



PROCEDURE ON THE ENGAGEMENT OF AGENTS AND GOVERNMENT INTERMEDIARIES	
PROCEDURE CUSTODIAN	Group Legal, Ethics and Compliance
DATE	November 2014

1. Introduction

The nature of the industry in which AngloGold Ashanti operates requires that, from time to time, it engage third parties, including agents and intermediaries (hereinafter collectively referred to as Intermediaries¹), to represent AngloGold Ashanti before Government Officials². While there are legitimate business reasons for working with Intermediaries they may also bring a heightened risk to AngloGold Ashanti.

Specifically, although Intermediaries are not AngloGold Ashanti employees and as such lack the corporate oversight that employment provides, AGA may nonetheless be liable for any corrupt or unlawful conduct (including bribing government officials) that Intermediaries may engage in. In fact, as governments around the world intensify their focus on fighting corruption, many of the largest fines and criminal penalties brought by prosecutors against

¹ **Intermediary** refers to any person, company, firm or joint venture that is engaged in any way to represent AGA before a **Government Official** or to obtain any benefit from a Government Official/department/agency, including an intermediary nominated by a Government, but paid by AGA. They include:

- Commercial agents: consultants, business agents, distributors or other persons, including joint ventures or joint venture partners, engaged to assist in obtaining Government contracts or concessions.
- Processing agents: couriers, freight forwarders, customs agents, visa processors or persons providing similar services.
- Professional agents: attorneys, accountants, lobbyists or other persons engaged on a professional basis to represent AGA in Government interactions or to lobby for a change in law, where the scope of the agent's duties place him or her in a position to potentially attempt to inappropriately influence a government official.

² **Government Officials** mean:

- Any officer, employee or representative of a government, whether national, federal, provincial, regional or local.
- Any person exercising administrative, judicial or legislative functions, whether appointed or elected.
- An officer of an entity owned or controlled by a government and any business venture that is owned or controlled by government.
- Any candidate for or holder of public office.
- An officer of a public international organization (e.g., the United Nations).
- Any official of a political party.
- Any member of a royal family.



corporations involve the actions of Intermediaries. Accordingly, it is imperative that AngloGold Ashanti conduct thorough due diligence of Intermediaries, and that we monitor their conduct to ensure that they are aware of and abide by AngloGold Ashanti's zero tolerance approach to corruption.

The purpose of this Procedure is to articulate AngloGold Ashanti's structured risk management approach to vetting and managing Intermediaries. This Procedure applies to every AngloGold Ashanti employee (full-time or part-time), directors, specified contractors and consultants/agents. This Procedure does not apply to real estate agents or brokers, or to attorneys who are providing litigation services to AngloGold Ashanti.

This Procedure also does not apply to industry associations who interact with Government Officials on behalf of the industry.

2. Requirements

2.1. The AngloGold Ashanti Business Sponsor

- 2.1.1.** Where AngloGold Ashanti proposes to engage an Intermediary, a Business Sponsor must be identified. This Business Sponsor is the individual responsible for ensuring that the Intermediary completes the due diligence questionnaire (discussed below). The Business Sponsor will also assist Group Legal, Ethics and Compliance in obtaining other information related to the Intermediary and the proposed engagement;
- 2.1.2.** The Business Sponsor must ensure that the proposed fees charged are in accordance with local norms and practices and not excessive;
- 2.1.3.** The Business Sponsor must seek advice in writing from the relevant legal representative (whether an AngloGold Ashanti employee or via the retention of outside counsel) that the appointment is not prohibited by applicable local laws; and
- 2.1.4.** The Business Sponsor must ensure that all formalities for registration or disclosure of the Intermediary are complied with.
- 2.1.5. The Intermediary is not permitted to start conducting any work for or on behalf of AngloGold Ashanti before the requirements of paragraph 2.2 hereunder are met, and a contract is signed by both parties.**
- 2.1.6.** In the event a Business Sponsor leaves the employ of AngloGold Ashanti, the individual fulfilling the role that the departed Business Sponsor filled will be deemed to be the Business Sponsor, absent contrary written instruction.



