



ANGLOGOLD ASHANTI LIMITED

NOMINATIONS COMMITTEE - TERMS OF REFERENCE

The Nominations Committee ("the Committee") has been established as a Board committee in accordance with Article 100 of the Company's Articles of Association.

1 Objectives

The purpose of the Committee is to assist the Board, in consultation with the Chairman of the Board and Chief Executive Officer, in identifying qualified individuals to become Board members.

2 Membership and Quorum

2.1 The members of the Committee shall be appointed by the Board from amongst the non-executive directors.

2.2 The Committee shall have at least four members, the majority of whom shall be independent directors.

2.3 The Committee's Chairman shall be appointed by the Board and shall be the Chairman of the Board.

2.4 If a member is unable to act for any reason, the Chairman of the Committee may co-opt another non-executive director as an additional member (subject to 2.2 above).

2.5 The quorum for the transaction of business shall be two members of the Committee, one of whom shall be an independent director.

3 Secretary

The secretary of the Committee shall be the Managing Secretary or such other person as the Committee may appoint.

4 Attendance at meetings

The Committee may invite any person it deems appropriate to attend its meetings.

5 Meetings and proceedings

5.1 In terms of Article 110 of the Articles of Association, the meetings and proceedings of the Committee shall be governed, *mutatis mutandis*, by the provisions of the Articles regulating the meetings and proceedings of the directors, so far as they are applicable and are not superseded by any of the conditions laid down in these terms of reference.

5.2 Meetings of the Committee shall be convened by the Secretary of the Committee at the request of its Chairman, or as required by the Board of Directors.

6 Authority

The Committee is authorised by the Board:

6.1 to investigate any activity within its terms of reference.

6.2 to make recommendations to the Board on the appointment of new Executive and Non-Executive Directors including making recommendations on the composition of the Board and the balance between Executive and Non-Executive Directors appointed to the Board.

6.3 to obtain outside legal or other independent professional advice as it deems necessary to fulfil its responsibilities.

6.4 To delegate its authority and duties to Sub-Committees, or individual members of the Committee, as it deems appropriate.

7 Duties

7.1 To review regularly the Board structure, size and composition and make recommendations to the Board with regard to any adjustments that are deemed necessary.

7.2 To identify and nominate candidates, in consultation with the Chairman of the Board and the Chief Executive Officer, for the approval of the Board to fill vacancies as and when they arise.

7.3 To put in place plans for succession in particular for the Chairman and Chief Executive Officer.

7.4 To make recommendation to the Board for the continuation (or not) in service of any Director who has reached the age of 70.

7.5 To consider other matters that may be referred to the Committee by the Board.

8 Disclosure to Shareholders

The Committee shall report to shareholders on behalf of the Board as per the requirements of the jurisdictions under which the Company is variously listed and conducts its operations. Furthermore, the Chairman or other member of the Committee will be required to attend the Annual General Meeting of the Company in order to address shareholder questions on issues of Board composition.

9 Reporting

The Secretary of the Committee shall circulate the minutes of each meeting to all members of the Board. The Chairman of the Committee shall report, at Board meetings, on any matters of importance.