



HARMONY GOLD MINING COMPANY LIMITED

("the Company")

INVESTMENT COMMITTEE TERMS OF REFERENCE

1. CONSTITUTION AND INTRODUCTION

- 1.1. The Investment Committee (this "**Committee**") is constituted in terms of principle 8 of the King IV Report on Corporate Governance for South Africa, 2016 ("**King IV**") as a committee of the board of directors of the Company ("**the Board**") in respect of all duties that the Board has delegated to it, in terms of these Committee terms of reference ("these **Terms of Reference**"), read together with the Companies Act, 2008 as amended from time to time, including in terms of the Companies Amendment Act No 16 of 2024 and the Companies Second Amendment Act 17 of 2024 which were signed into law by the President on 30 July 2024 and partially came into effect on 27 December 2024 ("**the Act**"), the Companies Regulations, 2011 ("**the Regulations**"), the Company's Memorandum of Incorporation ("**MOI**"), the Listings Requirements of the JSE Limited (the "**JSE Listings Requirements**"), in each case, as amended or substituted from time to time and the Board's approved delegation of authority policy, with the Board remaining ultimately accountable for such delegated responsibilities.
- 1.2. The deliberations of the Committee do not reduce or replace the individual and collective responsibilities of the Board in regard to its fiduciary duties and responsibilities and the Board must continue to exercise due care and judgement in accordance with its statutory obligations. [Section 72(3) of the Act]
- 1.3. The Committee's activities, responsibilities and duties are subject to –
 - 1.3.1. these Terms of Reference; and
 - 1.3.2. the Board's approved delegation of authority policy, it hereby being recorded that an extract of the current delegation of authority, in so far as it pertains to the Committee is attached hereto as **Annexure A**.

- 1.4. The scope of the Committee's activities extends to all relevant operations of (i) the Company; and (ii) any company or companies that are subsidiaries of the Company, defined in the Act (collectively, "the **Group**").
- 1.5. The Committee has an independent role with accountability to the Board. The Committee does not assume the functions of management of the Company, which functions remain the responsibility of the Company's executive directors, executive management or senior managers.
- 1.6. These Terms of Reference are subject to the provisions of the Act, read with the Regulations, the MOI, the JSE Listings Requirements and any other applicable laws or regulations. In the event of any ambiguity, discrepancy or conflict between these Terms of Reference and any of the applicable laws or regulatory provisions, the applicable laws or regulatory provisions shall prevail.

2. **PURPOSE OF THESE TERMS OF REFERENCE**

- 2.1. The purpose of these Terms of Reference is to set out, among other things -
 - 2.1.1. the functions, responsibilities and duties of the Committee;
 - 2.1.2. the requirements for membership of the Committee; and
 - 2.1.3. the meeting procedures of the Committee.

3. **FUNCTIONS, RESPONSIBILITIES AND DUTIES**

[King IV, principle 8, RP 43(b)]

- 3.1. The functions, responsibilities and duties of the Committee shall be to:
 - 3.1.1. consider investments proposed by management in accordance with the Board's approved delegation of authority policy and make such recommendations as it considers appropriate to the Board;
 - 3.1.2. ensure that investments, disposals or acquisitions are in line with the Company's overall strategy;
 - 3.1.3. approve or recommend such investments, disposals or acquisitions in accordance with the Board's approved delegation of authority policy;
 - 3.1.4. confirm that appropriate due diligence procedures are followed when acquiring or disposing of assets;

- 3.1.5. assess the risks of proposed projects and activities and outputs on the triple context in which it operates, and the capitals the Company uses and affects; *[King IV, Principle 4, RP 7]*
- 3.1.6. conduct planning and forecasting to enable the Board to take informative decisions with regard to major investment matters;
- 3.1.7. manage the process of capital allocation within the Group, and specifically:
 - 3.1.7.1. ensure that investments/divestments increase shareholder value and meet the Company's financial criteria;
 - 3.1.7.2. make recommendations to the Board concerning further action about these investment/divestment opportunities; and
 - 3.1.7.3. the viability of capital projects (including mining projects) and/or acquisition and/or disposals of assets and the effect they may have on the Group's cash flow, as well as whether they comply with the Group's overall strategy;
- 3.1.8. review quarterly and recommend to the Board new businesses and projects for the Group;
- 3.1.9. consider and recommend to the Board major operational restructuring, as and when applicable;
- 3.1.10. review annually and recommend to the Board the annual budget and business/operational plans of the Company (financials including capital) which must give effect to the Company's strategy approved by the Board; *[King IV, Principle 4, RP 4];*
- 3.1.11. review and recommend fundamental transactions in terms of sections 112, 113 and 114 of the Act;
- 3.1.12. monitor and consider risks in relation to the matters that falls within the Committee's mandate, in a way that supports the Company in setting and achieving its strategic objectives; *[King IV, principle 11]*
- 3.1.13. perform such other investment related functions as may be determined by the Board from time to time;
- 3.1.14. at all times give due consideration to the relevant provisions of the Act read with the Regulations, the JSE Listings Requirements, the Board's approved

delegation of authority policy, the MOI / the Company's constitutional documents and King IV.

