with a view to rescheduling or restructuring any of its indebtedness, or having stopped or suspended (or threatened to stop or suspend) payment of its debts generally or ceased or threatened to cease carrying on all or a substantial part of its business which is material in the context of the Wider Lonmin Group taken as a whole;
- (xvii) (other than in respect of any member of the Wider Lonmin Group that was dormant and solvent at the relevant time) taken or proposed any steps, corporate action or had any legal proceedings instituted or threatened against any member of the Wider Lonmin Group in relation to the suspension of payments, a moratorium of any indebtedness, its winding-up (voluntary or otherwise), dissolution, reorganisation or for the appointment of a receiver, administrator, manager, administrative receiver, trustee, business rescue practitioner or similar officer of all or any material part of its assets or revenues or any analogous or equivalent steps or proceedings in any jurisdiction or appointed any analogous person in any jurisdiction or had any such person appointed;
- (xviii) (except for transactions between Lonmin and its wholly-owned subsidiaries or between its wholly-owned subsidiaries, or in the ordinary course of business) made, authorised, proposed or announced an intention to propose any change in its loan capital;
- (xix) entered into, implemented or authorised the entry into, any joint venture, asset or profit sharing arrangement, partnership or merger of business or corporate entities; or
- (xx) entered into any agreement, arrangement, commitment or contract or passed any resolution or made any offer (which remains open for acceptance) with respect to or announced an intention to, or to propose to, effect any of the transactions, matters or events referred to in this Condition 3(j);

**No adverse change, litigation, regulatory inquiry or similar**

- (k) except as Disclosed, since 30 September 2016 there having been:
  - (i) no adverse change and no circumstance having arisen which would or might be expected to result in any adverse change in, the business, assets, financial or trading position or profits or prospects or operational performance of any

member of the Wider Lonmin Group which is material in the context of the Wider Lonmin Group taken as a whole;

- (ii) no litigation, arbitration proceedings, prosecution or other legal proceedings having been threatened, announced or instituted by or against or remaining outstanding against or in respect of, any member of the Wider Lonmin Group or to which any member of the Wider Lonmin Group is or may become a party (whether as claimant, defendant or otherwise) having been threatened, announced, instituted or remaining outstanding by, against or in respect of, any member of the Wider Lonmin Group, in each case which might reasonably be expected to have a material adverse effect on the Wider Lonmin Group taken as a whole;
- (iii) no inquiry, review or investigation by, or complaint or reference to, any Third Party against or in respect of any member of the Wider Lonmin Group having been threatened, announced or instituted or remaining outstanding by, against or in respect of any member of the Wider Lonmin Group, in each case which might reasonably be expected to have a material adverse effect on the Wider Lonmin Group taken as a whole;
- (iv) no contingent or other liability having arisen or become apparent to Sibanye-Stillwater or increased other than in the ordinary course of business which is reasonably likely to affect adversely the business, assets, financial or trading position or profits or prospects of any member of the Wider Lonmin Group to an extent which is material in the context of the Wider Lonmin Group taken as a whole; or
- (v) no steps having been taken and no omissions having been made which are likely to result in the withdrawal, cancellation, termination or modification of any licence held by any member of the Wider Lonmin Group which is necessary for the proper carrying on of its business and the withdrawal, cancellation, termination or modification of which might reasonably be expected to have a material adverse effect on the Wider Lonmin Group taken as a whole;

**No discovery of certain matters regarding information, liabilities and environmental issues**

- (l) except as Disclosed, Sibanye-Stillwater not having discovered:
  - (i) that any financial, business or other information concerning the Wider Lonmin Group publicly announced prior to this date of the Announcement or disclosed at any time to any member of the Wider Sibanye-Stillwater Group by or on behalf of any member of the Wider Lonmin Group prior to the date of this Announcement is misleading, contains a material misrepresentation of any fact, or omits to state a fact necessary to make that information not misleading, in any such case to a material extent in the context of the Wider Lonmin Group taken as a whole;
  - (ii) that any member of the Wider Lonmin Group or any partnership, company or other entity in which any member of the Wider Lonmin Group has a significant economic interest and which is not a subsidiary undertaking of Lonmin is subject to any liability, contingent or otherwise and which is material in the context of the Wider Lonmin Group taken as a whole;
  - (iii) that any past or present member of the Wider Lonmin Group has not complied in any material respect with all applicable legislation, regulations or other requirements of

any jurisdiction or any Authorisations relating to the use, treatment, storage, carriage, disposal, discharge, spillage, release, leak or emission of any waste or hazardous substance or any substance likely to impair the environment (including property) or harm human or animal health or otherwise relating to environmental matters or the health and safety of humans, which non-compliance would be likely to give rise to any liability including any penalty for non-compliance (whether actual or contingent) on the part of any member of the Wider Lonmin Group which is material in the context of the Wider Lonmin Group taken as a whole;

- (iv) that there has been a material disposal, discharge, spillage, accumulation, release, leak, emission or the migration, production, supply, treatment, storage, transport or use of any waste or hazardous substance or any substance likely to impair the environment (including any property) or harm human or animal health which (whether or not giving rise to non-compliance with any law or regulation) would be likely to give rise to any liability (whether actual or contingent) on the part of any member of the Wider Lonmin Group which is material in the context of the Wider Lonmin Group taken as a whole;
- (v) that there is or is reasonably likely to be any material obligation or liability (whether actual or contingent) or requirement to make good, remediate, repair, reinstate or clean up any property, asset or any controlled waters currently or previously owned, occupied, operated or made use of or controlled by any past or present member of the Wider Lonmin Group (or on its behalf), or in which any such member may have or previously have had or be deemed to have had an interest, under any environmental legislation, common law, regulation, notice, circular, Authorisation or order of any Third Party in any jurisdiction or to contribute to the cost thereof or associated therewith or indemnify any person in relation thereto which is material in the context of the Wider Lonmin Group taken as a whole; or
- (vi) that circumstances exist (whether as a result of making the Offer or otherwise) which would be reasonably likely to lead to any Third Party instituting (or whereby any member of the Wider Lonmin Group would be likely to be required to institute), an environmental audit or taking any steps which would in any such case be reasonably likely to result in any actual or contingent liability to improve or install new plant or equipment or to make good, repair, reinstate or clean up any property of any description or any asset now or previously owned, occupied or made use of by any past or present member of the Wider Lonmin Group (or on its behalf) or by any person for which a member of the Wider Lonmin Group is or has been responsible, or in which any such member may have or previously have had or be deemed to have had an interest, which is material in the context of the Wider Lonmin Group taken as a whole;

#### **Anti-corruption and sanctions**

- (vii) any past or present member, director, officer or employee of the Wider Lonmin Group or any person that performs or has performed services for or on behalf of any such company is engaging in or has, at any time during the course of such person's employment with, or performance of services for or on behalf of, any member of the Wider Lonmin Group, engaged in any activity, practice or conduct (or omitted to take any action) which would constitute an

offence under the UK Bribery Act 2010, the US Foreign Corrupt Practices Act of 1977, as amended, or any other applicable anti-corruption legislation; or

