

**ANGLOGOLD ASHANTI LIMITED**

("AGA" or the "Company")

**REMUNERATION AND HUMAN RESOURCES COMMITTEE  
TERMS OF REFERENCE***LAST APPROVED BY THE BOARD OF DIRECTORS ON 18 MAY 2022***1. INTRODUCTION**

The Remuneration and Human Resources Committee (the "Committee") has been established as a committee of the board of directors of the Company (the "Board") in respect of all duties that the Board has delegated to it in terms of these Committee terms of reference (these "Terms of Reference"), in accordance with Article 7.9 of the Company's Memorandum of Incorporation, section 72 of the Companies Act No 71 of 2008 (the "Companies Act"), the Listings Requirements of the JSE Limited, and guided by the principles of the King IV Report on Corporate Governance for South Africa, 2016 and other applicable laws or regulatory provisions, in each case, as amended or substituted from time to time.

**2. PURPOSE AND RESPONSIBILITIES**

The purpose of the Committee is to assist the Board in ensuring that AGA remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term.

With respect to its mandate on human resources, the Committee shall have strategic oversight of matters relating to the development of the Company's human capital.

**3. MEMBERSHIP**

The Committee must comprise of at least 3 (three) members, all of whom must be non-executive directors of the Company and the majority of whom must be independent. The Committee's Chairperson must be an independent non-executive director, appointed by the Board. The Chairperson of the Board may be a member but is not eligible to be the Chairperson of the Committee. The Chief Executive Officer of the Company must not be a member of the Committee but may be invited to attend its meetings or part thereof, without having a vote, if needed to contribute pertinent insights and information.

The Executive Sponsor of the Committee shall be the Chief People Officer or such other person as the Chief Executive Officer may appoint, in consultation with the Chairperson of the Committee.

**4. AUTHORITY**

The Committee acts in accordance with the delegated authority of the Board and is authorised to:

- 4.1. to investigate any activity within the scope of these Terms of Reference;
- 4.2. call upon the chairperson of other Board committees, any of the executive directors or prescribed officers or other members of senior management, an external remuneration consultant or assurance providers to provide it with information subject to it following the Board approved process;
- 4.3. to seek any information it requires from any employee of the Company within its Terms of Reference;
- 4.4. to access the company's records, facilities and any other resources necessary to discharge its duties and responsibilities subject to the Board approved process;
- 4.5. to obtain external legal or other independent professional advice, including an external remuneration consultant that it determines necessary to permit it to carry out its duties at the Company's expense, subject to the Board approved process being followed; and
- 4.6. the Chairperson 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 executive remuneration.

**5. SPECIFIC DUTIES OF THE COMMITTEE**

In discharging its duties, the Committee will:

**5.1. Remuneration**

- 5.1.1. Determine specific remuneration packages for the Executive Committee members (ExCom), and to review these annually. The broad framework and cost of executive remuneration shall be a matter for the Board on the recommendation and advice of the Committee.



- 5.1.2. Review and approve corporate goals and objectives (KPIs) relevant to the compensation of the ExCom.
- 5.1.3. Evaluate the performance of the ExCom (excluding executive directors) in light of these goals and objectives annually and set each member's compensation based on such evaluation.
- 5.1.4. Ensure that the mix of fixed and variable pay, base pay, shares and other elements of compensation for each ExCom member meets the Company's requirements and strategic objectives.
- 5.1.5. Determine any long-term incentive component of each ExCom member's compensation based on awards given to such member in past years, the Company's performance against set targets.
- 5.1.6. On an annual basis, or at intervals that the Committee may deem necessary, consider the results of independent research into executive remuneration trends, to assist the Committee in its decision-making regarding executive remuneration.
- 5.1.7. Ensure that all benefits, including retirement benefits and other financial arrangements are justified and correctly valued and reviewed annually.
- 5.1.8. Consider other matters relating to the remuneration of or terms of employment applicable to ExCom that may be referred to the Committee by the Board.
- 5.1.9. Consider the payment of performance linked non-pensionable bonuses to ExCom, and to set the criteria for, and relative value of such payments.
- 5.1.10. Satisfy itself as to the accuracy of recorded performance measures that govern the vesting of share awards and incentives.
- 5.1.11. On an annual basis, approve the granting of share options or performance shares to qualifying employees of the Company.
- 5.1.12. Regularly review incentive schemes to ensure continued contribution to shareholder value and ensure that these are administered in terms of the rules of the relevant incentive scheme.
- 5.1.13. As and when required, consider proposed amendments to the rules of the incentive schemes and make recommendations for their approval by shareholders.
- 5.1.14. Review the executive director's termination payments and ensure that they are included in the remuneration policy together with any obligations arising from such contracts which would give rise to termination payments.
- 5.1.15. The executive directors, in consultation with an independent advisor where necessary, must consider and make recommendations to the Board and shareholders on the remuneration of non-executive directors and in doing so take into consideration market trends on non-executive directors' remuneration, the views and sentiments of shareholders and the financial position of the Company.

