

30 March 2023

ONLINE LODGEMENT

Company Announcements
ASX Limited
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Level 152-158 St Georges Terrace
Perth WA 6000

Ashurst Australia
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Perth WA 6000
Australia

GPO Box 9938
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Australia

Tel +61 8 9366 8000
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DX 388 Perth
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Dear Sir or Madam

Sibanye-Stillwater off-market takeover bid for New Century Resources Limited (ASX: NCZ)

We act for Sibanye Stillwater Limited (**Sibanye-Stillwater**) and Sibanye Resources Australia Pty Ltd ACN 665 669 689 (an indirect wholly-owned subsidiary of Sibanye-Stillwater) (**Sibanye Australia**), and have been authorised by the Board of Sibanye Australia to provide this release.

We refer to the bidder's statement dated 21 February 2023 (as supplemented) (**Bidder's Statement**) prepared by Sibanye Australia in relation to its off-market takeover bid under Chapter 6 of the *Corporations Act 2001* (Cth) (**Corporations Act**) to acquire all of the ordinary shares in New Century Resources Limited ACN 142 165 080 (**New Century**) (the **Offer**).

We enclose:

- a notice in the prescribed form pursuant to section 661B(1) of the Corporations Act (**Compulsory Acquisition Notice**) and a sample letter being sent to shareholders of New Century together with the Compulsory Acquisition Notice (**Cover Letter**);
- a notice under section 650F(1) of the Corporations Act stating that Sibanye Australia has declared the Offer and any takeover contract arising from acceptance of the Offer free from the defeating condition set out in section 7.11 of the Bidder's Statement. Accordingly, the Offer is no longer subject to any defeating conditions; and
- in accordance with section 647(3)(a)(ii) of the Corporations Act (as modified by ASIC Class Order [CO 13/528]), a copy of Sibanye Australia's second supplementary bidder's statement dated 30 March 2023, which supplements the Bidder's Statement.

The Compulsory Acquisition Notice and Cover Letter are in the form lodged with the Australian Securities and Investments Commission today and to be sent to relevant New Century shareholders to effect compulsory acquisition of their outstanding shares in New Century.

Yours faithfully



Ashurst Australia

Notice of compulsory acquisition following takeover bid

Notice

Description of class of securities to which the bid relates

To each holder of:

Ordinary Shares

('Bid Class Securities')

Name of target company or body

in

Name ('the Company')

New Century Resources Limited

ACN/ARBN/ARSN

142 165 080

Tick applicable box(es)

and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related.

and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

Name of bidder

1. Under a takeover bid offers were made by

Sibanye Resources Australia Pty Ltd

in respect of the acquisition of Bid Class Securities in the company.

The offers

Tick one box

closed

are scheduled to close

Date offers closed or are scheduled to close

on

Date

1 1 / 0 4 / 2 3
[D] [D] [M] [M] [Y] [Y]

Tick applicable box(es).
(See subsection 661A(4) and (4A))

2. You are, as at the date of this notice, the holder of one or more of the following

securities in respect of which the takeover offer was made, but have not accepted the offer. (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice—the bidder will acquire your securities under the offer.)

securities to which the bid related issued after the end of the offer period and before the date of this notice

securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related

securities issued under an employee incentive scheme to which restrictions on transfer apply under the company's constitution or the terms of issue, being

Description of securities

Description of securities

the following securities in the bid class in which the bidder has a relevant interest

Tick one box

3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 ('the Act') that the bidder has become entitled pursuant to subsection

661A(1)

661A(3)

of the Act to compulsorily acquire your securities and desires to acquire those securities.

Continued... Notice

- 4 Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

This notice was lodged with ASIC on

Date

/ /
[D] [D] [M] [M] [Y] [Y]

Date of lodgement

Insert paragraph 4A only where alternative forms of consideration were offered under the bid.

- 4A. You are entitled, within one month after being given this notice (see paragraph 8), or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:

Details of alternative terms.