2.2. Intermediary Due Diligence

The Intermediary due diligence process lies at the heart of minimising AngloGold Ashanti's risk exposure as a result of activities carried out by Intermediaries on AngloGold Ashanti's behalf.

- 2.2.1.** The Intermediary due diligence process consists of various checks on Intermediaries, including but not limited to the completion of the due diligence questionnaire by the Intermediary attached as Appendix A. The answers to the questionnaire may form a basis of further due diligence to be performed on the Intermediary. Group Legal, Ethics and Compliance, in consultation with in-country legal or the regional general counsel, as appropriate, is responsible for reviewing the answers and performing said due diligence.
- 2.2.2.** The Intermediary due diligence will also include a review of the contract between AngloGold Ashanti and the Intermediary. The Business Sponsor must engage with the relevant legal department to ensure that the contract is in conformity with the relevant laws and otherwise abides by the requirements in this Procedure, as detailed in paragraph 2.3 below.
- 2.2.3.** Group Legal, Ethics and Compliance, in consultation with in-country legal or the regional general counsel, as appropriate, will determine the extent of any additional due diligence review to be performed, if any, which will be consistent with the nature, importance and context of the proposed business relationship. The decision on the level of due diligence required is informed by, among other factors: the nature of the work to be performed by the intermediary, the size and complexity of the relationship between AngloGold Ashanti and the Intermediary; the risk of corruption by geographical area; the size, commercial sophistication and reputation of the Intermediary; and the degree to which the intermediary has policies and procedures in place to address corruption risk.
- 2.2.4.** Means for gathering information may include third party background and financial verification, review of public information or applicable government or proprietary databases, the due diligence questionnaire described above, interviews, reference checking, and other means as applicable.
- 2.2.5.** Group Legal, Ethics and Compliance, in consultation with in-country legal or the regional general counsel, as appropriate, will then, with the assistance of the Business Sponsor, prepare a memorandum detailing the results of the Intermediary due diligence.
- 2.2.6.** This memorandum must be reviewed by the Business Sponsor and the relevant Business Unit Head. Both parties must approve the Intermediary due diligence for the Intermediary to be enlisted.



2.3. Intermediary Contract Terms

The contract between AGA and the Intermediary must include language that includes the following principles:

- 2.3.1.** The Intermediary must not be able to sub-contract any of the services AngloGold Ashanti appointed it to conduct, unless approved in writing in advance by the Business Sponsor. Any potential subcontractor agreed to by AngloGold Ashanti shall first undergo due diligence by AngloGold Ashanti as set forth in section 2.2 above.
- 2.3.2.** The Intermediary should agree to AngloGold Ashanti's right to audit its books and records, and to interview individuals, as needed, in order to ensure that the Intermediary is conforming to their legal obligations. Group Legal, Ethics & Compliance, regional legal teams, and/or in-country legal teams will coordinate such audits.
- 2.3.3.** The Intermediary must receive and complete periodic anti-bribery and anti-corruption training.
- 2.3.4.** The Intermediary must abide by the relevant anti-bribery and anti-corruption laws and regulations applicable in the country where the business is conducted, the US Foreign Corrupt Practices Act and other internationally applicable laws and regulations, as well as AngloGold Ashanti's Policy on Anti-Bribery and Anti-Corruption.
- 2.3.5.** The Intermediary must never pay a bribe or otherwise violate any of the applicable laws, regulations, or policies regarding anti-bribery and anti-corruption for any reason.
- 2.3.6.** The Intermediary is prohibited from giving any gifts, hospitality or sponsorship on behalf of AngloGold Ashanti to anyone, including any government official or family member of a government official.
- 2.3.7.** The Intermediary must update the information contained in the Intermediary due diligence questionnaire if there are any material changes to this information.
- 2.3.8.** Payments by AngloGold Ashanti should only be made to bank accounts in the name of the contracted party. Furthermore the bank account should not be an offshore bank account.
- 2.3.9.** The Intermediary must complete and sign the annual due diligence certification (attached at Appendix B).