## **5.2. Remuneration Reporting**

- 5.2.1. Ensure that the Board's direction for how remuneration should be approached and addressed on a Group basis, is followed.
- 5.2.2. Annually review the outcomes of the implementation of the Group's Remuneration Policy in order to determine whether the Remuneration Policy articulates and gives effect to the Board's direction on fair, responsible and transparent remuneration and whether the set objectives and the Group's long-term interests are being met and make recommendations to the Board regarding changes that should be effected to such policy.
- 5.2.3. Oversee the preparation and recommend to the Board the Remuneration Policy and Implementation Report to be included in the Integrated Report and any related statutory or governance disclosure.
- 5.2.4. Ensure that the Remuneration Policy, together with the Implementation Report, is tabled before shareholders for a non-binding advisory vote at each annual general meeting.
- 5.2.5. Consider the results of the non-binding advisory shareholder votes on the Remuneration Policy and Implementation Report and engage with dissenting shareholders where possible to address any legitimate and reasonable objections and concerns raised.

## **5.3. Human Resources**

- 5.3.1. Review, oversee and, where appropriate, approve human resources group policies and strategies aimed at creating and sustaining the technical and managerial excellence required to support the attainment of the Company's global objectives and achieve a globally competitive workforce.
- 5.3.2. Ensure that the Company addresses issues of employee retention, implements strategies to counteract losses, develops careers and promotes mobility in an environment free of discrimination.
- 5.3.3. Promote an organisational culture which affords all employees the development opportunities which will enable them to achieve their optimal levels of career development in the course of their employment with the Company, recognising the diversity of the society within which the Company conducts its business.



- 5.3.4. Consider and approve proposals for annual salary adjustments across the Group and ensure that the Committee remains apprised of the mandates for negotiations with the trade unions.
- 5.3.5. Consider and review succession plans for ExCom, except for the succession plans of directors, which shall be considered by the Nominations and Governance Committee.
- 1.1.1. Ensure that there is a particular focus on gender pay gap and the Company both monitors and implements fair and transparent practices to achieve pay parity.

## **2. MEETINGS**

The Committee shall meet at a minimum four times per annum or more frequently, if required, to discharge all its duties as set out in these Terms of Reference.

All non-executive directors are entitled to attend the meetings of the Committee, but they will not be able to participate without the consent of the Chairperson and will not be able to vote. The Committee may invite any person it deems appropriate to attend any of its meetings.

## **3. REVIEW**

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.

The specific decisions required from the Committee are as follows:

**A. MATTERS FOR APPROVAL BY THE COMMITTEE**

The Board authorises the Committee to approve the following:

1. Remuneration packages for ExCom (excluding executive directors)
2. Corporate goals and objectives (KPIs) relevant to the compensation of ExCom
3. Performance of ExCom members (excluding executive directors) against these goals and objectives and the compensation proposed on this evaluation
4. Mix of fixed and variable pay, in base pay, shares and other elements of compensation in line with the company's requirements and strategic objectives
5. Long-term incentive component of each ExCom member's compensation
6. Remuneration standards
7. Comparator group used for comparing executive remuneration levels
8. Retirement benefit changes to the extent applicable, and other financial arrangements that are implemented on a Group wide level or are disclosed in the annual financial statements
9. Other matters relating to the remuneration of or terms of employment applicable to ExCom members
10. Setting of the DSP targets and measuring the group's performance against such set DSP targets, ensuring that it supports positive outcomes across the economic, social and environmental context in which AGA operates
11. Selection of eligible ExCom members and other employees to whom awards should be granted
12. Timing of any share grant under the share incentive schemes
13. Number of awards to be granted under the share incentive schemes
14. Exercise price (as determined by the timing of the five-day VWAP) at which options are to be granted
15. Granting of stock options or performance shares to qualifying employees (excluding executive directors)
16. Terms and conditions of the ExCom members' service agreements
17. ExCom members' termination payments and terms for new appointments
18. Remuneration of the company secretary
19. Cost of annual general salary increases (non-bargaining unit)

**B. MATTERS FOR RECOMMENDATION BY THE COMMITTEE TO THE BOARD FOR APPROVAL**

1. Remuneration packages for each executive director
2. Corporate goals and objectives relevant to the compensation of executive directors
3. Performance of the executive directors against these goals and objectives and the compensation proposed on this evaluation
4. Long-term incentive component of each executive director's compensation
5. Remuneration Report
6. Other matters relating to the remuneration of or terms of employment applicable to executive directors
7. Payment of performance linked non-pensionable bonuses to ExCom
8. Selection of eligible executive directors to whom awards should be granted
9. Granting of stock options or performance shares to executive directors
10. AngloGold Ashanti non-material Incentive Scheme rule amendments
11. Terms and conditions of the executive director's service agreements
12. Executive director's termination payments and terms for new appointments

**C. MATTERS FOR RECOMMENDATION BY THE BOARD TO SHAREHOLDERS FOR APPROVAL**

1. Remuneration Policy
2. Implementation Report
3. AGA material Incentive Scheme Rule amendments
4. Non-executive directors' remuneration