Set out the terms that will apply

5. Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.
6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before
- this notice was given.
 the end of the offer period.
7. Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.
8. A notice sent by post to you is taken to be given to you 3 days after it is posted.

Tick one box

Signature

Name of person signing

Benjamin Dry

Capacity

Director

Signature



Date signed

/ /
[D] [D] [M] [M] [Y] [Y]

30 March 2023



Sibanye Stillwater Limited

Incorporated in the Republic of South Africa
Registration number 2014/243852/06
Share codes: SSW (JSE) and SBSW (NYSE)
ISIN – ZAE000259701
Issuer code: SSW
("Sibanye-Stillwater", "the Company" and/or "the Group")

Registered Address:

Constantia Office Park
Bridgeview House • Building 11 • Ground Floor
Cnr 14th Avenue & Hendrik Potgieter Road
Weltevreden Park • 1709

Postal Address:

Private Bag X5 • Westonaria • 1780

Tel +27 11 278 9600 • Fax +27 11 278 9863

Website: www.sibanvestillwater.com

NCZTKO
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Dear New Century shareholder

Compulsory acquisition of your shares in New Century Resources Limited

As you may be aware, Sibanye Resources Australia Pty Ltd ACN 665 669 689 (**Sibanye Australia**), an indirect wholly-owned subsidiary of Sibanye-Stillwater, has made an off-market takeover offer dated 7 March 2023 to acquire all of your ordinary shares in New Century Resources Limited ACN 142 165 080 (**New Century**), on the terms set out in the bidder's statement dated 21 February 2023 (as supplemented) (**Bidder's Statement**). Unless the context requires otherwise, terms defined in the Bidder's Statement have the same meaning in this letter.

Sibanye Australia (together with its Associates) has a relevant interest in more than 90% of the New Century Shares. Accordingly, Sibanye Australia will now exercise its rights under the Corporations Act to compulsorily acquire all of the outstanding New Century Shares in which it (or any of its Associates) does not already have a Relevant Interest. The acquisition will be on the same terms as those offered by Sibanye Australia under the Offer, which means that you will receive \$1.10 cash per New Century Share.

New Century Shareholders who have not accepted the Offer may still do so up to 7:00pm (Sydney time) on 11 April 2023. New Century Shareholders who accept the Offer by this time will receive the cash consideration to which they are entitled in accordance with the terms of the Offer. New Century Shareholders who do not accept the Offer will have their New Century Shares compulsorily acquired and will receive their consideration a number of weeks later than shareholders who accept the Offer.

On completion of the compulsory acquisition procedures, Sibanye Australia will pay to New Century the consideration in respect of your New Century Shares. You will then be entitled to ask New Century to provide that consideration to you. In due course, New Century will send you a letter advising how to claim that consideration.

The formal notice which Sibanye Australia is required to give you under the compulsory acquisition provisions of the Corporations Act is **enclosed** and sets out further information on the compulsory acquisition process.

If you have already accepted the Offer or otherwise disposed of your New Century Shares, you can disregard this letter and the accompanying documents.

Yours sincerely,

Laurent Charbonnier
Director
Sibanye Resources Australia Pty Ltd

Sibanye Stillwater Limited

Incorporated in the Republic of South Africa
Registration number 2014/243852/06
Share codes: SSW (JSE) and SBSW (NYSE)
ISIN – ZAE000259701
Issuer code: SSW
("Sibanye-Stillwater", "the Company" and/or "the Group")



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Postal Address:

Private Bag X5 • Westonaria • 1780

Tel +27 11 278 9600 • Fax +27 11 278 9863

Website: www.sibanyestillwater.com

NOTICE DECLARING THE OFFER FREE OF CONDITIONS

Notice under section 650F of the Corporations Act 2001 (Cth) (Corporations Act)

TO: New Century Resources Limited (ACN 142 165 080) (New Century)
ASX Limited (ACN 008 624 691)

This notice is given under section 650F of the Corporations Act in relation to Sibanye Resources Australia Pty Ltd's ACN 665 669 689 (**Sibanye Australia**) takeover bid for all of the ordinary shares in New Century, as set out in the bidder's statement dated 21 February 2023 (**Bidder's Statement**) (the **Offer**).

