



HARMONY GOLD MINING COMPANY LIMITED

Incorporated in the Republic of South Africa

Registration Number 1950/038232/06

("Harmony" or "company")

JSE share code: HAR; NYSE and NASDAQ share code: HMY;

ISIN Code: ZAE 000015228

Directors: P T Motsepe* (Chairman), Z B Swanepoel (Chief Executive),

F Abbott*, J A Chissano**#, F T De Buck**,

Dr D S Lushaba **, M Motloba**, N V Qangule, C M L Savage**

*Non-executive

**Non-executive and independent;

#Mozambican

SECRETARY: M P VAN DER WALT

Please refer to the Annual Report for details of the company's directors and management, its major shareholders, material changes, litigation, directors' interests in securities, share capital and the Directors' Statement of Responsibility.

Notice to shareholders

Notice is hereby given that the annual general meeting of Harmony will be held on Friday, 10 November 2006 at 10:00 (SA time) at Harmony's Corporate Offices, Randfontein Office Park, corner Main Reef Road and Ward Avenue, Randfontein (map below) for the following purposes:

1. to receive and adopt the audited financial statements of the company for the year ended 30 June 2006, including the reports of the directors and auditors;
2. to re-elect Ms F T De Buck as a director in terms of the company's Articles of Association (a short CV of Ms De Buck appears in the Annual Report under the heading 'Directorate');
3. to re-elect Dr D S Lushaba, who retires by rotation and has made himself available for re-election, as a director in terms of the Articles of Association of the company (a short CV of Dr Lushaba's appears in the Annual Report under the heading 'Directorate');
4. to re-elect Mr M Motloba, who retires by rotation and has made himself available for re-election, as a director in terms of the Articles of Association of the company (a short CV of Mr Motloba appears in the Annual Report under the heading 'Directorate');
5. to agree to the following increases of the remuneration paid to non-executive directors: (non-executive directors' fees were last reviewed and increased in November 2004):

	Current fee	New fee
Board	R80 000 annually	R110 000 annually
Audit Committee	R20 000 annually	R45 000 annually
Empowerment Committee	R20 000 annually	R30 000 annually
Investment Committee	R20 000 annually	R30 000 annually
Nomination Committee	R20 000 annually	R30 000 annually
Remuneration Committee	R20 000 annually	R30 000 annually
Sustainable Development	R20 000 annually	R40 000 annually
Special fee for additional work performed	R4 000 per day	R5 000 per day
Chairman of Board	No additional payment to act as chairman	R495 000 (4.5 times the individual director's fee) annually
Chairman of Board committees	No additional payment to act as chairman	Double the amount that individual board committee members receive annually

and

6. to consider, and if deemed fit, to pass, with or without modification, the following special and ordinary resolutions. The reasons for and the effects of the special resolution are stated below.

Special resolution number 1

'Resolved that the company may, as a general approval in terms of section 85(2) of the Companies Act, 1973 (Act 61 of 1973), as amended ("Companies Act"), acquire, from time to time, such number of its securities at such price or prices and on such other terms and conditions as the directors may from time to time determine, but subject to the requirements from time to time of any stock exchange upon which the company's securities may be quoted or listed and to the following requirements of the JSE Limited (JSE):

- (a) the repurchase of securities shall be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the company and the counter party;
- (b) the repurchase of securities must be authorised by the company's Articles of Association;
- (c) the authority shall be valid only until the next annual general meeting of the company or for 15 months from the date on which this special resolution is passed, whichever period is shorter;
- (d) repurchases may not be made at a price more than 10% above the weighted average of the market value for the securities for the five business days immediately preceding the date on which the transaction is effected;
- (e) at any point in time, the company may only appoint one agent to effect any repurchase(s) on the company's behalf;
- (f) the company may only undertake a repurchase of the securities if, after

such repurchase, it still complies with the Listings Requirements of the JSE concerning shareholder spread requirements; and

- (g) the company or its subsidiaries may not repurchase the company's shares during a prohibited period, as defined in the Listings Requirements of the JSE;

