



ANGLOGOLD ASHANTI PLC
("AGA" or the "Company")

SOCIAL, ETHICS AND SUSTAINABILITY COMMITTEE CHARTER

1. INTRODUCTION

The Board of Directors (the "Board") of the Company has established the Social, Ethics and Sustainability Committee (the "Committee") and has adopted this charter (this "Charter") of the Committee.

2. PURPOSE AND RESPONSIBILITIES

The Committee's purpose is to assist the Board in discharging its oversight responsibilities relating to safety, security, health, human rights, environmental management, sustainability, ethics and social (collectively, "ESG") matters and to ensure the Company upholds the principles of good corporate citizenship and conducts its business in an ethical and sustainable manner, whilst developing government and stakeholder relationships. The Committee's mandate is to advise the Board and management on matters within the scope of this Charter as well as monitor the implementation of strategies and policies aimed at enhancing the Company's status as a responsible corporate citizen.

The Committee shall have an independent role, operating as an overseer with accountability to the Board. It shall make recommendations to the Board for consideration and approval pursuant to this Charter. The Committee shall not assume the functions of management. The scope of the Committee's activities shall extend to all relevant operations of the Company.

The Committee will work with and, if necessary, advise the other committees of the Board on those specific areas that primarily come within the mandate of the other committees but also are part of the Company's policies, goals, initiatives, programs and strategies overseen by the Committee. These include:

For the Audit and Risk Committee:

- The Company's Code of Business Principles and Ethics

For the Compensation and Human Resources Committee:

- Compensation to the extent that it is linked to ESG metrics
- The Company's human resources policies and strategies related to pay equity and diversity, equity and inclusion
- Providing input on the Company's Remuneration Policy from time to time

3. MEMBERSHIP

The Committee shall consist of at least three (3) members, absent a temporary vacancy, and may include both executive and non-executive directors, provided that there shall always be a majority of non-executive directors. The Chairperson of the Committee (the "Committee Chair") shall be appointed by a majority vote of the independent directors on the Board and must be a non-executive director and "independent" in accordance with applicable law, including the rules and regulations of the U.S. Securities and Exchange Commission and the listing standards of the New York Stock Exchange ("NYSE"). The Chairperson of the Board (the "Board Chair") may be a member but may not serve as the Committee Chair.

The members of the Committee shall be appointed by a majority vote of the independent directors on the Board from among its members, taking into consideration the recommendations of the Nominations and Governance Committee, and each member shall serve until such member's successor is duly appointed and qualified or until such member's resignation, removal by a majority vote of the independent directors on the Board, or death.

Any member of the Committee may resign therefrom at any time by delivering a letter of resignation to the Board Chair with a copy to the Company Secretary and the Committee Chair, if applicable; any resignation shall take effect at the time specified therein, or, if the time when it shall become effective is not specified therein, then it shall take effect immediately upon receipt by the Board Chair.

The primary management liaison for the Committee shall be the Chief Sustainability and Corporate Affairs Officer or such other person as the Chief Executive Officer may appoint, in consultation with the Committee Chair.

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4. AUTHORITY AND RESOURCES

The Committee shall have the authority to conduct or authorize investigations into or studies of any matters within the Committee's scope of responsibilities. The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any persons it deems appropriate in order for it to fulfill its responsibilities.

The Committee has the right at any time to obtain advice, reports or opinions from internal and external counsel and advisors and has the authority to hire and terminate such counsel and advisors as it may deem necessary, at the Company's expense as determined by the Committee, without consulting with, or obtaining approval from, any officer of the Company or the other members of the Board in advance.

The Committee may form and delegate authority to subcommittees as the Committee may deem appropriate in its sole discretion.

Except as expressly provided in this Charter, the Company's organizational documents or as required by law, regulation or NYSE listing standards, the Committee shall set its own rules of procedure.