- (viii) any past or present member, director, officer or employee of the Wider Lonmin Group or any person that performs or has performed services for or on behalf of such company is engaging in or has at any time engaged in any act of bribery or has paid or agreed to pay any bribe including any "inducement fee" given or agreed to give any similar gift or benefit or paid or agreed to pay to a concealed bank account or fund to or for the account of, any customer, supplier, governmental official or employee, representative of a political party, or other person for the purpose of obtaining or retaining business or otherwise engaged in any activity, done such things (or omitted to do such things) in contravention of the UK Bribery Act 2010, the US Foreign Corrupt Practices Act 1977, as amended, or any other anti-corruption legislation applicable to the Wider Lonmin Group, in each case which is material in the context of the Lonmin Group as a whole; or

**No criminal property**

- (ix) any asset of any member of the Wider Lonmin Group constitutes criminal property as defined by Section 340(3) of the UK Proceeds of Crime Act 2002 (but disregarding paragraph (b) of that definition).

**Part B: Certain further terms of the Offer**

- 1 Subject to the requirements of the Panel, Sibanye-Stillwater reserves the right to waive:
  - (i) any of the Conditions set out in the above Condition 2 for the timing of the Court Meeting, the Lonmin General Meeting and the Court hearing to sanction the Scheme and the effectiveness of the Scheme. If any such deadline is not met, Sibanye-Stillwater will make an announcement by 8.00 am (London time) on the Business Day following such deadline confirming whether it has invoked or waived the relevant Condition or agreed with Lonmin to extend the deadline in relation to the relevant Condition; and
  - (ii) in whole or in part, all or any of the above Conditions 3(c) to (l) (inclusive) of Part A of this Appendix I to this Announcement.
- 2 If Sibanye-Stillwater is required by the Panel to make an offer for Lonmin Shares under the provisions of Rule 9 of the Takeover Code, Sibanye-Stillwater may make such alterations to any of the above Conditions and terms of the Offer as are necessary to comply with the provisions of that Rule.
- 3 The Offer will lapse if:
  - (i) insofar as the Offer or any matter arising from or relating to the Scheme or Offer constitutes a concentration with a Community dimension within the scope of the Regulation, or the CMA refers the Offer to the European Commission pursuant to Article 22(1) of the Regulation and the European Commission decides to examine the Offer pursuant to Article 22(3) of the Regulation, the European Commission initiates proceedings under Article 6(1)(c) of the Regulation; or
  - (ii) insofar as the Offer or any matter arising from the Scheme or Offer does not constitute a concentration with a Community dimension within the scope of the Regulation, the Scheme or Offer or any matter arising from or relating to the Offer becomes subject to a CMA Phase 2 Reference,

in each case, before the date of the Court Meeting.

- 4** Sibanye-Stillwater will be under no obligation to waive (if capable of waiver), to determine to be or remain satisfied or to treat as fulfilled any of Conditions 3(c) to (l) (inclusive) of Part A of this Appendix I to this Announcement by a date earlier than the latest date for the fulfilment of that Condition notwithstanding that the other Conditions of the Offer may at such earlier date have been waived or fulfilled and that there are at such earlier date no circumstances indicating that any of such Conditions may not be capable of fulfilment.
- 5** The Lonmin Shares acquired under the Offer will be acquired fully paid and free from all liens, equities, charges, encumbrances, options, rights of pre-emption and any other third party rights and interests of any nature and together with all rights now or hereafter attaching or accruing to them, including, without limitation, voting rights and the right to receive and retain in full all dividends and other distributions (if any) declared, made or paid, or any other return of capital (whether by reduction of share capital or share premium account or otherwise) made, on or after the date of this Announcement.
- 6** If, after the date of this Announcement but prior to the Effective Date, any dividend, distribution or other return of value is proposed, declared, paid or made or becomes payable by Lonmin and with a record date on or before the Effective Date, Sibanye-Stillwater reserves the right (without prejudice to any right Sibanye-Stillwater may have, with the consent of the Panel, to invoke Condition 3(j)(ii) of Part A of this Appendix I to this Announcement) to adjust the Exchange Ratio downwards to reflect the aggregate amount of such dividend, distribution or other return of value.

If any such dividend, distribution or other return of value is paid or made before the Effective Date and Sibanye-Stillwater exercises its rights under this paragraph to adjust the Exchange Ratio, any reference in this Announcement to the Exchange Ratio will be deemed to be a reference to the Exchange Ratio as so adjusted.

To the extent that such a dividend, distribution or other return of value has been declared or announced but not paid or made or is not payable by reference to a record date prior to the Effective Date or will be: (i) transferred pursuant to the Offer on a basis which entitles Sibanye-Stillwater to receive the dividend or distribution and to retain it; or (ii) cancelled, the Exchange Ratio will not be subject to any adjustment in accordance with this paragraph 6.

Sibanye-Stillwater also reserves the right to adjust the Exchange Ratio in such circumstances as are, and by such amount as is, permitted by the Panel.

Any exercise by Sibanye-Stillwater of its rights referred to in this paragraph will be the subject of an announcement and, for the avoidance of doubt, will not be regarded as constituting any revision or variation of the Offer.
- 7** If, after the date of this Announcement, Sibanye-Stillwater issues new Sibanye-Stillwater Shares on a pre-emptive basis at a discount greater than ten per cent. to the closing price of a Sibanye-Stillwater Share on the day immediately preceding the announcement, unless Sibanye-Stillwater and Lonmin otherwise agree, the Exchange Ratio shall be adjusted to ensure that Lonmin Shareholders are not disadvantaged by the dilution arising from such pre-emptive issue. This adjustment shall be calculated by reference to the bonus factor as reflected in the calculation of the TERP.
- 8** Sibanye-Stillwater reserves the right to elect (subject to the consent of the Panel) to implement the acquisition of the Lonmin Shares by way of a takeover offer as an alternative to the Scheme. In such event, the acquisition will be implemented on substantially the same terms as those

which would apply to the Scheme (subject to appropriate amendments, including an acceptance condition set at 90 per cent. of the shares to which such offer relates or such lesser percentage, being more than 50 per cent., as Sibanye-Stillwater may decide or the Panel may require).