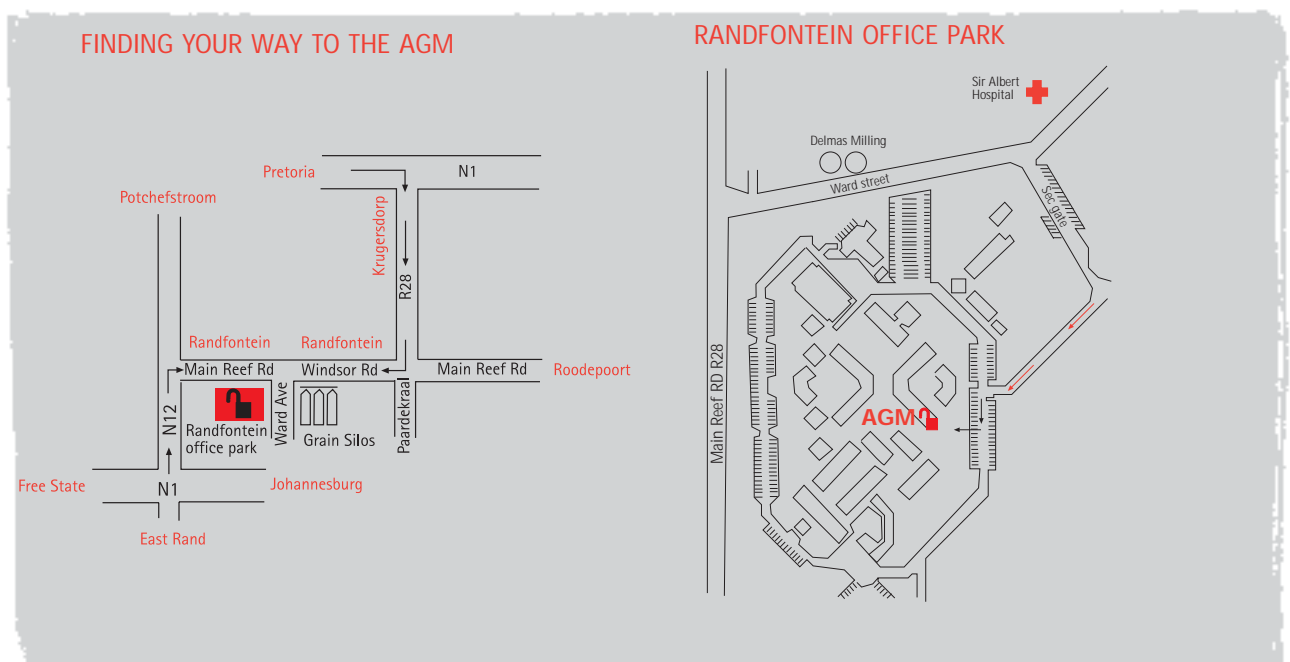
The company will only transact in derivative transactions relating to the repurchase of securities if, with regard to the price of the derivative:

- (i) the strike price of any put option written by the company less the value of the premium received by the company for that put option may not be greater than the fair value of a forward agreement based on a spot price not greater than 10% above the weighted average of the market value for the securities for the five business days immediately preceding the date on which the transaction is effected;
- (ii) the strike price of any call option may be greater than 10% above

the weighted average of the market value for the securities for the five business days immediately preceding the date on which the transaction is effected at the time of entering into the derivative agreement, but the company may not exercise the call option if it is more than 10% 'out the money'; and

- (iii) the strike price of the forward agreement may be greater than 10% above the weighted average of the market value for the securities for the five business days immediately preceding the date on which the transaction is effected but limited to the fair value of a forward agreement calculated from a spot price not greater than 10% above the weighted average of the market value for the securities for the five business days immediately preceding the date on which the transaction is effected;

The reason for and effect of special resolution number 1 is to generally



approve, in terms of section 85(2) of the Companies Act, the acquisition by the company of securities issued by it, subject to the Listings Requirements of the JSE. The directors intend to utilise this authority at such time or times, in respect of such number of securities, at such price and on such terms as they may consider appropriate in the circumstances from time to time, provided that any repurchase of securities shall not, in the aggregate, in this financial year exceed 10% of the company's issued securities of the class concerned. Accordingly, the method by which the company intends to acquire its securities, the maximum number of securities which will be acquired and the price(s) and date(s) at which the acquisition(s) is (are) to take place are not presently known. As a pre-requisite to the use of this authority, the directors will be of the opinion, after considering the effect of such an acquisition of securities that, for a period of 12 months, following a decision to use this authority:

- (a) the company and its subsidiaries (the group) will be able, in the ordinary course of business, to pay their debts;
- (b) the assets of the company and the group will be in excess of the consolidated liabilities of the company and the group. For this purpose, the assets and liabilities will be recognised and measured in accordance with the accounting policies used in the latest audited annual group financial statements;
- (c) the company and the group will have adequate capital and reserves; and
- (d) the working capital of the company and the group will be adequate for ordinary business purposes.

