



HARMONY GOLD MINING COMPANY LIMITED

NYSE and NASDAQ
trading symbol HMY
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HARMONY'S EMPOWERMENT COMMITTEE CHARTER

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1. Constitution

The Group's Empowerment Committee ("the Committee") has been established by the Board of directors ("the Board") of Harmony Gold Mining Company Limited ("the company") to ensure that the company and its subsidiaries ("the Group") meet its empowerment credentials, thereby, assisting the Board with regard to the matters set out below.

Any reference in this charter to "the Group" is to be interpreted to include any company or companies within the Group and not necessarily to refer only to the Group as a whole.

2. Purpose and role

The primary purpose of the Committee is to provide guidance to management in developing and implementing a competitive empowerment strategy.

3. Responsibilities and duties

The responsibilities and duties of the Committee shall include:

- Ensuring that:
 - a sustainable organisational culture, structures and processes are in place to support the development of empowerment in the Group in line with the Group's empowerment strategy and requirements;
 - inequalities that may exist in staff profiles across all levels, organisational practices and policies are addressed; auditing and monitoring the development and progress of empowerment within the Group against set targets;
 - an environment free from discrimination and harassment, tolerant of cultural diversity and promoting equal opportunity exist;
 - empowerment efforts are co-ordinated and integrated with business processes, including but not limited to human resource management, corporate social investment and procurement of supplies and services;
- Assessing whether appropriate support, training and otherwise is given to previously disadvantaged staff in order to equip them for successful careers in the Group; and
- Annually reviewing whether human resource management is sufficiently progressive and innovative to enhance business performance.

In order to discharge its responsibilities and fulfil its duties the Committee will engage in the specific activities as per the proposed work-plan annexed. Reporting by the Committee to the Board should take place against the approved work-plan.

4. Powers

The Board supports and endorses the Committee, which operates independently of management and is free of any organisational impairment.

The Committee has unrestricted access to all information, including records, property and personnel of the Group, and must be provided with adequate resources in order to fulfil its responsibilities.

The Committee is authorised by the Board to:

- Investigate any activities within its terms of reference;
- Seek outside legal or other independent professional advice at the group's expense in accordance with a procedure developed by the Board for this purpose;
- Secure the attendance of outsiders with the relevant experience and expertise where necessary at the Group's expense in accordance with a procedure developed by the Board for this purpose;
- Seek any information it requires from any employee, and all employees are required to co-operate with any requests made by the Committee; and
- Further delegate duties to a Sub-Committee of this Committee with prior approval by the Board or to an executive Committee.

5. Membership

5.1 Composition

The Committee must be constituted so as to ensure its independence and objectivity.

The Committee shall be appointed by the Board and shall comply with the following membership composition guidelines:

- Consist of at least three directors, of which the majority shall be non-executive;
- The chairman shall be elected by the members and will be an independent, non-executive director; and
- The Committee shall appoint a Committee secretary.

5.2 Appointment

The Board shall appoint the members of the Empowerment Committee.

5.3 Duration of membership

Members of the Committee shall be appointed for such time as the Board requires.

5.4 Termination

The Board has to concur with any termination of the services of a person serving on this Committee.

6. Meetings

6.1 Frequency

The Committee should meet at least four times a year. The Committee, at its discretion, may meet more often, depending on the circumstances.

6.2 Agenda

The Committee secretary in consultation with the chairman of the Empowerment Committee shall draw up an agenda, which shall be circulated at least one week prior to each meeting to the members of the Committee.

6.3 Minutes

A Committee secretary must be appointed to attend and minute all meetings.

The minutes of the Committee meetings shall be completed within fourteen days of such meeting and shall be circulated to all members of the Committee and other relevant personnel as directed by the Committee.

6.4 Quorum

Two-thirds of the members must in attendance to constitute a quorum.

6.5 Attendance

The Committee may invite any other relevant person to attend Committee meetings.

7. Member skills and training

Every member should have experience in some area pertinent to the business of the Committee, and at least one member should be familiar with the Group's industry. New members should receive a complete orientation that allows them to function effectively from the very beginning. Opportunities for continuous education and training on empowerment issues should be actively pursued by each member.

8. Self-assessment

The Committee should conduct continual self-assessment or self-evaluation. The Committee chairman should assess the performance of individual Committee members, and the Board should evaluate the Committee's chairman, based on several factors. These include:

- Expertise.
- Inquiring attitude, objectivity, and independence.
- Judgement.
- Understanding of the Group's business.
- Understanding of and commitment to the Committee's duties and responsibilities.
- Willingness to devote the time needed to prepare for and participate in Committee deliberations.
- Timely responses.
- Attendance at meetings.

Input from management should form part of the Committee evaluation. After completing its evaluation, the Committee should review the results with the Board of directors, so that appropriate action can be taken on any recommendations resulting from the review.

9. Remuneration

Having regard for the functions performed by the members of the Committee in addition to their functions as directors and in relation to the activities of the Committee and pursuant to the specific power conferred upon the Board by the articles of association of the group, members of the Committee shall be paid such special remuneration in respect of their appointment as shall be fixed by the Board.

The chairperson of the Committee shall, in addition to his/her remuneration as member, receive an additional sum as determined by the Board.

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

10. General

The Committee members are obliged to disclose any interests they have within or outside the Group that might interfere or conflict with the performance of their duties.

Any Group related information that comes to light during their performance of duties must be kept confidential. This information can only be disclosed to the Board on request.

DULY APPROVED FOR AND ON BEHALF OF THE BOARD