Sibanye Australia gives notice, for the purpose of section 650F of the Corporations Act, that:

- (a) the Offer, and any takeover contract arising from acceptance of the Offer, is declared free from the condition set out in section 7.11 of the Bidder's Statement (being the no Prescribed Occurrence condition, as defined in the Bidder's Statement); and
- (b) as at the date of this notice, Sibanye Australia's voting power in New Century is 91.64%.

Accordingly, the Offer is no longer subject to the defeating condition set out in the Bidder's Statement.

Dated 30 March 2023

Benjamin Dry
Director
Sibanye Resources Australia Pty Ltd



This document is the second supplementary bidder's statement (**Second Supplement**) made under section 643 of the *Corporations Act 2001* (Cth) (**Corporations Act**) to the bidder's statement dated 21 February 2023 (**Original Bidder's Statement**) containing an off-market takeover bid under Chapter 6 of the Corporations Act with offers dated 7 March 2023 by Sibanye Resources Australia Pty Ltd ACN 665 669 689 (**Sibanye Australia**), an indirect wholly-owned subsidiary of Sibanye Stillwater Limited (**Sibanye-Stillwater**), to acquire all of the ordinary shares in New Century Resources Limited ACN 142 165 080 (**New Century**), (**Offer**). The Second Supplement is issued by Sibanye Australia. This document supplements, and must be read together with, the Original Bidder's Statement as supplemented by the first supplementary bidder's statement dated 22 March 2023 and unless the context requires otherwise, uses the terms defined in the Original Bidder's Statement, however this document prevails to the extent of any inconsistency. A copy of this document was lodged with the Australian Securities and Investments Commission (**ASIC**) on 30 March 2023. Neither ASIC nor any of its officers takes any responsibility for the contents of this document.

The Offer Price of A\$1.10 cash per New Century Share is final and cannot be increased during the Offer Period, in the absence of a competing proposal. This Offer will close at 7:00 pm (Sydney time) on 11 April 2023, unless extended. If you are in doubt as to how to respond you should consult your financial or other professional adviser. If you have questions, you should call the Offer Information Line on 1300 916 768 (for Australian callers) or +61 3 9415 4050 (for international callers).

ACCEPT

THE OFFER OF A\$1.10 CASH PER SHARE

By Sibanye Australia To purchase all of Your New Century Shares

1. **COMPULSORY ACQUISITION OF NEW CENTURY SHARES**

Sibanye Australia has now increased its total voting power in New Century to 91.64%.

Sibanye Australia (together with its Associates) currently holds a relevant interest in more than 90% of all New Century Shares on issue, following acceptances of the Offer and on-market acquisitions of New Century Shares.

Accordingly, Sibanye Australia will now exercise its right to acquire the remaining New Century Shares under the compulsory acquisition provisions of the Corporations Act. The compulsory acquisition will be on the same terms as the Offer (that is, A\$1.10 cash per New Century Share).

Compulsory acquisition notices and related correspondence will be dispatched to all New Century Shareholders who have not accepted the Offer. A copy of that correspondence is attached to this Second Supplement as Annexure 1.

2. **OFFER DECLARED UNCONDITIONAL**

Pursuant to section 7.12 of the Original Bidder's Statement and section 650F of the Corporations Act, Sibanye Australia has declared that the Offer is now free from the Defeating Condition. New Century Shareholders who accept (or have already accepted) the Offer will now be sent payment on or before the earlier of the date that is:

- (a) one month after acceptance of the Offer (or, if the Offer was subject to the Defeating Condition when you accepted, one month after the date of this Second Supplement); or
- (b) 21 days after the end of the Offer Period.

The Offer is due to close at 7:00 pm (Sydney time) on 11 April 2023, unless extended.

Sibanye Australia's declaration that the Offer is free from the Defeating Condition has been notified to New Century and ASX. A copy of the notice is attached to this Second Supplement as Annexure 2.