When the company has cumulatively repurchased 3% of the initial number of the relevant class of securities and for each 3% in aggregate of the initial number of that class acquired thereafter, the company will publish an announcement giving details thereof in accordance with Rule 11.27 of the Listings Requirements of the JSE. The company undertakes that it will not enter the market to repurchase the company's securities in terms of this general authority until such time as the company's sponsor has provided written confirmation to the JSE regarding the adequacy of the company's working capital in accordance with Schedule 25 of the Listings Requirements.

For the purposes of considering the special resolution and in compliance with paragraph 11.26(b) of the Listings Requirements of the JSE, the information listed below has been included in the annual report, in which this notice of annual general meeting is included, at the places indicated:

- Directors and managers – refer to pages 100 to 104 of this report;
- Major shareholders – refer to page 237 of this report;
- No material changes in the financial or trading position of the company and its subsidiaries have occurred since 30 June 2006;
- Directors' interests in securities – refer to page 142 of this report;
- Share capital of the company - refer to page 138 of this report;
- The directors, whose names are set out on pages 100 and 101 of this report, collectively and

individually accept full responsibility for the accuracy of the information contained in this special resolution and certify that, to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement false or misleading and that they have made all reasonable enquiries in this regard: and

- There are no legal or arbitration proceedings (including any such proceedings that are pending or threatened of which the company is aware), which may have or have had a material effect on the company's financial position over the past 12 months.

Ordinary resolution number 1

'Resolved that the deed embodying the Harmony 2006 Share Plan, the deed of which has been signed by the Chairman for identification purposes and tabled at the annual general meeting convened to consider, inter alia, this resolution, be and is hereby approved.'

The reasons for and effect of ordinary resolution number 1 are set out on page 142 of the annual financial statements of the company, which accompany this notice of annual general meeting. This resolution relates to the Harmony 2006 Share Plan. The salient features of the Harmony Share Plan are set out in the Annexure hereto. Copies of the Harmony 2006 Share Plan will be available for inspection at the

registered office of the company from 8:00 to 17:00 on 1 October 2006 until the date of the annual general meeting.

Ordinary resolution number 2

'Resolved that the directors of the company be and are hereby authorised to allot and issue, after providing for the requirements of the Harmony (1994) Share Option Scheme, the Harmony (2001) Share Option Scheme, the Harmony (2003) Share Option Scheme and the Harmony 2006 Share Plan, 10% of the remaining unissued securities in the capital of the company, being 80 285 115 ordinary shares of 50 cents each as at 13 September 2006, at such time or times to such person or persons; or bodies corporate upon such terms and conditions as the directors may from time to time at their sole discretion determine, subject to the provisions of the Companies Act and the Listings Requirements of the JSE.'

This ordinary resolution is required in order to comply with the provisions of section 221 of the Companies Act and has been limited to ensure that not all of the current unissued share capital, being 802 851 148 ordinary shares as at 13 September 2006 be placed under the control of the directors.

Such general approval to the directors shall only be valid until the next annual general meeting of the company. Such approval may, however, be varied or revoked by any general meeting of the company prior to such annual general meeting.

Ordinary resolution number 3

'Resolved that the directors of the company be and are hereby authorised to allot and issue equity securities (including the grant or issue of options or securities that are convertible into an existing class of equity securities) of up to 5% for cash (or the extinction of a liability, obligation or commitment, restraint(s), or settlement of expenses) on such terms and conditions as the directors may from time to time at their sole discretion deem fit, as and when suitable opportunities arise therefore, but subject to the following requirements:

- (a) the equity securities which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue;
- (b) the equity securities must be issued to public shareholders, as defined in the Listings Requirements of the JSE and not to related parties;
- (c) equity securities which are the subject of general issues for cash:
 - (i) in the aggregate in any one financial year may not exceed 5% of the relevant number of equity securities in issue of that class (for purposes of determining the securities comprising the 5% in any one year, account must be taken of the dilution effect, in the year of issue of options/convertible securities, by including the number of any equity securities which may be issued in future arising out of the issue of such options/convertible securities);

