



HARMONY GOLD MINING COMPANY LIMITED

NYSE and NASDAQ
Trading symbol HMY
JSE trading symbol HAR

HARMONY'S TECHNICAL COMMITTEE CHARTER

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1 Constitution

The Technical Committee ("the Committee"), which is a committee of the Board of Harmony Gold Mining Company Limited ("the Company"), has been formed to provide a platform for the Chief Executive Officer to discuss the company's strategy, its performance targets, its operational results and projects. The Technical Committee will keep the Board informed of the developments, progress and challenges facing the Company's operations. In addition, the Technical Committee will provide guidance and support to Management to ensure that the Company remains sustainable and successful.

2 Responsibilities and duties

The responsibilities and duties of the Committee shall be the following:

- 2.1 Consider and review the company's strategy, its performance targets and its projects
- 2.2 Review the strategy and performance targets on an annual basis
- 2.3 Review the performance of the company and the Chief Executive Officer
- 2.4 Report to the Board on the developments, progress and challenges facing the Company's operations on a quarterly basis
- 2.5 Provide guidance and support to Management to ensure that the Company remains sustainable and successful.

3 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 Company 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 Company'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 Company'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
- Non-executive directors have access to management and may meet separately with management, without the attendance of executive directors.

4 Membership

4.1 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 four non-executive directors;
- Two of the non-executive directors must also be members of the Remuneration Committee, to ensure that the activities of the Technical Committee and the Remuneration Committee are aligned and duplication is avoided.
- A majority of the non-executive members should be independent;
- A non-executive chairman, who shall not be the chairman of the Board, will be elected by the Board and/or the Nomination Committee.

4.2 Appointment

The Board and/or the Nomination Committee shall appoint the members of the Committee.

4.3 Duration of membership

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

4.4 Termination

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

5 Meetings

5.1 Frequency

The Committee should meet at least six times a year. The Committee, at its discretion, may decide to change this requirement, depending on the circumstances.

5.2 Agenda

The Chief Executive Officer, in consultation with the chairman of the Committee, shall draw up an agenda, which shall be circulated to the members of the Committee at least 5 days prior to each meeting.

5.3 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.

5.4 Quorum

At least two independent, non-executive members must attend to constitute a quorum.

5.5 Attendance

The Chief Executive Officer is invited to attend all meetings. The Committee and/or the Chief Executive Officer may invite any other relevant person to attend Committee meetings.

5.6 Conference

The Committee may, if they think fit, confer by telephone, closed circuit television, video conferencing or other electronic means of audio or audio/visual communication ("Conference"). Notwithstanding that the members of the Committee are not present together in one place at the time of the Conference, a resolution passed by members constituting a quorum at such a Conference shall, provided such resolution is recorded in writing and confirmed at the next meeting of the Committee, be deemed to have been passed at a meeting of the Committee held on the day on which and at the time at which the Conference was held. The provisions of this Charter relating to proceedings of the Committee apply so far as they are capable of application *mutatis mutandis* to such Conferences.

6 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 Company'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 investment issues should be actively pursued by each member.

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.

8 Self-assessment

The Committee should conduct an annual 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; and
- Attendance at meetings.

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 General

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

Any Company related information that comes to light during their performance of duties must be kept confidential.

APPROVAL FOR AND ON BEHALF OF THE BOARD

Chairman
BOARD OF DIRECTORS
HARMONY GOLD MINING GROUP LIMITED

Date

Chairman
TECHNICAL COMMITTEE

Date

Chief Executive Officer
HARMONY GOLD MINING COMPANY LIMITED

Date