



HARMONY GOLD MINING COMPANY LIMITED

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HARMONY'S NOMINATION COMMITTEE CHARTER

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1. Constitution

The Group's Nomination Committee has been established by the Board to act in the capacity of a group nomination committee and, thereby, to assist the Board with regard to the matters set out below.

2. Purpose

The primary purpose of the Nomination Committee is to ensure that the procedures for appointments to the Board are formal and transparent, by making recommendations to the Board on all new Board appointments.

3. Responsibilities and duties

The responsibilities and duties of the Nomination Committee shall include *(taken directly from the King II Report)*:

- Making recommendations to the Board on the appointment of new executive and non-executive directors, including alternate directors, making recommendations as to the composition of the Board generally and the balance between executive and non-executive directors;
- Regular review of the required mix of skills of the Board, experience and other qualities of the directors and alternate directors in order to assess the effectiveness of the Board as a whole, its committees and the contribution of each director;
- Regular review of the Board structure, size and composition and providing recommendations to the Board with regards to any adjustments deemed necessary;
- Performing annual performance evaluations of the directors;
- Establishing the retirement age for executive and non-executive directors
- Identification and nomination of candidates for the approval of the Board, to fill Board vacancies as and when they arise and to put in place plans for succession – in particular for the chairperson and chief executive;
- Investigating the eligibility of new directors for appointment and their backgrounds along the lines of the approach required for listed companies by the Johannesburg Securities Exchange prior to their appointment;
- Recommending directors who are retiring by rotation to be put forward for re-election;
- Attendance, by the committee chairperson, of the annual general meeting and shall be prepared to answer questions concerning the appointment of executive and non-executive directors.

4. Authority

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

The Nomination Committee may obtain outside or other independent professional advice as it considers necessary to carry out its duties.

5. Membership

5.1 Composition

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

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

- Consist of at least three persons; and
- The majority shall be non-executive directors.

In addition:

- The chairperson of the Nomination Committee shall be a non-executive director.
- The Nomination Committee shall appoint a committee secretary.

5.2 Appointment

The Board shall appoint the members of the Nomination Committee. Unless the Board elects a chairperson, the members of the committee may designate a chairperson by majority vote of the full committee membership.

5.3 Duration of membership

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

5.4 Termination

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

6. Meetings

6.1 Frequency

The Nomination Committee should meet annually (scheduled meetings). The committee, at its discretion, may meet more often, depending on the circumstances.

6.2 Agenda

The chairperson of the Nomination 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 attend to constitute a quorum.

6.5 Attendance

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

7. Remuneration

Having regard for the duties performed by the members of this Committee in addition to their function as directors, members of the Committee shall be paid such additional remuneration in respect of their appointment on this Committee as shall be fixed by the Board.

The chairman of the Committee shall, in addition to his/her remuneration as member of this Committee, receive an additional amount for fulfilling the role as chairman.

DULY APPROVED FOR AND ON BEHALF OF THE BOARD