- (ii) of a particular class, will be aggregated with any securities that are compulsory convertible into securities of that class, and, in the case of the issue of compulsory convertible securities, aggregated with the securities of that class into which they are compulsory convertible;
- (iii) as regards the number of securities which may be issued (15%), shall be based on the number of securities of that class in issue added to those that may be issued in future (arising from the conversion of options/convertible securities), at the date of such application:
 - (1) less any securities of the class issued, or to be issued in future arising from options/convertible securities issued, during the current financial year;
 - (2) plus any securities of that class to be issued pursuant to:
 - (aa) a rights issue which has been announced, is irrevocable and is fully underwritten; or
 - (bb) an acquisition which has had final terms announced may be included, as though they were securities in issue as at the date of application;
 - (d) the maximum discount at which equity securities may be issued is 10% of the weighted average traded price of such securities measured over the 30 business days prior to the date that the price of the issue is determined or agreed by the directors of

- the company. The JSE will be consulted for a ruling if the company's securities have not traded in such 30-business-day period;
- (e) The approval of a 75% majority of the votes cast by shareholders present or represented by proxy at the annual general meeting is required for this resolution and, if approved by shareholders, this resolution shall be valid until the company's next annual general meeting or for 15 months from the date of the resolution, whichever is the shorter; and
 - (f) After the company has issued equity securities in terms of this general authority representing, on a cumulative basis within the current financial year, 5% or more of the number of equity securities in issue prior to that issue, the company will publish an announcement containing full details of the issue in accordance with Rule 11.22 of the Listings Requirements of the JSE.

Voting and proxies

Each shareholder of Harmony who, being an individual, is present in person or by proxy, or, being a company, is represented at the general meeting, is entitled to one vote on a show of hands. On a poll, each shareholder present in person or by proxy or represented shall have one vote for every share held by such shareholder. A shareholder entitled to attend and vote at the meeting may appoint one or more proxies to attend, speak and vote in his stead. A proxy need not be a shareholder of Harmony.

Certificated shareholders and 'own name' dematerialised shareholders who are unable to attend the general meeting, but wish to be represented thereat must complete and return the attached form of proxy to the transfer secretaries of Harmony, being Link Market Services South Africa (Proprietary) Limited or Capita Registrars, to reach them by no later than 10:00 (SA time) on 8 November 2006. The completion of a form of proxy will not preclude a shareholder from attending, speaking and voting at the general meeting to the exclusion of the proxy so appointed.

Dematerialised shareholders, other than those who have elected 'own name' registration, who wish to attend the general meeting must request their Central Securities Depository Participant (CSDP) or broker to provide them with a letter of representation or must instruct their CSDP or broker to vote by proxy on their behalf in terms of the agreement entered into between the shareholder and its CSDP or broker.

By order of the Board
Harmony Gold Mining Company Limited

MP van der Walt
Secretary

Virginia,
South Africa

13 September 2006

ANNEXURE TO THE NOTICE TO SHAREHOLDERS

Summary of the Harmony 2006 Share Plan ("the plan")

1. Purpose

The purpose of the plan shall be to attract, retain, motivate and reward eligible employees who are able to influence the performance of the group, on a basis which aligns their interests with those of the company's shareowners. It will reward executives and senior management for long-term, sustained performance aligned to shareholder value, and at the same time ensure an optimal positioning in terms of the accounting and regulatory environment.

2. Introduction

Recent developments in the accounting and regulatory treatments of share based incentives, coupled with evolving best practice internationally, has resulted in the conclusion that Harmony's existing share option scheme is sub-optimal and should be replaced with a more contemporary plan.

The company's Remuneration Committee has resolved that the existing Share Option Scheme will remain in place and run its course for options already granted, until such time as all options are exercised or lapse. However, no new options will be granted.

The Remuneration Committee has been engaged with independent professional service providers to design a more appropriate suite of share based incentives which are in line with global best practice, and emerging South African practice, and which in combination serve to reward the required attributes of shareholder alignment and long-term, sustained performance.

The Remuneration Committee and the board of the company recommend the adoption of the Harmony 2006 Share Plan ("the plan"), which incorporates the following elements: equity settled share

appreciation rights, performance shares, and performance allocated restricted shares. The recommended schemes are in line with best practice in the UK and increasingly in the US, and with several recently adopted schemes locally in South Africa.

