ANGLOGOLD ASHANTI LIMITED
Registration No. 1944/017354/06
(“AGA or the Company”)

NOMINATIONS COMMITTEE
TERMS OF REFERENCE

APPROVED BY THE BOARD OF DIRECTORS ON 16 FEBRUARY 2018

1. INTRODUCTION AND PURPOSE OF THE TERMS OF REFERENCE

The Nominations Committee (“the Committee”) has been established as a Board committee in accordance with Article 7.9 of the Company's Memorandum of Incorporation Section 72 of the Companies Act No 71 of 2008, JSE Listings Requirements, and guided by the principles of the King Report on Corporate Governance for South Africa (King IV) and other applicable laws or regulatory provisions.

2. PURPOSE AND MANDATE OF THE COMMITTEE

The purpose of the Committee is to assist the Board in the implementation of programmes to ensure that the Board’s composition and size is appropriate at all times, to oversee the annual evaluation of the Board and its committees, as well as the independence assessment and the qualification and competence of the Company Secretary.

The Committee has an independent role, operating as an overseer with accountability to the Board. It shall make recommendations to the Board for consideration and approval. The Committee does not assume the functions of management, which remain the responsibility of the executive directors and other members of management. For so long as the Committee exists it shall have the powers set out herein.

In the execution of their duties, Committee members must apply the “Standards of conduct of directors” as set out in section 76 of the Companies Act, 2008 (“the Act”) and “Director’s personal financial interests” as set out in section 75 of the Act.

3. COMPOSITION OF THE COMMITTEE

3.1 Membership and Quorum

3.1.1 All members of the Committee must be non-executive directors of the Board, majority of whom must be independent.

3.1.2 The Committee’s Chairperson shall be the Chairperson of the Board.

3.1.3 The Board must fill vacancies on the Committee within 40 (forty) days after the vacancy arises.
3.1.4 The quorum for the transaction of business shall be the majority of members present at each meeting. Individuals in attendance at Committee meetings by invitation may participate in discussions but do not form part of the quorum for Committee meetings.

3.2 Secretary

The Secretary of the Committee shall be the Company Secretary or such other person as the Committee may appoint and the independence of the Company Secretary is to be assessed annually.

In the event that the Secretary is absent from any meeting, the Committee shall designate any member of the Secretarial department or any officer or employee of the Company to act as Secretary.

3.3 Executive Sponsor

The Executive Sponsor is the member of the Executive Committee responsible for liaising with the Secretary and the Chairperson of the Committee on matters relating to the Committee’s meetings.

The Executive Sponsor of the Committee shall be the Executive Vice President: Group Legal, Commercial and Governance or such other person as the Chief Executive Officer may appoint, in consultation with the Chairperson of the Committee.

The main duties of the Executive Sponsor shall include the following:

3.3.1 Discussing the draft agendas for the Committee’s meetings with the Secretary prior to submission to the Chairperson.

3.3.2 As and when necessary, discussing the agenda and the papers for the Committee’s meetings with the Chairperson prior to meetings.

3.3.3 Ensuring that the Committee meeting papers meet the standard approved format for board/committee meeting papers and that the content of the papers is relevant to the strategic mandate of the Committee and generally devoid of unnecessary details.

3.3.4 Reviewing draft minutes of meetings prior to circulation to the Committee.

3.3.5 Attending the Committee’s meetings.

3.3.6 Determining the attendees for the meeting in consultation with the Chairperson of the Committee and the Chief Executive Officer.

3.3.7 Assisting the Secretary in any follow up required to resolve matters arising from the previous meeting(s) of the Committee.

4. MEETING PROCEDURES

4.1 General

The meetings and proceedings of the Committee shall be governed, mutatis mutandis, by the provisions of Article 7.8 of the Memorandum of Incorporation of the Company which regulates 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.

### 4.2 Quorum and attendance at meetings

4.2.1 The quorum for the transaction of business shall be the majority of members present in person or via teleconference. Individuals in attendance at Committee meetings by invitation may participate in discussions but do not form part of the quorum.