- 9** The availability of the Offer to persons not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions. Persons who are not resident in the United Kingdom should inform themselves about and observe any applicable requirements. The New Sibanye-Stillwater Shares to be issued pursuant to the Offer have not been, and will not be, registered under the US Securities Act nor under any of the relevant securities laws of any Restricted Jurisdiction. Accordingly, the New Sibanye-Stillwater Shares may not be offered, sold or delivered, directly or indirectly, in the United States or any Restricted Jurisdiction except pursuant to exemptions from applicable requirements of any such jurisdiction.
- 10** The Offer is not being made, directly or indirectly, in, into or from, or by use of the mails of, or by any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of, any jurisdiction where to do so would violate the laws of that jurisdiction.
- 11** The Offer is governed by the laws of England and Wales and is subject to the jurisdiction of the English Courts and to the Conditions and further terms set out in this Appendix I to this Announcement and to be set out in the Scheme Document. The Offer will be subject to the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange, the Financial Conduct Authority, the UKLA and the Johannesburg Stock Exchange. The New Sibanye-Stillwater Shares will be issued credited as fully paid and will rank *pari passu* in all respects with the Sibanye-Stillwater Shares.
- 12** Each of the Conditions will be regarded as a separate Condition and will not be limited by reference to any other Condition.



## APPENDIX II

### SOURCES OF INFORMATION AND BASES OF CALCULATION

- (i) The value placed by the Offer and attributed to the entire share capital of Lonmin is calculated:
  - (a) by reference to the price of R18.67 per Sibanye-Stillwater Share, being the 30 trading day volume weighted average price of a Sibanye-Stillwater Share on the Johannesburg Stock Exchange for the period ended 13 December 2017 (being the last Business Day prior to this Announcement); and
  - (b) on the basis of the fully diluted number of Lonmin Shares in issue referred to in paragraph (iv) below.
- (ii) The percentage of the share capital of the Enlarged Sibanye-Stillwater Group that will be owned by Lonmin Shareholders (being 11.3 per cent.) is calculated by dividing the number of New Sibanye-Stillwater Shares to be issued pursuant to the terms of the Acquisition referred to in paragraph (vi) (b) below by the issued share capital of the Enlarged Sibanye-Stillwater Group (as set out in paragraph (vi) below) and multiplying the resulting sum by 100 to produce a percentage.
- (iii) As at close of business on 13 December 2017 (being the last Business Day prior to this Announcement), Lonmin had in issue 282,784,288 Lonmin Shares and Sibanye-Stillwater had in issue 2,168,721,220 Sibanye-Stillwater Shares.
- (iv) The fully diluted share capital of Lonmin (being 284,938,946 Lonmin Shares) is calculated as the sum of:
  - (a) the number of Lonmin Shares referred to in paragraph (iii) above; and
  - (b) any further Lonmin Shares which may be issued on or after the date of this Announcement on the exercise of options or vesting of awards under the Lonmin Share Plans granted on or before this Announcement, amounting in aggregate to 2,203,859 Lonmin Shares, less any Lonmin Shares held in the Lonmin Employee Benefit Trust (being 49,201 Lonmin Shares).
- (v) On the date of this Announcement, neither Lonmin nor Sibanye-Stillwater hold any shares in treasury.
- (vi) The share capital of the Enlarged Sibanye-Stillwater Group (being 2,444,257,181) has been calculated as the sum of:
  - (a) 2,168,721,220 Sibanye-Stillwater Shares, being the number of Sibanye-Stillwater Shares in issue as at close of business on 13 December 2017 (being the last Business Day prior to this Announcement); and
  - (b) 275,535,961 New Sibanye-Stillwater Shares which would be issued pursuant to the terms of the Acquisition (being 0.967 New Sibanye-Stillwater Shares to be issued per Lonmin Share multiplied by the fully diluted share capital of Lonmin as set out in paragraph (iv) above).
- (vii) The premium calculations to the price per Lonmin Share have been calculated by reference to:
  - (a) the closing price of R16.11 per Sibanye-Stillwater Share and of 63.8 pence per Lonmin Share on 13 December 2017 (being the last Business Day prior to this Announcement); and
  - (b) the prior 30 trading day volume weighted average price of a Sibanye-Stillwater Share of R18.67 and of a Lonmin Share of 71.1 pence (since 2 November 2017 to 13 December 2017).
- (viii) Unless otherwise stated, all prices and closing prices for Lonmin Shares are closing middle market quotations derived from the Official List of the London

Stock Exchange.

- (ix) Unless otherwise stated, all prices and closing prices for Sibanye-Stillwater Shares are closing middle market quotations derived from Bloomberg.
- (x) The volume weighted average prices of a Lonmin Share and a Sibanye-Stillwater Share are derived from Bloomberg.
- (xi) Unless otherwise stated, the financial information relating to Lonmin has been extracted or derived (without material adjustment) from the audited consolidated financial statements of Lonmin for the financial year ended 30 September 2016 and Lonmin's unaudited interim results for the six months ended 31 March 2017, each prepared in accordance with IFRS.
- (xii) Unless otherwise stated, the financial information relating to Sibanye-Stillwater has been extracted or derived (without material adjustment) from the audited consolidated financial statements of Sibanye-Stillwater for the financial year ended 31 December 2016 and Sibanye-Stillwater's unaudited interim results for the six months ended 30 June 2017, each prepared in accordance with IFRS.
- (xiii) Where amounts are shown in both South African Rand and Sterling, US Dollar and Sterling, South African Rand and US Dollar or converted between the aforementioned currencies, in this document, exchange rates of £1.00/R18.056, £1.00/US\$1.3367 and US\$1/R13.5081 respectively, have been used, which have been derived from data quoted by Bloomberg as at 4.30 pm (London time) on 13 December 2017 (being the last Business Day prior to the date of this Announcement).
- (xiv) Earnings per share figures are stated exclusive of exceptional and extraordinary items where these have been disclosed.
- (xv) The timing expectations set out in this Announcement assume that the Acquisition would become effective in the second half of 2018.
- (xvi) Certain figures included in this Announcement have been subject to rounding adjustments.

## APPENDIX III IRREVOCABLE UNDERTAKINGS

### Lonmin Directors' Irrevocable Undertakings

Name of Lonmin Director	Number of Lonmin Shares in respect of which undertaking is given	Percentage of Lonmin issued share capital
Brian Beamish	14,100	0.004986%
Ben Magara	30,836	0.010904%
Varda Shine	17,037	0.006025%
Dr Len Konar	6,674	0.002360%
Jonathan Leslie	6,851	0.002423%

Barrie van der Merwe, Gillian Fairfield and Kennedy Bungane do not hold any ordinary shares in Lonmin and therefore have not entered into irrevocable undertakings to vote in favour of the Scheme at the Court Meeting and the resolutions to be proposed at the Lonmin General Meeting which is to be convened to approve the Offer.