3. REMAINING SHAREHOLDERS SHOULD ACCEPT THE OFFER AS SOON AS POSSIBLE

New Century Shareholders who have not yet accepted the Offer are encouraged to accept the Offer before it ends on 11 April 2023.

New Century Shareholders who accept the Offer by this time will receive the cash consideration for their New Century Shares as set out above. Alternatively, New Century Shareholders who do not accept the Offer will have their New Century Shares compulsorily acquired and will receive their consideration a number of weeks later than the time at which they would have received the consideration if they had accepted the Offer.

The Offer is now unconditional and has been unanimously recommended by the New Century Board. The Offer Price of A\$1.10 per share is also final and cannot be increased during the Offer Period, in the absence of an competing proposal. No competing proposals have emerged since the announcement of the Offer on 21 February 2023.

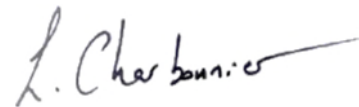
Therefore, there is no reason to delay. Remaining shareholders should **ACCEPT** now.

4. APPROVAL OF SECOND SUPPLEMENT

This Second Supplement has been approved by a resolution of the directors of Sibanye Resources Australia Pty Ltd.

Dated 30 March 2023.

Signed on behalf of Sibanye Resources Australia Pty Ltd:



Laurent Charbonnier
Director

Annexure 1 – Compulsory Acquisition Notice

Notice of compulsory acquisition following takeover bid

Notice

Description of class of securities to which the bid relates

To each holder of:

Ordinary Shares

('Bid Class Securities')

Name of target company or body

in

Name ('the Company')

New Century Resources Limited

ACN/ARBN/ARSN

142 165 080

Tick applicable box(es)

and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related.

and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

Name of bidder

1. Under a takeover bid offers were made by

Sibanye Resources Australia Pty Ltd

in respect of the acquisition of Bid Class Securities in the company.

The offers

Tick one box

closed

are scheduled to close

Date offers closed or are scheduled to close

on

Date

1 1 / 0 4 / 2 3
[D] [D] [M] [M] [Y] [Y]

Tick applicable box(es).
(See subsection 661A(4) and (4A))

2. You are, as at the date of this notice, the holder of one or more of the following

securities in respect of which the takeover offer was made, but have not accepted the offer. (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice—the bidder will acquire your securities under the offer.)

securities to which the bid related issued after the end of the offer period and before the date of this notice

securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related

securities issued under an employee incentive scheme to which restrictions on transfer apply under the company's constitution or the terms of issue, being

Description of securities

Description of securities

the following securities in the bid class in which the bidder has a relevant interest

Tick one box

3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 ('the Act') that the bidder has become entitled pursuant to subsection

661A(1)

661A(3)

of the Act to compulsorily acquire your securities and desires to acquire those securities.

Continued... Notice

- 4 Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

This notice was lodged with ASIC on

Date

/ /
[D] [D] [M] [M] [Y] [Y]

Date of lodgement

Insert paragraph 4A only where alternative forms of consideration were offered under the bid.

- 4A. You are entitled, within one month after being given this notice (see paragraph 8), or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:

Details of alternative terms.

Set out the terms that will apply

5. Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.
6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before
- this notice was given.
 the end of the offer period.
7. Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.
8. A notice sent by post to you is taken to be given to you 3 days after it is posted.

Tick one box

Signature

Name of person signing

Benjamin Dry

Capacity

Director

Signature



Date signed

/ /
[D] [D] [M] [M] [Y] [Y]

30 March 2023



Sibanye Stillwater Limited

Incorporated in the Republic of South Africa
Registration number 2014/243852/06
Share codes: SSW (JSE) and SBSW (NYSE)
ISIN – ZAE000259701
Issuer code: SSW
("Sibanye-Stillwater", "the Company" and/or "the Group")

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Weltevreden Park • 1709

Postal Address:

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Tel +27 11 278 9600 • Fax +27 11 278 9863

