1. INTRODUCTION

The board of directors of AngloGold Ashanti Limited ("the Company") acknowledge the need for a Board Charter as recommended in the King Code on Governance Principles for South Africa – 2016 ("King IV"). The Charter is subject to the provisions of the South African Companies Act, 2008, the Company's memorandum of incorporation, the Listings Requirements of the JSE and any other applicable laws or regulations.

2. PURPOSE

The purpose of the Charter is to document the Board’s role and responsibilities, its composition, meeting procedures.

3. COMPOSITION OF THE BOARD

The Board comprises a majority of non-executive directors, with a majority of non-executive directors being independent.

Directors are appointed through a formal process and the Nominations Committee assists with the process of identifying suitable candidates to be proposed to the shareholders for election.

A formal induction program is established for new directors.

Inexperienced directors may be developed through mentorship programmes.

Continuing professional development programmes are implemented which ensure that directors receive regular briefings on changes in, corporate governance, risks, laws and the environment.

As a minimum, the Chief Executive Officer ("CEO") of the Company and at least one other member of executive management should be appointed to the board to ensure that there is more than one access point to management.

One-third of the directors, executive and non-executive, are required to retire from office at each annual general meeting of the Company. Executive directors are required to retire/resign when they cease to be full-time employees of the Company for any reason.
Diversity management is to be implemented for effective governance and attributes such as race, culture, gender and knowledge is to be considered in order to promote effective decision-making.

The board is to set targets for race and gender representation for its membership.

The board will approve the nomination of candidates received from the nominations committee.

4. ROLES AND RESPONSIBILITIES

The role and responsibilities of the board are to:

4.1 act as the focal point for, and custodian of, corporate governance by:
   - steering the Company and settling its strategic direction;
   - approving policy and planning to give effect to the Company's direction;
   - overseeing and monitoring the implementation and execution of management; and
   - ensuring accountability for organisational performance by means of (but not exclusively) reporting and disclosure; and
   - managing its relationship with management, the shareholders and other stakeholders of the Company along sound corporate governance principles.

4.2 appreciate that strategy, risk, performance and sustainability are inseparable and to give effect to this by:
   - contributing to and approving the strategy;
   - satisfying itself that the strategy and business plans do not give rise to risks that have not been thoroughly assessed by management;
   - identifying key performance and risk areas;
   - ensuring that the strategy will result in sustainable outcomes; and
   - considering sustainability as a business opportunity that guides strategy formulation.

4.3 provide effective leadership on an ethical foundation;

4.4 ensure that the Company is and is seen to be a responsible corporate citizen by setting the direction for how it should be approached and addressed by the Company.

4.5 the board members are to exhibit characteristics of integrity, competence, responsibility, accountability, fairness and transparency

4.6 the board should approve the protocol to be followed in the event that the board or any of its members or committees require an independent professional's advice at the cost of the Company for matters which fall within the scope of their duties.

4.7 ensure that the Company's ethics are managed effectively;

4.8 the board must approve the protocol to be followed in by its non-executive directors for requesting documents from and setting up meetings with executive management;

4.9 ensure that the Company has an effective and independent audit committee;

4.10 be responsible for ensuring that the designated partner of the external audit firm attends the annual general meeting;

4.11 be responsible for the governance of risk;
4.12 be responsible for information technology (IT) governance;
4.13 monitor the Company’s compliance with applicable laws and non-binding rules and standards;
4.14 ensure that there is an effective risk-based internal audit;
4.15 appreciate that stakeholder’s perceptions affect the Company’s reputation;
4.16 ensure the integrity of the Company’s integrated report;
4.17 act in the best interests of the Company by ensuring that individual directors:
   • adhere to legal standards of conduct;
   • are permitted to take independent advice in connection with their duties subject to prior consultation with the chairman or in other appropriate circumstances, the company secretary;
   • disclose real or perceived conflicts to the board and deal with them accordingly;
   • deal in the Company’s securities only in accordance with the Listing Requirements of the JSE;
4.18 commence business rescue proceedings as soon as the Company is financially distressed;
4.19 appoint a CEO to lead the implementation and execution of approved strategy, policy, operational planning and act as the link between management and the board.
4.20 evaluate the performance of the CEO;
4.21 the nomination of candidates set out by the nomination committee should be approved by the board as a whole; and
4.22 approve the appointment and should have primary responsibility to remove the Company Secretary or any other professional providing corporate governance services.