3. Review of existing Intermediaries

- 3.1.** This paragraph deals specifically with agents and government intermediaries who were engaged prior to this Procedure becoming effective.



3.2. Group Legal, Ethics and Compliance, in consultation with in-country legal or the regional general counsel, as appropriate, will perform intermediary due diligence and review on any existing agent or government intermediary contract utilizing the procedures identified in paragraphs 2.2 and 2.3 above.

3.3. Group Legal, Ethics and Compliance will also review the applicable intermediary contract in light of the contract terms described in paragraph 2.3 above.

4. Verbal agreements and uncompensated Intermediaries

4.1. All contracts with Intermediaries should be in writing and should comply with paragraph 2.3 above. To the extent there are existing oral agreements with Intermediaries to represent AngloGold Ashanti before Government Officials, this Procedure also applies to these agreements. Accordingly, said agreements shall be documented in writing as soon as reasonably practicable and in conformance with paragraph 2.3 above, a Business Sponsor shall be identified, and due diligence shall be performed on the Intermediary.

4.2. This Procedure applies whether or not an Intermediary is compensated.

4.3. From the date of this Procedure, all Intermediary contracts going forward are required to be in writing. Verbal agreements are prohibited.

5. Reporting of Intermediaries and third parties

On a quarterly basis, regional legal counsel shall provide a list of all current Intermediaries in their respective regions to Group Legal, Ethics and Compliance. In addition, regional legal counsel shall provide a list of any third parties who represent AngloGold Ashanti before Government Officials but who are not Intermediaries as defined in this Procedure. Group Legal, Ethics and Compliance may, at its discretion, seek additional information from regional legal counsel regarding any of the third parties described in this section.

6. Other relevant policies

This Procedure should be read alongside AngloGold Ashanti's Policy on Anti-Bribery and Anti-Corruption.

7. Consequences of Non-Compliance

Employees who violate this Procedure will be subject to disciplinary action up to and including termination of employment. Any disciplinary decision applied by the company in any situation shall be without prejudice to any civil and/or criminal consequences that the violation may give rise to.



APPENDIX A

INTERMEDIARY DUE DILIGENCE QUESTIONNAIRE

To be completed by the Prospective Intermediary

WHAT IS THE PURPOSE OF THIS FORM?

This questionnaire will allow the prospective Third Party Intermediary to share and document relevant information needed by AngloGold Ashanti as part of the Due Diligence review process.

Definitions for purposes of this Questionnaire:

“Authorized representative” means the highest ranking executive of the entity or business unit providing the services.

“Family Members” means one of the following relationships: mother, father, spouse, civil union partner, sister, brother, son, daughter, grandchild, grandparent, any of the preceding who where applicable, are “step” relatives, e.g. mother-in-law, father-in-law, sister-in-law, brother-in-law, son-in-law, and daughter-in-law.

“Government Official” means any officer, employee or representative of a government, whether national, federal, provincial, regional or local; any person exercising administrative, judicial or legislative functions, whether appointed or elected; an officer of an entity owned or controlled by a government and any business venture that is owned or controlled by government; any candidate for or holder of public office; any official of a political party; and any member of a royal family.

1. AngloGold Ashanti Company Information

(to be completed in advance by AGA Business Sponsor prior to distribution)

1.1. AGA Company	
1.2. AGA Business Sponsor	Name: Job title: Telephone number: Email address:

The following sections are to be completed, dated and signed by Intermediary. Please complete the questions as thoroughly as possible. If additional space is required please attach a separate page and reference.

ALL QUESTIONS MUST BE COMPLETED or a written response of “not applicable” must be provided.

