

Kumba Iron Ore Limited  
A member of the Anglo American plc group  
(Incorporated in the Republic of South Africa)  
(Registration number 2005/015852/06)  
Share code: KIO  
ISIN: ZAE000085346  
("Kumba" or "the company")

## REPORT ON PROCEEDINGS AT THE ANNUAL GENERAL MEETING AND APPOINTMENT OF ACTING CHIEF FINANCIAL OFFICER

At the eleventh (11<sup>th</sup>) annual general meeting ("AGM") of the shareholders of Kumba held today, 11 May 2017, all the ordinary and special resolutions proposed at the meeting were approved by the requisite majority of votes. In this regard, Kumba confirms the voting statistics from the AGM as follows:

Resolutions	Votes carried disclosed as a percentage in relation to the total number of shares voted at the meeting		Number of shares voted	Shares voted disclosed as a percentage in relation to the total issued share capital*	Shares abstained disclosed as a percentage in relation to the total issued share capital*
	For	Against			
Ordinary resolution number 1: To re-appoint Deloitte & Touche as independent auditors	100.00%	0.00%	298,784,226	92.77%	0.00%
Ordinary Resolution Number 2.1 - To re-elect by way of separate resolutions, the following non-executive directors by rotation in terms of the memorandum of incorporation: Allen Morgan	99.99%	0.01%	298,784,871	92.77%	0.00%
Ordinary Resolution Number 2.2 - To re-elect by way of separate resolutions, the following non-executive directors by rotation in terms of the memorandum of incorporation: Buyelwa Sonjica	99.99%	0.01%	298,773,471	92.76%	0.01%

Ordinary Resolution Number 2.3 - To re-elect by way of separate resolutions, the following non-executive directors by rotation in terms of the memorandum of incorporation: Dolly Mokgatle	99.99%	0.01%	298,774,521	92.76%	0.01%
Ordinary Resolution Number 2.4 - To re-elect by way of separate resolutions, the following non-executive directors by rotation in terms of the memorandum of incorporation: Nonkululeko Dlamini	99.98%	0.02%	298,774,521	92.76%	0.01%
Ordinary Resolution Number 2.5 - To re-elect by way of separate resolutions, the following non-executive directors by rotation in terms of the memorandum of incorporation: Seamus French	99.98%	0.02%	298,783,121	92.77%	0.00%
Ordinary Resolution Number 2.6 - To re-elect by way of separate resolutions, the following non-executive directors by rotation in terms of the memorandum of incorporation: Stephen Pearce	99.98%	0.02%	298,784,521	92.77%	0.00%
Ordinary Resolution Number 2.7 - To re-elect by way of separate resolutions, the following non-executive directors by rotation in terms of the memorandum of incorporation: Terence Goodlace	99.99%	0.01%	298,783,471	92.77%	0.00%
Ordinary Resolution Number 3.1 - To elect, by way of separate resolutions, the following directors as members of the Audit Committee in terms of Section 94 of the Companies Act No. 71 of 2008 as amended: Allen Morgan	99.77%	0.23%	298,733,565	92.75%	0.02%

Ordinary Resolution Number 3.2 - To elect, by way of separate resolutions, the following directors as members of the Audit Committee in terms of Section 94 of the Companies Act No. 71 of 2008 as amended: Dolly Mokgatle	99.77%	0.23%	298,723,215	92.75%	0.02%
Ordinary Resolution Number 3.3 - To elect, by way of separate resolutions, the following directors as members of the Audit Committee in terms of Section 94 of the Companies Act No. 71 of 2008 as amended: Terence Goodlace	99.95%	0.05%	298,784,871	92.77%	0.00%
Ordinary Resolution Number 4 - Approval of the remuneration policy and its implementation thereof by way of a non-binding advisory vote	83.40%	16.60%	298,683,411	92.73%	0.03%
Ordinary Resolution Number 5 - General authority for directors to allot and issue ordinary shares	98.82%	1.18%	298,784,186	92.77%	0.00%
Special Resolution Number 1 - Approval of the revised Memorandum of Incorporation	93.93%	6.07%	298,784,272	92.77%	0.00%
Special Resolution Number 2 - General authority to issue shares for cash	99.71%	0.29%	298,786,521	92.77%	0.00%
Special Resolution number 3 - Approval of remuneration of non-executive directors	99.99%	0.01%	298,777,328	92.76%	0.01%
Special Resolution Number 4 - Approval for the granting of financial assistance in terms of Sections 44 and 45 of the Companies Act No. 71 of 2008	99.10%	0.90%	298,782,441	92.76%	0.00%
Special Resolution Number 5 - General authority to repurchase shares	99.48%	0.52%	298,786,891	92.77%	0.00%

*\*Total issued share capital is 322 085 974.*

The special resolution/s will, where necessary, be lodged for registration with the Companies and Intellectual Property Commission in due course.

As previously communicated to the market, Frikkie Kotzee, the Chief financial officer stepped down at the annual general meeting today, after 5 years in the role. A rigorous process is underway to identify and appoint his replacement. In the interim, the Company advises that Johan Prins will assume the role of Acting Chief Financial Officer. Johan is currently the executive head of finance and plays a critical role in providing high level guidance and support to the board and executive management team.”

Centurion

11 May 2017

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