



HARMONY GOLD MINING COMPANY LIMITED

NYSE and NASDAQ
trading symbol HMY
JSE trading symbol HAR

HARMONY'S SUSTAINABLE DEVELOPMENT COMMITTEE CHARTER

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1. Constitution

The Harmony Sustainable Development Committee (“the Committee”) has been established by the Board of Directors (“the Board”) of Harmony Gold Mining Company Limited (“the Company”) to act in the capacity of a sustainable development Committee in respect of the Company and its subsidiaries (“the Group”) and thereby to assist the Board with regard to 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 Committee is established to assist the Board in ensuring that the Group is and remains a committed socially responsible corporate citizen. The Committee’s primary role is to supplement, support, advise and provide guidance on the effectiveness or otherwise of management’s efforts in respect of sustainable development. Sustainable development includes the following:

- Health
- HIV/AIDS
- Safety
- Social investment
- Environmental Management

3. Responsibilities and duties

The Committee’s main duties are:

- to develop the framework, policies and guidelines for safety, health, social investment, HIV/Aids and environmental management;
- to review the policies and performance in respect of sustainable development of the Group and the progressive implementation of its policies;
- to encourage independently managed subsidiaries, associates and significant investments in the Group to develop policies, guidelines and practices congruent with the Group’s safety, health, social, HIV/Aids and environmental policies;
- to receive and consider reports from all companies in the Group covering sustainability matters;
- to monitor key indicators on accidents and incidents and, where appropriate, ensure that they are communicated to other companies managed by or associated with the Group;
- to consider material, national and international regulatory and technical developments in the fields of safety, health, social, HIV/Aids and environmental management; and
- to ensure facilitated participation, co-operation and consultation within the Group on safety, health, social, HIV/Aids and environmental matters with government, industry, national and international organisations and institutions.

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. The particular work-plan of this Committee is to be approved by the Board annually at the start of the Group’s financial year and reporting by the Committee to the Board should take place against the approved work-plan.

4. Powers

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

The Board has an oversight responsibility and the Sustainable Development Committee assists the Board in fulfilling this responsibility.

The Sustainable Development 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 oversight responsibilities.

The Sustainable Development 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 management committee of this Committee.

5. Limitation of liability

- The appointment of the Committee should in no way impinge upon any delegations of authorities or responsibility made by the Group.
- The members of the Committee shall not attract any personal liability arising from their appointment.
- The Group shall indemnify members of the Group against all and any claims howsoever arising.

6. Membership

6.1 Composition

The Sustainable Development Committee must be constituted so as to ensure its independence.

The members of the Sustainable Development Committee shall be appointed by the Board of directors and shall comply with the following membership composition guidelines:

- Consist of at least three non-executive members and a non-executive chairman;
- The chairman shall be a non-executive director; and
- The Committee shall appoint a Committee secretary.

6.2 Termination

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

Meetings

7.1 Frequency

The Committee will meet at least four times a year, or more frequently as circumstances dictate.

7.2 Agenda

The chairman and/or the secretary of the Committee shall draw up an agenda, which shall be circulated with supporting documentation, at least one week prior to each meeting to the members of the Committee, and where applicable to anyone invited to attend the meeting.

7.3 Minutes

A 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.

7.4 Quorum

A minimum of two non-executive members and the non-executive chairman must attend to constitute a meeting quorum.

7.5 Attendance

The Chief Executive, the executive responsible for sustainable development and any other senior member of management may be invited to attend Committee meetings.

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

8. 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 sustainability issues should be actively pursued by each member.

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. Self-assessment

The Sustainable Development 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 Sustainable Development 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.

11. 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