Harmony will establish a plan in terms of which executive directors and senior employees of the company and its subsidiaries and associates will be awarded rights to receive shares in the company based on the value of these awards (after the deduction of employee tax as applicable) when time and performance conditions have been met, the awards have vested, and, in the case of the Share Appreciation Rights (SARs) and the restricted shares, have been exercised.

In order to minimise volatility in earnings dilution due to IFRS2 (AC139) it is envisaged that rewards will be settled in shares, which shares will be purchased in the market, although the company will retain the right to issue new shares at its election. However, even should it elect to do so, the nature of the plan is not as dilutive as a normal share option scheme. As a result the maximum number of shares, required for settlement over a ten year period, is envisaged to be 14% of the company's currently issued ordinary shares for all Harmony share schemes. The performance conditions governing the vesting of the scheme instruments are related to, inter alia, growth in earnings above inflation, comparative total shareholder return relative to competitor peer groups, and achievement of sustainability index measures. They are designed to be stretching but achievable and are linked where applicable to the company's medium-term business plan, over rolling three year performance periods.

Annual allocations of SARs, awards of performance shares, and grants of restricted shares will be governed by the company's reward philosophy, in which (inter alia) the 'expected value' of long-term incentive reward is set for defined categories of executives and senior management. Expected value is defined as the present value of the future reward outcome of an allocation/award/grant, given the targeted future performance of the company and of its share price. It should not be confused with the term 'fair value' which is used when establishing the accounting cost for reflection in the company's financial statements. Neither should it be confused with the term 'face value' which is used to define the current value of the underlying share at the time of allocation/award/grant.

A summary of the main elements of the plan and their performance conditions as they are to be implemented is set out below in clause 11. Performance conditions for subsequent awards may utilise different performance measures and targets, but will be no less challenging in the context of the prevailing business environment.

3. Administration of the plan

The board will ultimately be responsible for the administration of the plan, but may delegate these functions to the Remuneration Committee and/or the company secretary. The plan will not be administered by a trust.

4. Description of the plan

Share Appreciation Rights (SARs)

Eligible employees will receive annual allocations of share appreciation rights (SARs), which are rights to receive shares equal to the value of the difference between the allocation price and the exercise price, less income tax payable on such difference.

Vesting of the SARs will be phased and be subject to performance conditions which will be specified in the Allocation Letter. Implementation will commence with vesting occurring in equal thirds on the third, fourth and fifth anniversary of the allocation subject to a performance conditions tied to the company's performance in both headline earnings per share (HEPS) above inflation and satisfactory achievement in terms of a sustainability index. Retesting of the performance conditions is permitted on subsequent anniversaries until the sixth anniversary (the maximum date), whereafter the SARs are cancelled if the performance conditions have not been met.

Upon exercise by a participant the company will settle the value of the difference between the exercise price and the allocation price, less income tax, by delivering shares. SARs not vesting or exercised by the sixth anniversary of allocation will lapse.

Performance Share Method (PSM)

Eligible employees will receive annual conditional awards of a maximum number of performance shares.

The conditional award will vest after three years if, and to the extent that the performance conditions have been satisfied. The specifics of the performance conditions will be stated in the award letter.

Implementation will commence with the performance condition that the total shareholder return (TSR) of the company over a three year period will be assessed in terms of the weighted average TSR of a selected comparator group or groups, to establish if and to what extent the conditional award will vest. No retesting of the performance condition will be allowed.

Upon vesting of the conditional award the company will procure the delivery of shares to settle the after tax value of the

vested portion of the award. The conditional awards which do not vest at the end of the three year period will lapse.

Performance Allocated Restricted Share Method (RSM)

Eligible employees will be granted a number of restricted shares annually, which will then be matched with performance shares, based on their individual performance in the preceding year. The quantum and balance between performance and restricted shares will be at the discretion of the board.

The performance shares will vest in an identical manner to those awarded in the PSM above.

The vesting of restricted shares will occur three years from the grant date, at which point the participant will have 30 days after the vesting date to elect to exercise the restricted shares or not. If the participant decides to exercise all or a portion of the restricted shares, then these restricted shares will be settled in shares or cash at the election of the company. If the participant decides NOT to exercise, or does not react within 30 days from the vesting date, then these restricted shares will remain restricted for a further three years in terms of section 8C of the Income Tax Act AND they will be matched with further restricted shares as an incentive not to exercise.