The board should do everything to fulfil its role set out above.

5. DELEGATION

5.1. The board is authorised to form committees to assist the board in the execution of its duties, power and authorities.
5.2. Delegating authority to board committees does not discharge the board of its duties and responsibilities and the board will need to apply its mind to the information presented to it by the committees.
5.3. There shall be transparency and full disclosure by the board committees to the board, except where the board has mandated the committee otherwise.
5.4. The committees to which the board delegates responsibilities will depend on what is appropriate for the Company.
5.5. Delegation is formal and involves the following:
   • Formal terms of reference are established and approved annually for each committee of the board;
   • The committees’ terms of reference are reviewed once a year by the board;
   • The committees are appropriately constituted with due regard to the skills required by each committee and subject to the necessary legal requirements and the Company’s MOI;
   • A balance in power is achieved with regard to membership to avoid an individual from having the ability to dominate the decision-making or is not placed under a position of undue reliance.
   • The board establishes a framework for the delegation of authority to management.
• The board must ensure that its delegation to management results in effective compliance and implementation management.

6. BOARD GOVERNANCE

6.1. The Board discharges its functions jointly and no individual director has the authority to execute any act on behalf of the Company or the Board unless so authorised by the Board.

6.2. The board members are entitled to have access to all relevant Company information and to senior management to assist them in the discharge of their duties and responsibilities to enable them to take informed decisions.

6.3. The board members are required to maintain and protect the confidentiality of information relating to the Company and its business.

6.4. The board should receive periodic independent assurance on the effectiveness of its compliance management.

6.5. The board must approve a policy which gives effect to its compliance with non-binding rules, codes and standards which have been adopted by the Company.

7. MEETING PROCEDURES

7.1. Frequency

The board must hold sufficient scheduled meetings to discharge all its duties as set out in this Charter but subject to a minimum of four meetings per year.

Meetings in addition to those scheduled may be held at the instance of a board member.

The chairman of the board may meet with the chief executive officer and the chief financial officer and/or the company secretary prior to a board meeting to discuss important issues and agree on the agenda.

7.2. Attendance and Participation

Board members must attend all scheduled meetings of the board, whether in person or via telephone/video conference, including meetings called on an ad-hoc basis for special matters, unless prior apology, with reasons, had been submitted to the chairman or company secretary.

Board members must prepare thoroughly and then use their best endeavours to attend board meetings. Board members are expected to participate fully, frankly and constructively in board discussions and other activities and to bring the benefit of their particular knowledge, skills and abilities to the board table.

The company secretary is the secretary to the board. Members of senior management, assurance providers and professional advisors may be in attendance at meetings, but by invitation only and they may not vote.
7.3. **Quorum**

A majority of directors must be present at a meeting to form a quorum. Invitees attending board meetings do not form part of the board quorum.

If the nominated chairman of the board is not present within fifteen (15) minutes of the scheduled time for commencement of a meeting or is unable to attend a meeting, the deputy chairman shall preside over the meetings, and if the latter is also absent the members present at the meeting shall elect one of the members from among them to chair the meeting.

7.4. **Agenda and Minutes**

The Board must establish an annual work plan for each year to ensure that all relevant matters are covered by the agendas of the meetings planned for the year. The annual plan must ensure proper coverage of the matters laid out in this charter: the more critical matters will need to be attended to each year while other matters may be deal with on a rotation basis over a three-year period. The number, timing and length of meetings, and the agendas are to be determined in accordance with the annual plan.

A detailed agenda, together with supporting documentation, must be circulated, at least one week prior to each meeting to the members of the board and other invitees.

The minutes must be completed as soon as possible after the meeting and circulated to the chairman of the board and the chief executive officer for review. The minutes must be formally approved by the board at its next scheduled meeting.

8. **DISCLOSURE OF INTERESTS**

Each member must make an annual declaration of his/her interests in AngloGold Ashanti and of his/her directorships of other companies and any interests thereof and must update such declarations quarterly or as and when such changes occur.