For answers that require you to check a box, please double-click on the box and select “Checked”. The selected box should then be marked as such .



2. Intermediary Information

2.1. Intermediary Name (for organisations, provide legal entity; for individuals, first and last name)	
2.2. Name of Contact Person	
2.3. Address (Street, Number, Postal code, City, Country)	
2.4. Telephone (include country and area codes)	
2.5. Email	
2.6. Website (if applicable)	
2.7. Dun & Bradstreet Do you have a DUNS number?	<input type="checkbox"/> Yes If yes, please provide it below _____
	<input type="checkbox"/> No
2.8. Total number of employees	
2.9. Describe in full the nature of services to be provided, and the level of interaction with Government Officials, if any	

3. Business Profile & History

3.1. Form of business organization	
3.2. Related entities – list names and addresses of :	
a) your parent company	
b) any subsidiaries and/or affiliates, and	
c) any other companies or entities in which you have a controlling ownership interest.	
3.3. Key Personnel Name(s) - Identify by name:	
a) employees who will perform your services for AGA	
b) owners, principals, board members of your	



company or your parent company (if applicable)	
3.4. Attach the CVs of all Key Personnel listed in 3.3 above	
3.5. Bank information – list name and address of bank that maintains your primary business account.	
3.6. Size of business – list approximate annual revenue in most recent fiscal year.	Annual Revenue
	<input type="checkbox"/> 0 to 1 million USD <input type="checkbox"/> 1 to 10 million USD <input type="checkbox"/> more than 10 million USD
3.7. Provide details, and copies of your Company or commercial registration and any necessary licenses to perform requested services.	Please list all documents attached: - -
3.8. Attach copy of your employee code of ethics and/or anti-corruption policy, or similar codes of conduct.	<input type="checkbox"/> Code of ethics/ anti-corruption policy is attached <input type="checkbox"/> No code of ethics/ anti-corruption policy
3.9. List all the countries where you conduct business.	
3.10. Identify the country(ies) where you will work specifically for AGA	
3.11. Attach documents or provide description of your company's experience and qualifications in the field of the required services.	
3.12. Provide the contact details of two contactable business references:	
a) Company Name: Contact person: Email: Telephone number:	
b) Company Name: Contact person: Email: Telephone number:	



4. Connections with Government Officials

Do any of the Key Personnel (as defined and identified in question 3.3) or Family Members of Key Personnel currently or previously hold positions such as: an elected or appointed official, employee, agent or representative of any government agency or institution or government-owned or government-controlled company; political party official; candidate for political office; or officer, agent, or employee of a publicly funded or public international organization (i.e. United Nations, International Monetary Fund, World Health Organization, etc.)?

If yes, provide their name, relationship and position/s held below:

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5. Compliance with AGA Policies including Training

Do you acknowledge that as part of your agreement with AngloGold Ashanti:

5.1. That you will provide anti-corruption training to your Key Personnel and that, upon request, you will provide the relevant training materials to AGA for its review. You are responsible for providing, and will provide, anti-corruption training to any further staff member(s) who will assist in carrying out the service.	<input type="checkbox"/> Yes	<input type="checkbox"/> No
5.2. AGA reserves the right to audit your relevant books and records related to the services you provide to AGA.	<input type="checkbox"/> Yes	<input type="checkbox"/> No
5.3. You will be required to provide an annual certification with regard to anti-corruption principles, as required by AGA.	<input type="checkbox"/> Yes	<input type="checkbox"/> No

6. Penalties, Investigations, Suspensions or Debarments

6.1. Have you or any of your employees who will provide services to AGA been subject to regulatory sanctions, penalties, debarments and/or professional suspensions related to bribery, money laundering, fraud, or other relevant offenses?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<i>If yes, please provide description of circumstances and remedial actions that have been taken.</i>		
6.2. Have you, your management or your agents been involved in any investigation related to bribery, money-laundering, fraud or other serious offenses within the past 10 years?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<i>If yes, please provide details of the investigation, as well any action that followed (including charge, plea, and sanction).</i>		



PRIVACY NOTICE

As a prospective Intermediary to perform services on behalf of an AngloGold Ashanti Company (the “Company”), you are being asked to participate in a due diligence review.