These irrevocable undertakings will only cease to be binding if:

- this Announcement is not released by 8.00 am (London time) on 14 December 2017 or such later date as Sibanye-Stillwater and Lonmin may agree;
- Sibanye-Stillwater announces, with the consent of the Panel and before the Scheme Document is published, that it does not intend to proceed with the Offer and no new, revised or replacement scheme of arrangement (or Takeover Offer) is announced by Sibanye-Stillwater in accordance with Rule 2.7 of the Takeover Code; or
- the Scheme (or Takeover Offer, as applicable) lapses or is withdrawn prior to the Longstop Date in accordance with its terms, excluding where:
  - the Scheme lapses or is withdrawn as a result of Sibanye-Stillwater exercising its right to implement the Acquisition by way of a Takeover Offer rather than a scheme of arrangement; or
  - the lapse or withdrawal either is not confirmed by Sibanye-Stillwater or is followed within five Business Days by an announcement under Rule 2.7 of the Takeover Code by Sibanye-Stillwater (or a person acting in concert with it) to implement the Acquisition either by a new, revised or replacement scheme of arrangement or a Takeover Offer.

## APPENDIX IV STATEMENT ON QUANTIFIED FINANCIAL BENEFITS

### PART A

Sibanye-Stillwater has made the following quantified financial benefits statement in paragraph 3 of the Announcement (the "**Quantified Financial Benefits Statement**"):

*"The Board of Sibanye-Stillwater believes that, as a direct result of the Acquisition, there are a number of areas where the Enlarged Sibanye-Stillwater Group could benefit from attractive synergies, creating additional value for Sibanye-Stillwater Shareholders. Sibanye-Stillwater has demonstrated its ability to extract synergies from the recently acquired Aquarius Platinum and Rustenburg Operations. Sibanye-Stillwater has already realised R550 million per annum in annualised operational synergies as at 30 June 2017 from the Aquarius Platinum and Rustenburg Operations acquisitions and is expected to realise approximately R1,000 million of annualised synergies by 2018.*

*Sibanye-Stillwater has identified expected total pre-tax run-rate synergies of approximately R1,500 million by 2021, averaging approximately R1,280 million per annum for the period 2021 to 2032, as a result of the Acquisition, including:*

- *in relation to overhead services, a total of approximately R730 million per annum by 2021, with respect to:*
  - *shared services between members of the Enlarged Sibanye-Stillwater Group;*
  - *overhead costs in respect of management and marketing;*
  - *shared mining services; and*
  - *shared corporate and regulatory costs;*
- *in relation to processing synergies, a total of approximately R780 million per annum by 2021, averaging approximately R550 million per annum for the period 2021 to 2032, primarily by utilising spare capacity within Lonmin's smelting and refining infrastructure to process concentrate produced by the Rustenburg Operations.*

*These savings from overhead synergies and reduced processing costs are separate from those matters contained in Lonmin's Operational Review (as described in paragraph 4 of this Announcement) and those matters addressed in Lonmin's evolving business plan (as described in paragraph 8 of this Announcement).*

*Sibanye-Stillwater estimates that the implementation of the overhead synergies would give rise to expected one-off costs of approximately R80 million and a headcount reduction of approximately 700. In addition, implementation of the processing synergies would give rise to expected one-off costs of approximately R1,000 million, such one-off costs to be incurred primarily in relation to the construction of an additional smelting furnace and Sibanye-Stillwater will continue to explore other ways to mitigate such one-off costs.*

*Aside from such one-off costs referred to above, Sibanye-Stillwater does not expect any material dis-synergies to arise in connection with the Acquisition."*

#### **Reports**

The Sibanye-Stillwater Board believes that the Enlarged Sibanye-Stillwater Group should be able to achieve the synergies set out in the Quantified Financial Benefits Statement.

As required by Rule 28.1(a) of the Takeover Code, BDO, as reporting accountants to Sibanye-Stillwater, have provided a report stating that, in their opinion, the Quantified Financial Benefits Statement has been properly compiled on the basis stated.

In addition, UBS and HSBC, as financial advisers to Sibanye-Stillwater, have provided a report stating that, in their view, the Quantified Financial Benefits Statement has been prepared with due care and consideration.

Copies of these reports are included in Part B and Part C of this Appendix IV to this Announcement.

Each of BDO, UBS and HSBC has given and not withdrawn its consent to the publication of its report in this Announcement in the form and context in which it is included.

### **Bases of calculation of the quantified financial benefits statement**

In preparing the Quantified Financial Benefits Statement, Lonmin has provided Sibanye-Stillwater with certain operating and financial information to facilitate a detailed analysis in support of evaluating the potential synergies available from the Acquisition.

Baseline cost numbers were agreed based on the underlying business plans of both Sibanye-Stillwater and Lonmin for their budgeted 2018 financial years with reference to the available financials for their 2017 financial years and, for the synergies arising from the combination of group functions, organisation information was reviewed.

The assessment and quantification of the potential synergies have in turn been informed by Sibanye-Stillwater management's industry experience as well as their experience of executing and integrating past acquisitions and discussions with Lonmin management who have undertaken a number of cost reduction exercises.

Cost saving assumptions were based on a detailed, bottom-up evaluation of the benefits available from elimination of duplicate activities, the leverage of combined scale economics and operational efficiencies arising from consolidation of activities within operational facilities. In determining the estimate of costs savings achievable through the combination of Sibanye-Stillwater and Lonmin, no savings relating to operations have been included where no overlap exists.

In general, the synergy assumptions have in turn been risk adjusted, exercising a degree of prudence in the calculation of the estimated synergy benefit set out above.

The Sibanye-Stillwater Board has, in addition, made the following assumptions, all of which are outside the influence of Sibanye-Stillwater:

- there will be no material impact on the underlying operations of either company or their ability to continue to conduct their businesses;
- there will be no material change to macroeconomic, political, regulatory or legal conditions in the markets or regions in which Sibanye-Stillwater and Lonmin operate that materially impact on the Sibanye-Stillwater and Lonmin business plans and the implementation or costs to achieve the proposed cost savings;
- there will be no material change in current foreign exchange rates and the spot rates for commodity prices contained in Sibanye-Stillwater's business plans;
- there will be no change in tax legislation or tax rates or other legislation or regulation in the countries in which Sibanye-Stillwater and Lonmin operate that could materially impact the ability to achieve any benefits; and
- there will be no material regulatory impediment to the realisation of the synergies.

This analysis assumes no business disposals pursuant to the Acquisition.

Where appropriate, assumptions were used to estimate the costs of implementing the new structures, systems and processes required to realise the synergies,

including retrenchment costs to achieve overhead synergies and capital outlays to achieve processing synergies.

### **Important notes**

1. The statements of estimated cost savings and synergies relate to future actions and circumstances which, by their nature, involve risks, uncertainties and contingencies. As a result, the cost savings and synergies referred to may not be achieved, may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated. No statement in the Quantified Financial Benefits Statement, or this Announcement generally, should be construed as a profit forecast or interpreted to mean that Sibanye-Stillwater's earnings in the first full year following the Offer, or in any subsequent period, would necessarily match or be greater than or be less than those of Sibanye-Stillwater and/or Lonmin for the relevant preceding financial period or any other period.
2. Due to the scale of the Enlarged Sibanye-Stillwater Group, there may be additional changes to the Enlarged Sibanye-Stillwater Group's operations. As a result, and given the fact that the changes relate to the future, the resulting cost savings may be materially greater or less than those estimated.
3. In arriving at the estimate of synergies set out in this Announcement, the Sibanye-Stillwater Board has assumed that there will be no significant impact on the business of the Enlarged Sibanye-Stillwater Group.