4.2.2 If the Chairperson of the Committee is not present within fifteen (15) minutes of the scheduled time for commencement of a meeting or is unable to attend a meeting, the members present shall nominate a chairperson from among them to chair the meeting.

4.2.3 If a member is unable to act for any reason, and there is no quorum for the Committee to deliberate on a matter before it, then the Chairperson may co-opt another non-executive director of the Board as an additional member.

4.2.4 Members must be fully prepared for meetings, to provide appropriate and constructive input on matters discussed.

4.2.5 Committee members must attend all scheduled meetings of the Committee, including meetings called on an ad hoc basis for special matters, unless prior apology, with reasons, has been submitted to the Chairperson or the Secretary.

4.2.6 The Committee may invite any person it deems appropriate to attend any of its meetings. Individuals in attendance at Committee meetings by invitation may participate in discussions, but do not form part of the quorum for Committee meetings. The Chief Executive Officer, and the Executive Vice President: People and Organisational Development would be invitees to Committee meetings.

4.2.7 Any director (whether or not a member of the Committee) shall be entitled to attend meetings of the Committee as an observer. However, if such attendee is not a member of the Committee they will not be able to participate without the consent of the chairperson, will not be able to vote and accordingly will not be entitled to fees for such attendance unless the payment of such fee is agreed to by the Committee and shareholders.

4.2.8 The Chairperson of the Committee shall have the right to exclude from the meeting, or from any item on the agenda, any executive should in his opinion, a conflict of interest become evident.

4.2.9 The CEO may attend the meetings of the Committee by invitation only, if needed to contribute pertinent insights and information on a particular matter.

### 4.3 Frequency of Meetings

4.3.1 The Committee shall hold sufficient scheduled meetings to discharge its duties as set out in these terms of reference but subject to a minimum of two meetings per year. These meetings shall be convened by the Secretary of the Committee on approval by the Chairperson.

4.3.2 With the approval of the Chairperson, meetings in addition to those scheduled may be held at the request of the Chief Executive Officer, a Committee member or at the instance of the Board of Directors.
4.3.3 A decision in writing signed by all members of the Committee shall be as effective as a decision passed at a meeting of the Committee, provided that decision making in such manner shall not detract from the requirements for frequency of meetings as set out herein.

4.4 Agenda and Minutes

4.4.1 The Committee must establish an annual work plan to ensure proper coverage of the duties and responsibilities of the Committee as set out in these terms of reference. Steps should be taken to give priority to matters of a critical nature whilst other matters may be dealt with on a rotation basis as deemed appropriate by the Committee. The agendas of quarterly meetings are to be determined in accordance with the annual plan.

4.4.2 The Secretary of the Committee in consultation with the Executive Sponsor shall prepare an agenda for each meeting, for approval by the Chairperson. The agenda, together with supporting documentation, must be circulated, at least one week prior to each meeting to the members of the Committee and other invitees.

4.4.3 The minutes are to be completed as soon as possible after the meeting and circulated to the Executive Sponsor for review and thereafter to the Chairperson and to the members of the Committee for review before the next scheduled meeting.

4.4.4 On completion of the minutes, the Secretary will communicate matters arising to the relevant attendees.

4.4.5 The minutes must be formally approved by the Committee at its next scheduled meeting.

5. AUTHORITY

The Committee is authorised by the Board:

5.1 To investigate any activity within its terms of reference.

5.2 To seek any information it requires from any employee.

5.3 To access the Company’s records, facilities and any other resources necessary to discharge its duties and responsibilities subject to following a Board approved process.

5.4 To obtain, at the Company’s expense, external legal or other independent professional advice that it determines necessary to assist it in carrying out its duties, subject to a Board approved process being followed.

6. DELEGATION OF DUTIES AND RESPONSIBILITIES

The Committee may delegate any of its duties or responsibilities, as it deems appropriate, to any of its members or a sub-committee of its members, to such other persons, subject to the Committee’s direction and supervision, and with the express condition that the Committee retains full and exclusive authority over any activities of such other person or persons. Nothing contained in this paragraph shall be construed to confer upon any such person any discretion, authority or control in respect of any matter, unless expressly authorised in writing.
7. ROLES AND RESPONSIBILITIES

The duties and responsibilities of the members of the Committee are in addition to those as members of the Board. The deliberations of the Committee do not reduce the individual and collective responsibilities of Board members in regard to their fiduciary duties and responsibilities, and they must continue to exercise due care and judgement in accordance with their statutory obligations.

