



**HARMONY GOLD MINING COMPANY LIMITED**

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NYSE and NASDAQ  
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## GROUP SECRETARY POLICY DOCUMENT

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**Directors:** PT Motsepe\* (Chairman), GP Briggs (Chief Executive), F Abbott (Interim Financial Director), JA Chissano<sup>#</sup>, FFT De Buck\*, Dr CM Diarra<sup>###</sup>, KV Dicks\*, Dr DS Lushaba\*, C Markus\*, M Motloba\*, CML Savage\*, AJ Wilkens\*  
*\*Non-Executive; #Mozambican; ###US/Mali Citizen*

**Secretary:** NY Maluleke

Registration Number: 1950/038232/06

## GROUP SECRETARY POLICY DOCUMENT - 2

### 1. Recognition

The group secretary has been appointed by the Board as a whole, in accordance with the mandatory requirements of s268A of the Companies Act.

### 2. Role

The group secretary has a pivotal role to play in the corporate governance of the Group and, consequently, has been appointed to:

- Support the chairperson in ensuring the effective functioning of the Board,
- Provide guidance to the chairperson and Board members on their responsibilities and duties to which they are subject,
- Provide the Board and directors with detailed guidance as to how they can, in the best interest of the Group, discharge their responsibilities and duties, and
- Raise matters that may warrant the attention of the Board.

### 3. Responsibilities and duties

The responsibilities and duties of the group secretary shall include (*taken directly from the 2002 King Report*):

#### 3.1 In respect of the Board:

- The group secretary must guide the Board, collectively, and each director, individually, as to their duties and responsibilities and make them aware of all legislation and regulations relevant to the Group on which Board directors serve,
- The group secretary must ensure that the procedure for the appointment of directors is properly carried out and he/she shall assist in the proper induction and orientation of directors, including assessing the specific training needs of directors and executive management in regard to their fiduciary and other responsibilities,
- The group secretary shall ensure unhindered access to information by all Board and committee members so that they can contribute to Board meetings and other discussions,
- The group secretary is responsible for the compilation of Board papers and for filtering them to ensure compliance with the required standards of good governance.

#### 3.2 In respect of the Group:

- The group secretary must ensure compliance with all relevant statutory and regulatory requirements, having due regard for the specific business interests of the Group. In particular, the group secretary must also be aware of the duties set out in s268G of the Companies Act,
- The group secretary shall also help to carry out corporate strategies by ensuring that the Board's decisions and instructions are clearly communicated to the relevant persons, and
- The group secretary shall be available to provide a central source of guidance and advice within the Group on matters of ethics and good governance.

## GROUP SECRETARY POLICY DOCUMENT - 3

### 3.3 In respect of the shareowner:

- The group secretary shall communicate with the shareowners as appropriate, and will ensure that due regard is paid to their interests, and
- The group secretary must act as the primary point of contact for institutional and other shareowners, especially with regard to matters of corporate governance.

## 4. Authority

The Board is cognisant of the duties and responsibilities imposed upon the group secretary and, consequently, has empowered the group secretary accordingly to enable him/her to properly fulfil those duties and responsibilities.

The group secretary shall undergo training, where necessary, in order to perform his duties and discharge his responsibilities in the best interest of the Group.