The primary purposes of the review are to ensure that Intermediaries have policies and programs in place for the prevention of bribery and corruption, and will comply with the Company’s anti-corruption policies as well as applicable anti-corruption laws such as the U.S. Foreign Corrupt Practices Act (“FCPA”). Where necessary or appropriate, information you provide may be combined with other information provided by the Company, its affiliates or designated third party due diligence providers. Your provision of information is voluntary, but failure to provide requested information may make you ineligible to conduct business with the Company.

The information in this Questionnaire will be documented in paper and/or electronic reports which will be stored at the AngloGold Ashanti company (AGA) conducting the due diligence and by Group Legal, Ethics and Compliance in Johannesburg, South Africa. The storage and retention of this information will be carried out in accordance with the Company’s policies and procedures.

As part of its review and approval process, the Company may make the information available to authorized employees of the Company or other AngloGold Ashanti affiliated companies where a valid business need exists. Information provided may also be made available to external due diligence providers. In addition, information may be disclosed to a governmental authority, as required by applicable laws, regulations or court orders or pursuant to a valid request.

Please note that information may be transferred to countries that may have different privacy or data protection regimes than in your country.

Declaration

To be signed by Authorized Representative

I declare that I/we, as the Intermediary listed above, am in compliance with all applicable legislation and regulations, including those related to anti-bribery and anti-corruption, and that the Intermediary will remain compliant with same for the duration of the associated contract.

I further declare that I am the Authorized Representative of the entity that has completed this Questionnaire. I declare that all the questions are answered accurately and to the best of my knowledge. I have reviewed, understand, and agree with the information and representations set forth in this Questionnaire and Privacy Notice.

Date	
Signee’s full name (in capitals)	
Signee’s function/job title	
Signature	



APPENDIX B

INTERMEDIARY ANNUAL DUE DILIGENCE CERTIFICATION

The purpose of this form is for an Intermediary to provide updated information that may be material to AngloGold Ashanti’s due diligence review process or, alternatively, a certification that no relevant changes have occurred.

In accordance with the Agreement entered into between _____ [name of AngloGold Ashanti Company] (“Company”) and _____ [name of Intermediary] (“Intermediary”) on _____ [date], Intermediary certifies that Intermediary has at all times complied with the applicable anti-corruption laws and regulations, including the U.S. Foreign Corrupt Practices Act.

Yes No

Intermediary also certifies that from the time of the Intermediary’s most recent certification regarding the present subject:

1. Intermediary, and all persons employed or appointed by Intermediary who interact with Government Officials on behalf of the Company has received training on applicable anti-corruption laws and regulations regarding interactions with Government Officials.

Yes No

2. Intermediary’s Key Personnel have not changed, nor have any of the Key Personnel’s relationships with government entities changed, except as stated below.

Yes – complete table below No – continue to Question 3

Name of key personnel (business owners, shareholders or management board members) employed or appointed since last certification and contact information	Position to which employed or appointed and commencement date	Does the key personnel hold a position as a government official? If yes, in which Government Entity/Department and what is the Position held



3. At all times, Intermediary has maintained true and accurate records necessary to demonstrate compliance with the Agreement.

Yes No

4. Intermediary further agrees that if subsequent developments cause the certification and information provided herein to be no longer accurate or complete, Intermediary will immediately advise the Company in writing.

Yes No

Certification

To be signed by Authorized Representative

I certify that I am the Authorized Representative of the entity that has completed this Annual Certification. I have reviewed, understand, and agree with the information and representations set forth in this Annual Certification.

Date	
Intermediary (name)	
Signee's full name (in capitals)	
Signee's function/job title	
Signature	
Intermediary's seal or stamp (where applicable)	