The section 8C restrictions will be the following:

- The request to exercise from the participant will be at the discretion of the board, which discretion will be guided by satisfactory achievement in terms of a sustainability index;
- The participant will lose their restricted shares (even after vesting) if the participant is dismissed for misconduct, poor performance or resigns.
- The participant will lose their restricted shares (even after vesting) if they are sequestered or the company is liquidated
- The participant will have no ownership rights (eg, dividends) in the restricted shares until they are exercised.

5. Eligibility

Any executive director or employee of the company or its subsidiaries may be selected by the Remuneration Committee to be participants in the plan. It is envisaged that all executives and senior managers will receive allocations in terms of the SARs and awards in terms of the PSM on an annual basis. However, only selected, senior executives will feature in the RSM.

6. Limits

Shares available for the plan

The aggregate number of shares which may be allocated under the SARs, the PSM and RSM on any day, when added to the total number of unexercised SARs, unvested performance awards, and restricted shares which have been allocated under the SARs, PSM and RSM and any other employee share scheme operated by the company, shall not exceed 14% of the number of issued ordinary shares of the company from time to time.

Individual limit

The aggregate number of shares which may be allocated to an individual under the SARs, the PSM and RSM on any day, when added to the total number of unexercised SARs, unvested performance awards, and restricted shares which have been allocated under the SARs, PSM and RSM and any other employee share scheme operated by the company, shall not exceed 0.5% of the number of issued ordinary shares of the company from time to time.

Shares acquired by a participant in terms of the plan or any other employee share scheme operated by the company will not be taken into account for purposes of calculating the total number of shares available for the plan or the individual limit.

7. Termination of employment

Termination of employment is based on the definition of a no-fault termination versus a fault termination. No fault termination is the termination of employment of a participant by the group by reason of -

- ☐ death;
- ☐ Injury, disability or ill-health, in each case as certified by a qualified medical practitioner nominated by the relevant group company;
- ☐ dismissal based on operational requirements as contemplated in the LRA;
- ☐ retirement on or after his retirement date;
- ☐ the company by which he is employed ceasing to be a member of the group;
- ☐ mutual agreement; or
- ☐ the undertaking in which he is employed being transferred to a transferee which is not a member of the group;

Fault termination will be a dismissal for misconduct, poor performance or a resignation by the participant.

PSM

If employment is terminated for no-fault reasons, then the performance shares are pro-rated for the time period until the termination date as if the target performance criteria had been met at date of termination, and then settled in shares or cash.

If employment is terminated for fault reasons, then the performance shares are cancelled.

SARs

If employment is terminated for no-fault reasons, then the value of the appreciation in the SARs is settled in shares or cash as at the date of termination of employment.

If employment is terminated for fault reasons, the SARs are cancelled.

RSM

If employment is terminated for no-fault reasons, then accelerated vesting occurs and the restricted shares are settled in shares or cash. If employment is terminated for fault reasons, then the restricted shares are cancelled.

8. Settlement method

The company always has the election to settle in shares or cash for all three methods.

In relation to a share, 'settled' means either:

- ☐ the allotment and issue by the company of such shares into the name of a participant; or
- ☐ if the company so elects at any time prior to the vesting date, the procuring by the company of the transfer of such share by a group company into the name of a participant through the acquisition thereof on behalf of a participant or otherwise,

Shares which have been settled to a participant in terms of the plan rank *pari passu* with company shares in all respects.

9. Change of control

'Change of control' is defined as all circumstances where a party (or parties acting in concert), directly or indirectly, obtains:

- ☐ beneficial ownership of the specified percentage or more of the company's issued shares; or
- ☐ control of the specified percentage or more of the voting rights at meetings of the company; or
- ☐ the right to control the management of the company or the composition of the board; or
- ☐ the right to appoint or remove directors holding a majority of voting rights at board meetings; or
- ☐ the approval by the company's shareholders of, or the consummation of a merger or consolidation of the company with any other business or entity, or upon a sale of the whole or a major part of the company's assets or undertaking.

If the company undergoes a change of control prior to the vesting or exercise dates, then the rights of participants' under this plan will be accommodated on a basis which will be determined by the board to be fair and reasonable to participants.