## **PART B REPORT FROM BDO**

BDO LLP  
55 Baker Street  
London  
W1U 7EU

The Directors  
Sibanye Gold Limited  
Constantia Office Park  
Bridgeview House  
Building 11  
Ground Floor  
Corner 14<sup>th</sup> Avenue and Hendrik Potgieter Street  
Gauteng  
1709  
South Africa

14 December 2017

UBS Limited  
5 Broadgate  
London  
EC2M 2QS

HSBC Bank plc  
8 Canada Square  
London  
E14 5HQ

Dear Sirs

**Sibanye Gold Limited (trading as Sibanye-Stillwater) (the "Company")  
Proposed acquisition of Lonmin Plc (the "Target") by the Company**

We report on the statement made by the directors of the Company (the "Directors") regarding estimated quantified financial benefits made by the Company and set out in Part A of Appendix IV of the announcement prepared and issued by the Company in connection with Rule 2.7 of the City Code on Takeovers and Mergers (the "City Code") (the "Statement" and the "Announcement", respectively) and the basis of preparation of the Statement and notes to the Statement set out in Appendix IV to the Announcement. This report is required by Rule 28.1(a)(i) of the City Code and is given for the purpose of complying with that rule and for no other purpose.

### **Responsibility**

It is the responsibility of the directors of the Company to prepare the Statement, the basis of preparation of the Statement and notes to the Statement, in accordance with the requirements of Rule 28 of the City Code.

It is our responsibility to form an opinion, as required by Rule 28.1(a)(i) of the City Code, as to whether the Statement has been properly compiled on the basis stated and to report that opinion to you.

Save for any responsibility which we may have to those persons to whom this report is expressly addressed and for any responsibility arising under Rule 28.1(a)(i) of the City Code to any person as and to the extent there provided (including to the shareholders of the Company), to the fullest extent permitted by the law we do not assume any other responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with Rule 23.2 of the City Code, consenting to its inclusion in the Announcement.

### **Basis of preparation**

The Statement has been prepared on the basis stated in Appendix IV to the Announcement.

### **Basis of opinion**

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom.

The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of considering whether the Statement has been accurately computed based upon bases of belief (including the principal assumptions and sources of information summarised in the notes to the Statement). Whilst the bases of belief (and the principal assumptions and sources of information summarised in the notes to the Statement) are the responsibility of the Directors, we considered whether there was anything to indicate whether the bases of belief (or principal assumptions or sources of information summarised in the notes to the Statement) adopted by the Directors which, in our opinion, are necessary for a proper understanding of the Statement, have not been disclosed or if any of the bases of belief (or principal assumptions or sources of information summarised in the notes to the Statement) made by the Directors appears to us to be unrealistic. This involved discussing the Statement together with the bases of belief supporting the Statement (including the principal assumptions and sources of information summarised in the notes to the Statement) with the Directors and those officers and employees of the Company who developed the underlying plans and with UBS Limited and HSBC Bank plc. The Statement is subject to uncertainty as described in the important notes to the Statement.

We planned and performed our work so as to obtain the information and explanations which we considered necessary in order to provide us with reasonable assurance that the Statement has been properly compiled on the basis stated.

We do not express any opinion as to the achievability of the synergy benefits estimated by Directors of the Company in the Statement.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in the United States of America or other jurisdictions outside the United Kingdom and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

## **Opinion**

In our opinion the Statement by the Company has been properly compiled on the basis stated.

Yours faithfully

BDO LLP

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

## **PART C REPORT FROM UBS AND HSBC**

The Directors  
Sibanye Gold Limited  
Constantia Office Park  
Bridgeview House  
Building 11, Ground Floor  
Corner 14<sup>th</sup> Avenue and Hendrik Potgieter Street  
Gauteng  
1709  
South Africa

14 December 2017

Dear Sirs

**Recommended all-share offer by Sibanye Gold Limited (trading as Sibanye-Stillwater) ("Sibanye-Stillwater") to acquire the entire issued and to be issued ordinary share capital of Lonmin Plc ("Lonmin" and the "Offer", respectively)**

We refer to the quantified financial benefits statement, the bases of belief thereof and the notes thereto (together, the "**Statement**") made by Sibanye-Stillwater and set out in Part A of Appendix IV of the Rule 2.7 announcement dated 14 December 2017 (the "**Announcement**"), for which the board of directors of Sibanye-Stillwater (the "**Directors**") are solely responsible under Rule 28.1(a)(i) of the City Code on Takeovers and Mergers (the "**Code**").

We have discussed the Statement (including the assumptions, accounting policies, bases of calculation and sources of information referred to therein), with the Directors and those officers and employees of the Sibanye-Stillwater Group who have developed the underlying plans as well as with BDO LLP ("**BDO**"). The Statement is subject to uncertainty as described in the Announcement and our work did not involve an independent examination of any of the financial or other information underlying the Statement.

We have relied upon the accuracy and completeness of all the financial and other information provided to us by or on behalf of the Sibanye-Stillwater Group and/or the Lonmin Group, or otherwise discussed with or reviewed by us, and we have assumed such accuracy and completeness for the purposes of providing this letter.

We do not express any view as to the achievability of the quantified financial benefits identified by the Directors.



We have also reviewed the work carried out by BDO and have discussed with them the opinion addressed to you and us on this matter and which is set out in the Announcement, and the accounting policies and bases of calculation for the Statement.

This letter is provided to you solely in connection with Rule 28.1(a)(ii) of the Code and for no other purpose. We accept no responsibility to the Sibanye-Stillwater Group, Lonmin or their shareholders or any person other than the Directors of the Sibanye-Stillwater Group in respect of the contents of this letter. We are acting exclusively as financial advisers to Sibanye-Stillwater and no one else in connection with the Offer and it was for the purpose of complying with Rule 28.1(a)(ii) of the Code that the Sibanye-Stillwater Group requested UBS Limited and HSBC Bank plc to prepare this report on the Statement. No person other than the Directors of the Sibanye-Stillwater Group can rely on the contents of, or the work undertaken in connection with, this letter, and to the fullest extent permitted by law, we expressly exclude and disclaim all liability (whether in contract, tort or otherwise) to any other person, in respect of this letter, its contents or the work undertaken in connection with this letter or any of the results that can be derived from this letter or any written or oral information provided in connection with this letter.

On the basis of the foregoing, we consider that the Statement, for which the Directors are solely responsible, for the purposes of the Code, has been prepared with due care and consideration.

