

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

Kumba held its thirteenth (13<sup>th</sup>) annual general meeting ("AGM" or "the meeting") of shareholders today, 10 May 2019. All the ordinary and special resolutions proposed at the meeting were approved by the requisite majority of votes. Kumba confirms the voting statistics from the AGM as follows:

Resolutions	Votes cast 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 and Mrs Nita Ranchod as individual designated auditor	98.09%	1.91%	301,329,334	93.56%	0.00%
Ordinary Resolution Number 2.1 - To re-elect Mrs Buyelwa Sonjica as a director of the Company	99.95%	0.05%	301,326,549	93.55%	0.00%
Ordinary Resolution Number 2.2 - To re-elect Mrs Nonkululeko Dlamini as a director of the Company	99.18%	0.82%	301,326,409	93.55%	0.00%
Ordinary Resolution Number 2.3 - To re-elect Mr Terence Goodlace as a director of the Company	98.91%	1.09%	301,326,609	93.55%	0.00%
Ordinary Resolution Number 3.1 - Election of Mr Sango Ntsaluba as a member of the Audit Committee	99.97%	0.03%	301,326,409	93.55%	0.00%
Ordinary Resolution Number 3.2 - Election of Mr Terence Goodlace as a member of the Audit Committee	99.97%	0.03%	301,326,549	93.55%	0.00%
Ordinary Resolution Number 3.3 - Election of Mrs Mary Bomela as a member of the Audit Committee	99.93%	0.07%	301,326,349	93.55%	0.00%
Ordinary Resolution Number 4.1 - Approval of the remuneration policy and its implementation by way of a non-binding advisory vote - Approval of Remuneration Policy	99.69%	0.31%	301,246,817	93.53%	0.03%
Ordinary Resolution Number 4.2 - Approval of the implementation of the remuneration policy and its	93.18%	6.82%	300,195,172	93.20%	0.36%

implementation by way of a non-binding advisory vote - Approval for the implementation of the remuneration policy					
Ordinary Resolution Number 5 - General authority for directors to allot and issue ordinary shares	99.95%	0.05%	301,327,074	93.55%	0.00%
Ordinary Resolution Number 6.1 - Approval of the Amended Bonus and Retention Share Plan (BRP)	99.41%	0.59%	301,259,276	93.53%	0.00%
Ordinary Resolution Number 6.2 - Approval of the Amended Performance Share Plan (PSP)	99.81%	0.19%	301,259,276	93.53%	0.00%
Ordinary Resolution Number 7 - Changes to the Long-Term Incentive and Forfeitable Share Awards	99.85%	0.15%	301,326,877	93.55%	0.00%
Ordinary Resolution Number 8 - Authorisation to sign documents to give effect to resolutions	100.00%	0.00%	301,329,132	93.56%	0.00%
Special Resolution Number 1 - General authority to issue shares for cash	99.95%	0.05%	301,329,219	93.56%	0.00%
Special Resolution Number 2.1 - Remuneration payable to the Chairperson of the Board: R1,507,433	100.00%	0.00%	301,330,287	93.56%	0.00%
Special Resolution Number 2.2 - Remuneration payable to the ordinary Board members: R249,233	100.00%	0.00%	301,330,005	93.56%	0.00%
Special Resolution Number 2.3 - Remuneration payable to the Lead Independent Director: R1,166,000	100.00%	0.00%	301,330,170	93.56%	0.00%
Special Resolution Number 2.4 - Remuneration payable to the Chairperson of the Audit Committee: R322,644	100.00%	0.00%	301,330,005	93.56%	0.00%
Special Resolution Number 2.5 - Remuneration payable to the members of the Audit Committee: R165,446	100.00%	0.00%	301,330,005	93.56%	0.00%
Special Resolution Number 2.6 - Remuneration payable to the Chairperson of the Risk & Opportunities Committee: R332, 644	100.00%	0.00%	301,330,005	93.56%	0.00%
Special Resolution Number 2.7 - Remuneration payable to the members of the Risk & Opportunities Committee: R165,446	100.00%	0.00%	301,330,005	93.56%	0.00%
Special Resolution Number 2.8 - Remuneration of the Chairperson of the Social, Ethics and Transformation Committee: R332,644	100.00%	0.00%	301,330,005	93.56%	0.00%
Special Resolution Number 2.9 - Remuneration payable to the members of the Social, Ethics and Transformation Committee: R165,446	100.00%	0.00%	301,330,005	93.56%	0.00%
Special Resolution Number 2.10 - Remuneration payable to the members of the Nominations and Governance Committee: R165,446	100.00%	0.00%	301,330,005	93.56%	0.00%
Special Resolution Number 2.11 - Remuneration payable to the Chairperson of the Human Resources and Remuneration Committee: R322,644	100%	0.00%	301,330,092	93.56%	0.00%

Special Resolution Number 2.12 - Remuneration payable to the members of the Human Resources and Remuneration Committee: R165,446	100.00%	0.00%	301,330,005	93.56%	0.00%
Special Resolution Number 3 - Approval for the granting of financial assistance in terms of Sections 44 and 45 of the Companies Act No. 71 of 2008	99.84%	0.16%	301,330,150	93.56%	0.00%
Special Resolution Number 4 - General authority to repurchase shares	99.59%	0.41%	301,328,547	93.56%	0.00%

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

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

As previously communicated to the market on 18 March 2019, Mrs Dolly Mokgatle stepped down as independent non-executive director at the annual general meeting today, after twelve years in the role. Kumba Board and management thank Mrs Mokgatle for her immense contribution and commitment to the Board for over 12 years. The Board has commenced the process to identify and appoint a new non-executive director to replace Mrs Mokgatle.

Centurion  
10 May 2019

Sponsor  
RAND MERCHANT BANK (A division of FirstRand Bank Limited)

For further information, please contact:

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**Notes to editors:**

Anglo American is a leading global mining company and our products are the essential ingredients in almost every aspect of modern life. Our portfolio of world-class competitive mining operations and undeveloped resources provides the metals and minerals that enable a cleaner, more electrified world and that meet the fast growing consumer-driven demands of the world's developed and maturing economies. With our people at the heart of our business, we use innovative practices and the latest technologies to discover new resources and mine, process, move and market our products to our customers around the world – safely, responsibly and sustainably.

As a responsible miner – of diamonds (through De Beers), copper, platinum group metals, iron ore, coal and nickel – we are the custodians of what are precious natural resources. We work together with our business partners and diverse stakeholders to unlock the sustainable value that those resources represent for our shareholders, the communities and countries in which we operate, and for society as a whole. Anglo American is re-imagining mining to improve people's lives.

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