The parties to a change-of-control transaction, may also agree as part of the transaction that participants' rights under this plan will be accommodated on a basis which is determined by an independent merchant bank to be fair and reasonable to participants.

10. General provisions

Insolvency

All performance shares, share appreciation rights and restricted shares are cancelled if the participant applies for the voluntary surrender of his estate or his estate being otherwise sequestrated or any attachment of any interest of a participant under the plan, unless the board, in its discretion, determines otherwise.

If the company is placed in final liquidation, the secretary must notify the participant in writing and he may be entitled to require that he be settled all or any of his performance shares, share appreciation rights and restricted shares within twenty one days of such notification, failing which such shares and rights are cancelled

Poor performance and disciplinary procedures

In the event of pending disciplinary or poor performance procedures against any participant, or the contemplation of such procedures, then the vesting, exercise and/or settlement of any award, allocation or grant is suspended until the final conclusion of such procedures, at which time the award, allocation or grant will vest, be exercised and/or be settled, or if the participant is dismissed all shares or rights will be cancelled.

Rights prior to settlement

Until the vesting date the participant has no ownership interest in or right to receive any dividends and/or to exercise any voting rights attached to any award, allocation or grant.

Adjustments

If the company makes a special distribution and/or if the company restructures its capital (rights offer; liquidation for purposes of reorganisation, scheme of arrangement, subdivision or consolidation, bonus or capitalisation issue), then appropriate adjustments are to be made to the rights of participants as may be determined to be fair and reasonable by the board; provided that any adjustments should give a participant the entitlement to the same proportion of the equity capital as he was previously entitled.

Amendment of the plan

The board may amend any of the provisions of the plan subject to the prior approval (if required) of every stock exchange on which the shares are for the time being listed; provided that no such amendment affecting the vested rights of any participant may be effected without the prior written consent of the participant concerned, and provided that no such amendment affecting any of the following matters shall be competent unless it is sanctioned by the company in general meeting:

- the definition of eligible employees;
- the definition of allocation price;
- the definition of fair market value;
- the calculation of the total number of shares which may be acquired for the purpose of or pursuant to the plan; and
- the calculation of the maximum number of shares which may be acquired by any participant in terms of the plan.

Disputes

All disputes will be dealt with by the board, and if they remain unsettled, will be referred to the auditors for final arbitration.

11. Performance conditions

Note that the documented scheme rules of the plan provide for the Remuneration Committee to motivate and the board to approve from time to time the performance conditions to be implemented with each allocation in terms of the SARs, conditional award in terms of the PSM, and grant in terms of the RSM.

However at this juncture it is the company's intention to provide for performance vesting in the following manner:

SARs The application of a condition of annual average HEPS growth of CPIx+3% over the three/four/five year (phased) vesting periods before the SARs vest will be applied initially. A further requirement will be the Board's view that the company's targets in terms of its sustainability index have been met.

Retesting of the performance conditions is permitted on subsequent anniversaries until the sixth anniversary.

PSM The vesting of conditional awards will be conditional upon the achievement of a TSR performance, in comparison to the weighted TSR performance of a selected comparator group.

TSR for the purposes of the share plan is defined to be the CAGR on a portfolio of company ordinary shares purchased on a specified date, holding the shares, and reinvesting the dividends received from the portfolio in company shares, until the third anniversary of the initial date, and then selling the portfolio on that day.

If the TSR over the three-year period:

- ranks at or above the upper quartile of the comparator group, then the full conditional award will become unconditional and will vest.
- ranks at the median TSR of the comparator group, then one third of the conditional award, will become unconditional and will vest. The remainder of the award will lapse and will be of no further force or effect.
- ranks at or less than the lower quartile TSR of the comparator group then the whole of the conditional award will lapse and will be of no force or effect whatsoever.
- ranks between any one of the above points, then the percentage of the conditional award vesting, will be linearly apportioned as the ranking of the TSR increases. The remainder of the award will lapse and will be of no further force or effect.

The comparator group that is to be adopted on implementation of the Harmony 2006 Share Plan is a weighted combination of the constituent members of the Philadelphia XAU index of international gold mining companies. This will be modified by an index of performance against specific South African gold mining companies.

An additional underpin performance requirement that may have to be met is that growth in earnings per share over the three year vesting period has exceeded a defined percentage above the published CPIX inflation index.