Yours faithfully,

Yours faithfully,

UBS Limited

HSBC Bank plc

## APPENDIX V DEFINITIONS

The following definitions apply throughout this Announcement unless the context requires otherwise:

<b>"3PGE + Au"</b>	also known as 4E, comprises three platinum group elements plus gold and is a summation of Pt, Pd, Rh and Au;
<b>"6E"</b>	also known as 5PGE + Au, comprises five platinum group elements plus gold and is a summation of Pt, Pd, Rh, Ru, Ir and Au;
<b>"Acquisition"</b>	the acquisition of Lonmin by Sibanye-Stillwater pursuant to the Offer;
<b>"Admission"</b>	admission of the New Sibanye-Stillwater Shares to listing and trading on the Main Board of the Johannesburg Stock Exchange;
<b>"Admission Date"</b>	the date of Admission;
<b>"ADR"</b>	American depository receipt, being a certificate evidencing a specific number of Lonmin ADSs or Sibanye-Stillwater ADSs (as applicable);
<b>"ADS"</b>	American depository share, representing a specific number of Lonmin Shares or Sibanye-Stillwater Shares (as applicable);
<b>"Akanani"</b>	Akanani Mining (Proprietary) Limited (registered number 1999/009073/07), an exploration and evaluation asset located on the Northern Limb of the Bushveld Igneous Complex, in which Lonmin holds a 74 per cent. equity interest;
<b>"Anglo American Platinum"</b>	Anglo American Platinum Limited (Registration number 1946/022452/06), a public company duly incorporated and registered under the laws of South Africa;
<b>"Announcement"</b>	this announcement;
<b>"Aquarius Platinum"</b>	Aquarius Platinum Limited (registration number 26290), an exempted company duly incorporated and registered under the laws of Bermuda;
<b>"Authorisations"</b>	regulatory authorisations, orders, recognitions, grants, consents, clearances, confirmations, certificates, licences, permissions or approvals;
<b>"BBBEE"</b>	the broad-based black economic empowerment policy of the government of South Africa, as articulated in the BEE Legislation;
<b>"BBBEE Act"</b>	the South African Broad-Based Black Economic Empowerment Act, 2003;
<b>"BDO"</b>	BDO LLP, Sibanye-Stillwater's reporting accountant;
<b>"BEE"</b>	broad-based black economic empowerment, or black economic empowerment, which arises as a result of the BEE Legislation;
<b>"BEE Legislation"</b>	the following South African legislation: the Employment Equity Act, 1998; the Skills

	Development Act, 1998; the Preferential Procurement Policy Framework Act, 2000; the BBBEE Act; the Broad-Based Black Economic Empowerment Amendment Act, 2013; the MPRDA and the Mining Charter as in force from time to time;
<b>"Blitz Project"</b>	Sibanye-Stillwater's underground Blitz PGM project adjacent and to the east of the existing Stillwater Mine designed to explore, define and extract PGM resources along the far eastern extent of the J-M Reef;
<b>"Board"</b>	board of directors;
<b>"Business Day"</b>	a day (other than Saturdays, Sundays and public holidays) on which banks are open for business in the City of London and South Africa;
<b>"CMA" or "Competition and Markets Authority"</b>	the UK Competition and Markets Authority;
<b>"CMA Phase 2 Reference"</b>	a reference of the Offer to the chair of the CMA for the constitution of a group under Schedule 4 to the Enterprise and Regulatory Reform Act 2013 (including as a result of the acceptance or rejection of undertakings in lieu of a reference);
<b>"Conditions"</b>	the conditions to the implementation of the Offer, as set out in Appendix I to this Announcement and to be set out in the Scheme Document;
<b>"Co-operation Agreement"</b>	the agreement dated 14 December 2017 between Sibanye-Stillwater and Lonmin relating to, among other things, the implementation of the Acquisition;
<b>"Court"</b>	the High Court of Justice in England and Wales;
<b>"Court Meeting"</b>	the meeting of Lonmin Shareholders to be convened pursuant to an order of the Court under the UK Companies Act for the purpose of considering and, if thought fit, approving the Scheme (with or without modification), including any adjournment, postponement or reconvention thereof;
<b>"Court Order"</b>	the order of the Court sanctioning the Scheme;
<b>"CREST"</b>	the relevant system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear;
<b>"Dealing Disclosure"</b>	has the same meaning as in Rule 8 of the Takeover Code;
<b>"Deposit Agreement"</b>	the deposit agreement governing the Lonmin ADSs;
<b>"Disclosed"</b>	the information fairly disclosed by, or on behalf of, Lonmin (i) in the annual report and accounts of the Lonmin Group for the financial year ended 30 September 2016; (ii) in this Announcement; (iii) in any other announcement to a Regulatory Information Service by, or on behalf of, Lonmin prior to the publication of this Announcement; or (iv) as

		otherwise fairly disclosed in writing to Sibanye-Stillwater (or its respective officers, employees, agents or advisers in their capacity as such) prior to the date of this Announcement;
<b>"DMR"</b>		the South African Department of Mineral Resources;
<b>"Due Diligence Clean Team Protocol"</b>		the due diligence clean team protocol put in place by Sibanye-Stillwater and Lonmin in relation to the disclosure of competitively sensitive confidential information between Sibanye-Stillwater and Lonmin and their professional advisers in connection with the Offer;
<b>"Effective Date"</b>		the date on which either: (i) the Scheme becomes effective in accordance with its terms; or (ii) if Sibanye-Stillwater elects to implement the Acquisition by way of a takeover offer (as defined in Chapter 3 of Part 28 of the UK Companies Act), the date on which such takeover offer becomes or is declared unconditional in all respects;
<b>"Enlarged Sibanye-Stillwater Group"</b>		the Sibanye-Stillwater Group as enlarged by the Lonmin Group following completion of the Acquisition;
<b>"Euroclear"</b>		Euroclear UK and Ireland Limited;
<b>"Exchange Ratio"</b>		0.967 New Sibanye-Stillwater Shares for each Lonmin Share;
<b>"Financial Conduct Authority"</b>		the Financial Conduct Authority;
<b>"Forms of Proxy"</b>		the forms of proxy in connection with each of the Court Meeting and the Lonmin General Meeting, which will accompany the Scheme Document and/or the forms of proxy in connection with the Sibanye-Stillwater Shareholder Meeting, which will accompany the Sibanye-Stillwater Circular (as applicable);
<b>"Gleacher Shacklock"</b>		Gleacher Shacklock LLP, Lonmin's Rule 3 adviser;
<b>"Greenhill"</b>		Greenhill & Co. International LLP;
<b>"HSBC"</b>		HSBC Bank plc, Sibanye-Stillwater's Financial Adviser;
<b>"IFRS"</b>		International Financial Reporting Standards;
<b>"Johannesburg Exchange"</b>	<b>Stock</b>	the securities exchange operated by JSE Limited (Registration No. 2005/022939/06), a public company trading as the "Johannesburg Stock Exchange", duly registered and incorporated under the laws of South Africa and licensed as a securities exchange under the South African Financial Markets Act, 2012;
<b>"J.P. Morgan Cazenove"</b>		J.P. Morgan Securities plc, which conducts its UK investment banking business as J.P. Morgan Cazenove;
<b>"JSE Listing Requirements"</b>		the listings requirements of the Johannesburg Stock Exchange published under the South African Financial Markets Act, as amended from time to time;
<b>"Kroondal Operations"</b>		the underground and surface operations at