Website: www.sibanvestillwater.com

NCZTKO
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Dear New Century shareholder

Compulsory acquisition of your shares in New Century Resources Limited

As you may be aware, Sibanye Resources Australia Pty Ltd ACN 665 669 689 (**Sibanye Australia**), an indirect wholly-owned subsidiary of Sibanye-Stillwater, has made an off-market takeover offer dated 7 March 2023 to acquire all of your ordinary shares in New Century Resources Limited ACN 142 165 080 (**New Century**), on the terms set out in the bidder's statement dated 21 February 2023 (as supplemented) (**Bidder's Statement**). Unless the context requires otherwise, terms defined in the Bidder's Statement have the same meaning in this letter.

Sibanye Australia (together with its Associates) has a relevant interest in more than 90% of the New Century Shares. Accordingly, Sibanye Australia will now exercise its rights under the Corporations Act to compulsorily acquire all of the outstanding New Century Shares in which it (or any of its Associates) does not already have a Relevant Interest. The acquisition will be on the same terms as those offered by Sibanye Australia under the Offer, which means that you will receive \$1.10 cash per New Century Share.

New Century Shareholders who have not accepted the Offer may still do so up to 7:00pm (Sydney time) on 11 April 2023. New Century Shareholders who accept the Offer by this time will receive the cash consideration to which they are entitled in accordance with the terms of the Offer. New Century Shareholders who do not accept the Offer will have their New Century Shares compulsorily acquired and will receive their consideration a number of weeks later than shareholders who accept the Offer.

On completion of the compulsory acquisition procedures, Sibanye Australia will pay to New Century the consideration in respect of your New Century Shares. You will then be entitled to ask New Century to provide that consideration to you. In due course, New Century will send you a letter advising how to claim that consideration.

The formal notice which Sibanye Australia is required to give you under the compulsory acquisition provisions of the Corporations Act is **enclosed** and sets out further information on the compulsory acquisition process.

If you have already accepted the Offer or otherwise disposed of your New Century Shares, you can disregard this letter and the accompanying documents.

Yours sincerely,

Laurent Charbonnier
Director
Sibanye Resources Australia Pty Ltd

Annexure 2 – Notice declaring the Offer free of the Defeating Condition

Sibanye Stillwater Limited

Incorporated in the Republic of South Africa
Registration number 2014/243852/06
Share codes: SSW (JSE) and SBSW (NYSE)
ISIN – ZAE000259701
Issuer code: SSW
("Sibanye-Stillwater", "the Company" and/or "the Group")



Registered Address:

Constantia Office Park
Bridgeview House • Building 11 • Ground Floor
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Weltevreden Park • 1709

Postal Address:

Private Bag X5 • Westonaria • 1780

Tel +27 11 278 9600 • Fax +27 11 278 9863

Website: www.sibanyestillwater.com

NOTICE DECLARING THE OFFER FREE OF CONDITIONS

Notice under section 650F of the Corporations Act 2001 (Cth) (Corporations Act)

TO: New Century Resources Limited (ACN 142 165 080) (New Century)
ASX Limited (ACN 008 624 691)

This notice is given under section 650F of the Corporations Act in relation to Sibanye Resources Australia Pty Ltd's ACN 665 669 689 (**Sibanye Australia**) takeover bid for all of the ordinary shares in New Century, as set out in the bidder's statement dated 21 February 2023 (**Bidder's Statement**) (the **Offer**).

Sibanye Australia gives notice, for the purpose of section 650F of the Corporations Act, that:

- (a) the Offer, and any takeover contract arising from acceptance of the Offer, is declared free from the condition set out in section 7.11 of the Bidder's Statement (being the no Prescribed Occurrence condition, as defined in the Bidder's Statement); and
- (b) as at the date of this notice, Sibanye Australia's voting power in New Century is 91.64%.

Accordingly, the Offer is no longer subject to the defeating condition set out in the Bidder's Statement.

Dated 30 March 2023

Benjamin Dry
Director
Sibanye Resources Australia Pty Ltd