4. **POWERS**

- 4.1. The Committee is accountable to the Board. To this end the Committee must make recommendations for approval by the Board, unless otherwise mandated by the Board in these Terms of Reference and the Board's approved delegation of authority policy.
- 4.2. The Board supports and endorses the Committee, which operates independently of management and is free of any organisational impairment. The Committee acts in accordance with its delegated authority of the Board as recorded in these Terms of Reference.
- 4.3. The Board has an oversight responsibility and the Committee assists the Board in fulfilling this responsibility.
- 4.4. The Committee is authorised by the Board to:
 - 4.4.1. investigate any matters or activities within the scope of its responsibilities as set out in these Terms of Reference;
 - 4.4.2. access outside legal or other independent professional advice in order to provide (i) professional and independent guidance on corporate governance and its legal duties; and (ii) support to co-ordinate its functioning at the Company's expense, in accordance with a procedure developed by the Board for this purpose; [*King IV, principle 6, RP3, principle 10, RP 90*]
 - 4.4.3. secure the attendance, at Committee meetings, of non-Committee members with the relevant experience and expertise where necessary, at the Company's expense, in accordance with any protocol or procedure developed by the Board for this purpose;
 - 4.4.4. seek any information it requires from any employee, the Chairmen of Board or statutory committees of the Company, any of the Company's executive directors, Company officers or the Group Company Secretary, within the scope of its responsibilities as set out in these Terms of Reference, and all these parties will be required to co-operate with any reasonable requests made by the Committee to provide it with information or explanations necessary for the performance of its functions; [*King IV, principle 6, RP4*]
 - 4.4.5. form and delegate its duties to a sub-committee, sub-committees or to any one or more designated members of the Committee.

- 4.4.6. perform any other function or exercise any other authority which the Board may from time to time assign or delegate to the Committee, as the case may be.

5. **MEMBERSHIP**

[King IV, principle 8, RP 43(a)]

5.1. **Composition**

- 5.1.1. The members of the Committee shall be appointed by the Board and shall comply with the following membership composition criteria:

- 5.1.1.1. the Committee shall consist of at least (3) three members, which members must be non-executive directors of the Company, of which the majority shall be independent non-executive directors; *[King IV, principle 8, RP46]*

- 5.1.1.2. the Chairman of the Committee shall preferably be an independent non-executive director.

- 5.1.1.3. The members of the Committee as a whole must have sufficient qualifications, knowledge, skills, experience and capacity to execute their duties effectively. *[King IV, principle 8, RP 45]*

5.2. **Appointment**

- 5.2.1. On recommendation by the Nomination Committee, the Board shall appoint the members of the Committee and fill any vacancy as and when required.

- 5.2.2. The Board shall elect the Chairman of the Committee and shall determine the period for which the Chairman shall hold such office. The Chairman of the Committee shall be required to attend the Company's annual general meeting to answer relevant questions posed by shareholders. *[King IV, principle 16, RP6]*

5.3. **Duration of membership**

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

5.4. **Termination**

- 5.4.1. The Board may terminate the membership of any member of the Committee.

- 5.4.2. Members of the Committee may resign by giving written notice thereof to the Committee Chairman, with a copy to the Company Secretary who will notify the Board of any such resignations as soon as reasonably possible.

6. MEETINGS

[King IV, principle 8, RP 43(g)]

6.1. Frequency

- 6.1.1. The Committee must hold sufficient scheduled meetings in order to discharge all of its duties and will meet at least 4 (four) times a year, or more frequently as circumstances dictate.
- 6.1.2. Meetings, in addition to those scheduled, may be held with approval of the Chairman of the Committee or at the request of the Chairman of the Board.

6.2. Notice and Agenda

- 6.2.1. The Company Secretary of the Company shall, in consultation with the Chairman of the Committee, draft an agenda for the forthcoming Committee meeting, which shall be circulated, with supporting documentation and a notice of the Committee meeting, to the members of the Committee (and where applicable to anyone invited to attend the meeting) at least five days prior to forthcoming meeting, so as to provide members of the Committee (and where applicable to anyone invited to attend the meeting) with reasonable notice of the meeting and of the business to be conducted at the meeting. The members of the Committee shall be entitled to make such agenda proposals as they may consider necessary.
- 6.2.2. The Committee must establish an annual work plan for each year to ensure that all relevant matters are covered by the agendas of the meetings planned for the year. The annual work plan must ensure proper coverage of the matters laid out in these Terms of Reference.

6.3. Attendance

- 6.3.1. The Chief Executive Officer shall attend all meetings of the Committee as an invitee. The Committee may (via the Committee Chairman) invite any other member of the Board and/or executive management and/or senior managers and/or professional advisors to attend Committee meetings. Such persons, to the extent that they are not Committee members, shall not be entitled to vote at Committee meetings.