	Kroondal near Rustenburg in South Africa, managed through a 50:50 joint venture with Anglo American Platinum in terms of the Kroondal PSA;
<b>"Kroondal PSA"</b>	the pooling and sharing agreement concluded between Aquarius Platinum (South Africa) Proprietary Limited (registration number 2000/000341/07) and RPM on or around 15 December 2005, as amended by various addenda thereto;
<b>"Licences Condition"</b>	the Condition set out in paragraph 3(f) of Part A of Appendix I to this Announcement;
<b>"Listing Rules"</b>	the listing rules and regulations made by the Financial Conduct Authority in its capacity as the UKLA under the Financial Services and Markets Act 2000, and contained in the UKLA's publication of the same name, as amended from time to time;
<b>"London Stock Exchange"</b>	the London Stock Exchange plc;
<b>"Longstop Date"</b>	28 February 2019 or such later date as may be agreed in writing by Sibanye-Stillwater and Lonmin (with the Panel's consent and as the Court may approve (if such approval(s) are required));
<b>"Lonmin"</b>	Lonmin Plc;
<b>"Lonmin ADSs"</b>	American depositary shares, each of which represents one Lonmin Share;
<b>"Lonmin Depository"</b>	Bank of New York Mellon, as depository for the Lonmin ADR program;
<b>"Lonmin Directors"</b>	the directors of Lonmin;
<b>"Lonmin Employee Benefit Trust"</b>	means the employee benefit trust established by Lonmin;
<b>"Lonmin General Meeting"</b>	the general meeting of Lonmin Shareholders (including any adjournment thereof) to be convened in connection with the Scheme and the Acquisition;
<b>"Lonmin Group"</b>	Lonmin and its subsidiary undertakings and, where the context permits, each of them;
<b>"Lonmin Shareholders"</b>	the holders of Lonmin Shares;
<b>"Lonmin Share Plans"</b>	the Lonmin 2015 Long Term Incentive Plan and the Lonmin Annual Share Award Plan;
<b>"Lonmin Shares"</b>	the existing unconditionally allotted or issued and fully paid ordinary shares of US\$0.0001 each in the capital of Lonmin and any further such ordinary shares which are unconditionally allotted or issued before the Scheme becomes effective;
<b>"LTM"</b>	the last twelve months;
<b>"Main Market"</b>	the main market of the London Stock Exchange;
<b>"Marikana"</b>	Marikana platinum mine;
<b>"Market Abuse Regulation"</b>	Regulation (EU) No. 596/2014 of the European Parliament and the Council of 16 April 2015 on market abuse;
<b>"Mimosa Operations"</b>	the underground and surface operations

located on the Wedza sub-chamber of the southern portion of the Great Dyke in Zimbabwe, held in a 50:50 joint venture with Sibanye-Stillwater (indirectly) and Impala Platinum Holdings Limited (registration number 1957/001979/06);

<b>"Mining Charter"</b>		the broad-based socio-economic empowerment charter for the South Africa mining and minerals industry published by the DMR and which became effective on 1 May 2004 (as amended in September 2010);
<b>"Minister"</b>		the Minister of Mineral Resources in South Africa;
<b>"Moshe Capital"</b>		Moshe Capital (Pty) Ltd;
<b>"Moz"</b>		millions of ounces;
<b>"MPRDA"</b>		the South African Mineral and Petroleum Resources Development Act, 2002;
<b>"New Sibanye-Stillwater Shares"</b>		the new Sibanye-Stillwater Shares proposed to be issued to Lonmin Shareholders in connection with the Offer;
<b>"New York Stock Exchange"</b>		the New York Stock Exchange, Inc;
<b>"Offer"</b>		the recommended all-share offer being made by Sibanye-Stillwater to acquire the entire issued and to be issued ordinary share capital of Lonmin, to be effected by means of the Scheme (or by way of the takeover offer under certain circumstances described in this Announcement) and, where the context admits, any subsequent revision, variation, extension or renewal thereof;
<b>"Offer Period"</b>		the offer period (as defined by the Takeover Code) relating to Lonmin, which commenced on the date of this Announcement;
<b>"Official List"</b>		the Official List maintained by the UKLA;
<b>"Opening Disclosure"</b>	<b>Position</b>	has the same meaning as in Rule 8 of the Takeover Code;
<b>"Operational Review"</b>		has the meaning given in paragraph 4 to this Announcement;
<b>"Pandora"</b>		Pandora platinum mine;
<b>"Panel"</b>		the UK Panel on Takeovers and Mergers;
<b>"PGM"</b>		platinum group metals;
<b>"Platinum Mile"</b>		Platinum Mile Resources Proprietary Limited;
<b>"Qinisele Resources"</b>		Qinisele Resources (Pty) Limited;
<b>"Registrar of Companies"</b>		the Registrar of Companies in England and Wales;
<b>"Regulation"</b>		has the meaning given to it in paragraph 3(d) in Part A of Appendix I to this Announcement;
<b>"Regulatory Clean Team Protocol"</b>		the regulatory clean team protocol put in place by Sibanye-Stillwater and Lonmin in relation to the disclosure of competitively sensitive confidential information between Sibanye-Stillwater's external legal counsel and/or economists and Lonmin's external legal counsel and/or economists for the purposes of obtaining the consent of competition authorities