The roles and responsibilities of the Committee include the following:

7.1 Regular review of the Board’s structure, size and composition and to make recommendations to the Board with regard to any adjustments deemed necessary to ensure a balance in skill, knowledge and diversity. In determining the number of candidates, factors to be considered include, (but are not limited to):
- a mix of business and commercial experience;
- a balance of executive, non-executive directors and independent non-executive directors
- the necessary amount of board members to constitute committees and quorums for the respective meetings;
- regulatory requirement; and
- diversity targets.

7.2 Identify and nominate suitable candidates, in consultation with the Chairman of the Board and the Chief Executive Officer, for the approval of the Board.

7.3 Ensuring that formal succession plans for the Board, Chief Executive Officer and senior management are developed and implemented and reviewed periodically to provide for long term succession and succession in emergency situations.

7.4 Identify and recommend to the Board a replacement for the Chief Executive Officer when that becomes necessary.

7.5 Recommend to the Board the continuation (or not) in service of any director who has reached the age of 70.

7.6 Consider annually, the eligibility for re-election of those directors who retire by rotation, and recommend or advise otherwise such retiring directors re-appointment by shareholders at the Annual General Meeting (AGM) taking into account the results of their performance evaluation.

7.7 Consider annually, as part of the Board evaluation process, the independence of the directors, to enable an appropriate statement to be made in the annual report by the Board.

7.8 Ensure the establishment of a formal process for the appointment of directors and to regularly review such process to ensure its appropriateness, transparency and adequacy, including:
   7.8.1 identifying suitable candidates for election to the Board;
   7.8.2 performing reference and independent background checks of candidates prior to nominating them for appointment;
   7.8.3 formalising the appointment of directors through an agreement between the Company and the director.

7.9 Oversee the development of a formal induction programme for new directors including the development and implementation of continuing professional development programmes for directors and mentorship of inexperienced directors.
7.10 Ensure that directors receive regular briefings on changes in risks, laws and the environment in which the company operates.

7.11 Co-ordinate the annual performance evaluation of the Board and Committees, independence assessment of directors, peer reviews, and assessment of the qualifications and competence of the Company Secretary.

7.12 Ensure the implementation of action plans emanating from the annual evaluations.

7.13 Considering and recommending to the Board for approval policies relating to the Committee’s mandate as set out in these terms of reference.

7.14 Ensure that the diversity of the board is promoted by ensuring targets for race and gender are met with respect to the composition of the board to enhance the decision making of the board.

7.15 Evaluate the performance of the board and Committee.

8. REMUNERATION OF MEMBERS

8.1 Members of the Committee shall be paid such remuneration in respect of their appointment as shall be recommended by the Board and approved by Shareholders.

8.2 The Chairperson of the Committee shall, in addition to his/her remuneration as member, receive a further sum as approved by Shareholders upon recommendation by the Board.

8.3 Such special remuneration in terms hereof shall be in addition to the annual fees payable to directors.

9. REPORTING

The Chairperson of the Committee shall report, at each regularly scheduled Board meeting following the Committee meetings, on any material matters emanating from the proceedings of the Committee, and shall include any decisions taken on behalf of the Board.

10. EXPENSES

The Company shall pay all the expenses reasonably incurred by the Committee.

11. EVALUATION

11.1 The Committee must perform a review and evaluation, at least annually, of the performance of the Committee and its members, including an evaluation of the compliance of the Committee with these terms of reference.

11.2 In addition, the Committee shall review and reassess, at least annually, the adequacy of these terms of reference and recommend any improvements that the Committee considers necessary to the Board, following recommendations to be made by the secretary of the Committee.

11.3 The Committee may conduct such evaluations and reviews in such manner as it deems appropriate.

11.4 The Board must annually perform an evaluation of the Committee’s performance in terms of its composition, mandate and effectiveness.