RSM The vesting of restricted shares will be subject to the participant's employment at that point and an acceptable performance of the company in terms of its sustainability index.

HARMONY GOLD MINING COMPANY LIMITED

Incorporated in the Republic of South Africa

Registration Number 1950/038232/06

("Harmony" or the "Company")

JSE share code: HAR; NYSE and Nasdaq share code: HMY; ISIN Code: ZAE 000015228

PROXY FORM

For use by certificated shareholders and 'own name' dematerialised shareholders of Harmony (shareholders) at an annual general meeting of Harmony to be held at 10:00 (SA time) on Friday, 10 November 2006, at the Harmony Corporate Office, Randfontein Office Park, corner of Main Reef Road and Ward Avenue, Randfontein, and any adjournment thereof .

I/We _____ (NAME IN BLOCK LETTERS)

of _____ (ADDRESS)

being the holder/s of _____ shares in the Company, do hereby appoint

1. _____ or failing him/her

2. _____ or failing him/her

3. the chairman of the general meeting

as my/our proxy to act for me/us and on my/our behalf at the annual general meeting which will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the special and ordinary resolutions to be proposed thereat and at any adjournment thereof, and to vote for or against the resolutions and/or abstain from voting in respect of the shares registered in my/our name/s, in accordance with the following instructions (see note 2):

		For	Against	Abstain
Resolution 1	Adoption of 2005/2006 audited financial statements, including the reports of the directors and auditors			
Resolution 2	To re-elect Ms F T De Buck in terms of the company's Articles of Association:			
Resolution 3	To re-elect Dr D S Lushaba in terms of Harmony's Articles of Association			
Resolution 4	To re-elect Mr M Motloba in terms of Harmony's Articles of Association			
Resolution 5	To increase and fix the remuneration of non-executive directors			
Special Resolution Number 1	To grant authority for share repurchases			
Ordinary Resolution Number 1	To authorise the implementation of the Harmony 2006 Share Plan, the salient features of which are set out in the Annexure			
Ordinary Resolution Number 2	To place 10% of the unissued ordinary shares of the company under directors' control			
Ordinary Resolution Number 3	To grant authority to the directors to allot and issue equity securities for cash of up to 5%			

Signed at _____ on _____ 2006.

Signature _____

Assisted by me (where applicable) _____

(Note: A shareholder entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote in his/her stead. Such proxy need not also be a shareholder of the Company).

Please read the notes on the following page under the heading "Notes".

Notes:

1. A certificated or "own name" dematerialised shareholder may insert the name of a proxy or the names of two alternative proxies of the certificated or "own name" dematerialised shareholder's choice in the space/s provided, with or without deleting "the chairman of the general meeting"; but any such deletion must be initialled by the certificated or "own name" dematerialised shareholder. The person whose name appears first on the form of proxy and who is present at the general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. A certificated or "own name" dematerialised shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the general meeting as he/she deems fit in respect of all the certificated shareholders' votes exercisable thereat. A certificated or "own name" dematerialised shareholder or his proxy is not obligated to use all the votes exercisable by the shareholder or by his proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of votes exercisable by the certificated or "own name" dematerialised shareholder or by his/her proxy.
3. This duly completed form of proxy must be received by the Company's transfer secretaries, Link Market Services South Africa (Pty) Limited, 11 Diagonal Street, Johannesburg, 2001 (PO Box 4844, Johannesburg, 2000) or Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, England 48 hours before the time fixed for the general meeting.
4. The completion and lodging of this form of proxy will not preclude the relevant certificated or "own name" dematerialised shareholder from attending the general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.
5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative or other legal capacity must be attached to this form or proxy unless previously recorded by the Company's transfer secretaries or waived by the chairman of the general meeting.
6. Every person present and entitled to vote at the annual general meeting as a registered member or as a representative of a body corporate shall on a show of hands have one vote only, irrespective of the number of shares such person holds or represents, but in the event of a poll, such person or representative, will have one vote per share.
7. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
8. Dematerialised shareholders other than those with "own name" registration who wish to attend the annual general meeting must request their Central Securities Depository Participant (CSDP) or broker to provide them with a Letter of Representation or they must instruct their CSDP or broker to vote by proxy on their behalf in terms of the agreement entered into between the shareholders and their CSDP or broker.