		and/or other regulatory clearances in connection with the Offer;
<b>"Regulatory Service"</b>	<b>Information</b>	any of the information services set out in Appendix I to the Listing Rules;
<b>"Restricted Jurisdiction"</b>		any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if the Offer is extended or made available in that jurisdiction or if information concerning the Offer or the Acquisition is sent or made available in that jurisdiction;
<b>"Restricted Person"</b>	<b>Overseas</b>	Lonmin Shareholders resident in, or nationals or citizens of, Restricted Jurisdictions or who are nominees or custodians, trustees or guardians for, citizens, residents or nationals of such Restricted Jurisdictions;
<b>"RPM"</b>		Rustenburg Platinum Mines Limited (registration number 1931/003380/06), a public company duly incorporated and registered under the laws of South Africa;
<b>"Rustenburg Operations"</b>		the Bathopele, Siphumelele (including Khomanani), and the Thembelani (including Khuseleka) mining operations, two concentrating plants, an onsite chrome recovery plant, the Western Limb Tailings Retreatment Plant, associated surface infrastructure and related assets and liabilities;
<b>"Scheme"</b>		the proposed scheme of arrangement under Part 26 of the UK Companies Act between Lonmin and the Lonmin Shareholders to implement the Offer, with or subject to any modification, addition or condition approved or imposed by the Court and agreed by Lonmin and Sibanye-Stillwater;
<b>"Scheme Document"</b>		the document to be sent to Lonmin Shareholders containing, amongst other things, the full terms and conditions of the Scheme and the notices convening the Court Meeting and the Lonmin General Meeting;
<b>"Scheme Voting Time"</b>	<b>Voting Record</b>	the date and time specified in the Scheme Document by reference to which entitlement to vote at the Court Meeting will be determined, expected to be 6.00 pm (London time) on the day which is two days before the Court Meeting or, if the Court Meeting is adjourned, 6.00 pm (London time) on the day which is two days before the date of such adjourned Court Meeting;
<b>"SEC"</b>		the US Securities and Exchange Commission;
<b>"Sibanye-Stillwater"</b>		Sibanye Gold Limited (or if Sibanye Gold Limited elects, a nominee or wholly-owned subsidiary of Sibanye Gold Limited notified in writing to Lonmin prior to publication of the Scheme Document (or, if applicable, the offer document));
<b>"Sibanye-Stillwater ADSs"</b>		American depositary shares, each of which represents four Sibanye-Stillwater Shares;
<b>"Sibanye-Stillwater Circular"</b>		the circular, containing (amongst other things) the notice of the Sibanye-Stillwater

	Shareholder Meeting and the Forms of Proxy attached thereto, relating to Sibanye-Stillwater Shareholder approval of the allotment and issue of the New Sibanye-Stillwater Shares for the purposes of the Offer;
<b>"Sibanye-Stillwater Directors"</b>	the directors of Sibanye-Stillwater;
<b>"Sibanye-Stillwater Group"</b>	Sibanye-Stillwater and its subsidiary undertakings and, where the context permits, each of them;
<b>"Sibanye-Stillwater MOI"</b>	the memorandum of incorporation of Sibanye Gold Limited, as amended from time to time;
<b>"Sibanye-Stillwater's Financial Advisers"</b>	UBS and/or HSBC;
<b>"Sibanye-Stillwater Shareholder Meeting"</b>	the general meeting of Sibanye-Stillwater Shareholders (including any adjournment thereof), to be convened in connection with the Sibanye-Stillwater Shareholder approval of the allotment and issue of the New Sibanye-Stillwater Shares for the purposes of the Offer, notice of which will be sent out in the Sibanye-Stillwater Circular;
<b>"Sibanye-Stillwater Shareholders"</b>	the holders of Sibanye-Stillwater Shares;
<b>"Sibanye-Stillwater Shares"</b>	ordinary shares of no par value in the issued share capital of Sibanye-Stillwater;
<b>"Significant Interest"</b>	in relation to an undertaking, a direct or indirect interest of 20 per cent. or more of the total voting rights conferred by the equity share capital (as defined in section 548 of the UK Companies Act) of such undertaking;
<b>"South Africa"</b>	the Republic of South Africa;
<b>"South African Companies Act"</b>	the South African Companies Act, 2008;
<b>"South African Financial Markets Act"</b>	the South African Financial Markets Act, 2012, as amended;
<b>"Stillwater"</b>	Stillwater Mining Company (file no. 2317621), a company incorporated and existing under the laws of the State of Delaware, United States;
<b>"Stillwater Mine"</b>	Sibanye-Stillwater's mining operation near Nye, Montana;
<b>"STRATE"</b>	the settlement and clearing system used by the Johannesburg Stock Exchange, managed by Strate Proprietary Limited (Registration Number 1998/022242/07), a limited liability company duly incorporated and registered under the laws of South Africa;
<b>"Takeover Code"</b>	the City Code on Takeovers and Mergers;
<b>"Takeover Offer"</b>	should the Acquisition be implemented by way of a takeover offer as defined in Chapter 3 of Part 28 of the UK Companies Act, the offer to be made by or on behalf of Sibanye-Stillwater (and/or a wholly-owned subsidiary of Sibanye-Stillwater) to acquire the entire issued and to be issued ordinary share capital of Lonmin and, where the context admits, any subsequent



	revision, variation, extension or renewal of such takeover offer;
<b>"Third Party"</b>	each of a central bank, government or governmental, quasi-governmental, supranational, statutory, regulatory, environmental, administrative, fiscal or investigative body, court, trade agency, association, institution, environmental body, employee representative body or any other body or person whatsoever in any jurisdiction;
<b>"TNW"</b>	has the meaning given in paragraph 4 to this Announcement;
<b>"UBS"</b>	UBS Limited and/or UBS South Africa (Pty) Ltd (as applicable), Sibanye-Stillwater's Financial Adviser;
<b>"UK Companies Act"</b>	the UK Companies Act 2006, as amended;
<b>"UKLA"</b>	the UK Listing Authority, being the Financial Conduct Authority acting in its capacity as the competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000;
<b>"United Kingdom" or "UK"</b>	the United Kingdom of Great Britain and Northern Ireland;
<b>"United States" or "US"</b>	the United States of America, its territories and possessions, any state of the United States of America, the District of Columbia and all other areas subject to its jurisdiction and any political sub-division thereof;
<b>"US Exchange Act"</b>	the US Securities Exchange Act of 1934, as amended;
<b>"US Securities Act"</b>	the US Securities Act of 1933, as amended;
<b>"Wider Lonmin Group"</b>	Lonmin and associated undertakings and any other body corporate, partnership, joint venture or person in which Lonmin and such undertakings (aggregating their interests) have a Significant Interest; and
<b>"Wider Sibanye-Stillwater Group"</b>	Sibanye-Stillwater and associated undertakings in which Sibanye-Stillwater has a Significant Interest and any other body corporate, partnership, joint venture or person in which Sibanye-Stillwater and all such undertakings (aggregating their interests) have a Significant Interest.

For the purposes of this Announcement, in relation to Lonmin, "**subsidiary**", "**subsidiary undertaking**", "**undertaking**" and "**associated undertaking**" have the respective meanings given thereto by the UK Companies Act and, in relation to Sibanye-Stillwater, "**subsidiary**" has the meaning given thereto by the South African Companies Act.

All references to "**Sterling**", "**£**", "**pence**" and "**p**" are to the lawful currency of the United Kingdom.

All references to "**US Dollar**", "**US\$**" and "**\$**" are to the lawful currency of the United States.

All references to "**R**" and "**South African Rand**" are to the lawful currency of South Africa.

All the times referred to in this Announcement are London times unless otherwise stated.

References to the singular include the plural and vice versa.