5. SPECIFIC DUTIES OF THE COMMITTEE

In discharging its duties, the Committee will:

5.1 ESG Matters Generally

- 5.1.1 Develop, review and periodically reassess, including any significant changes to, the Company's policies, goals, initiatives and programs with respect to the management of ESG matters, including the Company's Code of Business Principles and Ethics and any ESG purpose statement.
- 5.1.2 Monitor the Company's processes for managing ESG-related risks and opportunities throughout its value chain as well as the Company's organizational structure for addressing ESG issues.
- 5.1.3 Oversee the effectiveness of the Company's policies, goals, initiatives and programs for ensuring compliance with laws and regulations relating to ESG matters. Review management action taken with respect to any significant deficiencies identified or improvements recommended.
- 5.1.4 Review at least annually the Company's record of compliance with laws, regulations and Company policies, goals, initiatives and programs relating to ESG matters, including regarding progress on any significant annual and long-term goals and commitments, significant trends in progress toward such goals and commitments, and new or emerging opportunities and risks for the Company or its industry (including management's responses to such risks and opportunities and any related public policy or advocacy strategies).
- 5.1.5 Monitor the Company's compliance with rules and regulations that impact or have the potential to impact the Company's rights to operate mines.
- 5.1.6 Consider material legal and regulatory developments related to ESG matters, assess the impact of such developments on the Company and provide appropriate strategic guidance to the Board.
- 5.1.7 Receive reports from management on any significant pending or threatened ESG-related administrative, regulatory or judicial proceeding in which the Company is or may become involved.
- 5.1.8 Receive reports from management on ESG issues arising in connection with material mergers, acquisitions, divestitures, joint ventures and similar transactions, and provide comment on such transactions as the Committee deems necessary or appropriate.
- 5.1.9 Review the adequacy of the measures the Company has put in place to identify risks in relation to ESG matters in its supply chain.
- 5.1.10 Oversee the collection procedures and controls related to ESG reporting and other corporate social responsibility matters, including any audits or assurance procedures performed in connection with ESG-related programs and metrics.
- 5.1.11 Receive and consider the results of any ESG-related audits.
- 5.1.12 Conduct an annual review of management and spend of Corporate Social Investment "CSI" funds and donations.

5.2 Human Capital

- 5.2.1 Ensure, in cooperation with the Compensation and Human Resources Committee, that there is a particular focus at the Board and management levels on diversity and inclusion and that the Company both monitors and implements strategies to prevent any discriminatory practices.

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5.3 Disclosure

- 5.3.1 Review the Company's disclosures related to ESG matters prior to publication, including (without limitation) those included within (a) the Directors' Report, Strategic Report and/or Remuneration Report included within the Company's UK Annual Report and (b) the Company's Annual Report on Form 20-F, and recommend any changes to, or approval by, the Board.
- 5.3.2 Recommend to the Board whether or not to engage any external assurance provider to provide assurance regarding any of the Company's ESG-related disclosures.

6. MEETINGS

The Committee shall meet in person or remotely at least four (4) times per year with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or the Committee Chair. The Committee Chair, in consultation with the other members of the Committee, will set the dates, times and places of such meetings. A quorum of the Committee for the transaction of business will be a majority of its members. When more than two members are present, the act of a majority of such members at a meeting at which a quorum exists shall constitute the act of the Committee. When only two members are present and constitute a quorum, the unanimous vote of the two members shall constitute the act of the Committee. Any Committee member may be excused from a meeting to permit the remaining members of the Committee to act on any matter in which such member's participation is not appropriate, and such member's absence will not destroy the quorum for purposes of acting on such matter.

All directors are entitled to attend meetings of the Committee as observers. However, directors who are not members of the Committee will not be able to vote. The Committee may invite any other person it deems appropriate to attend any meetings of the Committee.

The Committee Chair, in consultation with the Committee members, will determine the frequency and length of Committee meetings and develop the Committee's agenda. The Committee shall maintain written minutes of its meetings, which will be filed with the meeting minutes of the Board. The Committee will report to the Board from time to time with respect to the activities of the Committee, including after each meeting of the Committee.

Members of the Committee may participate in any meeting by means of telephone or video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

7. REVIEW

The Committee shall review its own performance and reassess the adequacy of this Charter on an annual basis, and submit its evaluation, including any recommendations for change, to the full Board for review, discussion and approval.

8. COMPENSATION

Committee members shall receive such fees, if any, for their service as Committee members as may be determined by the Board. The Committee Chair may not receive any compensation from the Company except the fees that he or she receives for service as a member of the Board of the Company or any subsidiary thereof or any committee of the Board.

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