If a member of the board has a personal financial interest in respect of a matter to be considered at a meeting of the board, or knows that a related person has a personal financial interest in the matter, the director:

8.1. must disclose the interest and its general nature before the matter is considered at the meeting;
8.2. must disclose to the meeting any material information relating to the matter, and known to the director;
8.3. may disclose any observations or pertinent insights relating to the matter if requested to do so by the other directors;
8.4. if present at the meeting, must leave the meeting immediately after making any disclosure required;
8.5. must not take part in the consideration of the matter except to the extent contemplated in 8.2 and 8.3 above;
8.6. while absent from the meeting, is to be regarded as being present at the meeting for the purpose of determining whether sufficient directors are present to constitute a quorum for the meeting;
8.7. is not to be regarded as being present at the meeting for the purpose of determining whether a resolution has sufficient support to be adopted;

8.8. must not to execute any document on behalf of the Company in relation to the matter unless specifically requested or directed to do so by the board.

If a member of the board acquires a personal financial interest in an agreement or other matter in which the Company has a material interest, after agreement or other matter has been approved by the Company, the member must promptly disclose to the board the nature and extent of that interest and the material circumstances relating to the member’s acquisition of that interest.

9. EVALUATION

Unless determined otherwise by the board, an evaluation of the board, its committees, the chairman and individual directors shall be carried out every year, and on a three-yearly cycle the evaluations may be facilitated by an independent evaluator.

10. CHAIRMAN OF THE BOARD

The chairman of the board should be an independent non-executive director of the board, elected by the members of the board annually. but may be removed from office at any time by the majority of the board. Where the chairman of the board is not independent, a lead independent non-executive director should be appointed in addition to the chairman. Where a lead independent director is not appointed, an independent non-executive member of the board must lead the evaluation of the chairman and act as chairman when required.

The CEO of the Company may not be the chairman of the board and the retired CEO may not be elected as chairman of the board until three years have passed since his tenure ended.

10.1. Roles and Responsibilities of the Chairman

10.1.1. The chairman of the board is to exercise his/her duty and function with an independent and objective mind when making decisions;

10.1.2. Lead the board towards ensuring its objectives, strategies and values are obtained;

10.1.3. Attending meetings and providing insight on certain matters which fall within his/her expertise;

10.1.4. Sign minutes of meetings held by the board;

10.1.5. Preside over directors and shareholder meetings and exercising such powers as are conferred upon the chairman in the MOI, the Companies Act and Listing Requirements of the JSE.

The ability of the chairman to perform his duties efficiently will depend on the number of professional positions the chairman holds outside of the Company as well as the nature and complexity of the Company.
10.2. Roles and Responsibilities of the Lead Independent Director

An independent non-executive director should be appointed as the lead independent director (“LID”) in order to fulfil the following functions:

- Provide leadership for the board when the chairman is absent;
- Serve as a sounding board for the chairman of the board;
- Act as an intermediary between the chairman and other members of the board where necessary;
- Deal with shareholder concerns where they have not been resolved under the normal channels;
- Strengthen the independence of the board if the chairman of the board is not an independent non-executive director;
- Chair decisions of the board on matters where the chairman of the board is conflicted; and
- Lead the performance appraisal of the chairman of the board.

The term of office for the LID shall be determined by the board of directors.

11. COMPANY SECRETARY

The company secretary provides dedicated support for the board, in particular the non-executive directors and is a point of reference and support for all directors. The company secretary will consult regularly with directors to ensure that they receive any necessary information. The board may obtain information from external sources, such as consultants and other advisers, if there is a need for outside expertise, via the company secretary.

The board must consider and satisfy itself, on an annual basis, on the competence qualifications and experience of the company secretary. The company secretary must maintain an arms-length relationship with the board and its committees in order to promote his/her or its independence but should also have unfettered access to the board. The board must confirm such action by reporting to shareholders in their annual report, including details of the steps taken by the board to make the annual assessment and information which demonstrates the actual competence, qualifications and experience of the company secretary.

The company secretary should not be a member of the board and the independence of such person is to be evaluated each year by the board.

The company secretary will report to the board through the chairman of the board on all statutory duties and functions performed by the company secretary for the board. The company secretary will report to a member of the executive management designated for that purpose on all other duties and administrative functions performed by the company secretary.

12. REVIEW OF THE CHARTER

The Charter shall be reviewed by the board on an annual basis or as and when the need arises.