- 6.3.2. Every member of the Board is entitled to attend any Committee meeting as an observer. However, unless that member is also a member of the Committee, the member is not entitled to participate without the consent of the Committee Chairman; does not have a vote; and is not entitled to fees for such attendance, unless payment of fees is agreed to by the Board and shareholders; [*King IV, principle 8, RP 48*]
- 6.3.3. Members of the Committee must attend all scheduled meetings of the Committee, including meetings called on an *ad hoc* basis for special matters, unless they have, prior to the relevant meeting, submitted to the Committee Chairman, or in Chairman's absence, the Company Secretary, an apology for their absence at the meeting.
- 6.3.4. Where the Committee Chairman is not present within fifteen minutes of the time stipulated for a Committee meeting, the Committee members present at the meeting must elect one of them to act as Chairman of that meeting.
- 6.3.5. The Committee may, if deemed fit, confer by telephone, closed circuit television, webinar or video conferencing ("**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 these Terms of Reference relating to proceedings of the Committee apply so far as they are capable of application *mutatis mutandis* to such Conferences.
- 6.3.6. The Company Secretary shall be the secretary of the Committee.

6.4. **Quorum**

- 6.4.1. A quorum for meetings of the Committee shall be a majority of members present in person or via Conference.
- 6.4.2. Persons who are in attendance at Committee meetings by invitation do not form part of the quorum for Committee meetings.

6.5. **Committee Resolutions**

- 6.5.1. Each member of the Committee has one vote on a matter before the Committee and a majority of the votes cast on a resolution at a Committee meeting is sufficient to approve that resolution.
- 6.5.2. A resolution in writing ("**round robin resolution**") signed by a majority of the members of the Committee at the time when such resolution is released for signature, shall be as valid and effectual as if it has been passed at a duly constituted meeting of the Committee, provided that each member of the Committee shall have received notice of the matter to be decided and, thereby, have been afforded a reasonable opportunity to express an opinion on the matter to which such resolution relates. *[Section 74 of the Act]*
- 6.5.3. Any round robin resolution:
 - 6.5.3.1. may be signed or accepted in any electronic form and in any number of counterparts, all of which, taken together, shall constitute one and the same document;
 - 6.5.3.2. may, in signed or unsigned form, be conveyed or transmitted by telefax, e-mail or any other form of electronic means,subject to any conditions decided upon by the Committee.
- 6.5.4. The passing of round robin resolutions of the Committee must not detract from the requirements for frequency of Committee meetings as set out in these Terms of Reference.
- 6.5.5. All round robin resolutions should be tabled at the next Committee meeting for noting.

6.6. **Minutes and reporting procedure**

[King IV, principle 8, RP 43(e)]

- 6.6.1. The Company Secretary shall attend and minute all Committee meetings. In his/her absence, the Committee Chairman may appoint any person to act as the secretary of the Committee at a meeting of the Committee.
- 6.6.2. The minutes of the Committee meetings shall be completed as soon as possible, but in any event within fourteen days of such meeting, and shall be given to the Committee Chairman for review prior to circulation thereof to all members of the

Committee for their review thereof. The minutes must be formally approved by the Committee at the next meeting thereof.

- 6.6.3. The Company Secretary shall incorporate the minutes of meetings of the Committee in the meeting files prepared for meetings of the Board for noting purposes. In addition, the Chairman of the Committee will provide feedback at the meetings of the Board on the Committee's recent activities.

7. MEMBER SKILLS AND TRAINING

- 7.1. Every member of the Committee should have knowledge, skills and experience in some area pertinent to the business of the Committee, and at least one member should be familiar with the industry within which the Group operates, to ensure that, as a whole, the Committee has the necessary knowledge, skills, experience and capacity to execute its duties effectively. *[King IV, principle 8, RP 45].*
- 7.2. The members of the Committee shall be knowledgeable about the affairs of the Group and the Group governance framework that articulates and gives effect to the Board's direction on the relationships and the exercise of authority across the Group. *[King IV, principle 16, RP12]*
- 7.3. New members should receive a complete orientation and induction that allows them to function effectively from the start.
- 7.4. All Committee members will be required to keep up to date with developments affecting the areas of responsibility of the Committee.
- 7.5. Opportunities for continuous education and training on technical issues should be actively pursued by each member.

8. REMUNERATION

- 8.1. Committee members shall be remunerated for their services. The Chairman of the Committee shall be paid an additional fee for services as Chairman.
- 8.2. The Remuneration Committee shall recommend the remuneration to be paid to Committee members for approval by the Board, and, to the extent required by the Act, approval by shareholders of the Company via special resolution. Such remuneration shall be fair, responsible and transparent so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term. *[Section 66(9) of the Act, King IV, principle 14]*

9. **COMMITTEE EXPENSES**

All expenses reasonably incurred by the Committee shall be paid by the Company.

10. **COMMITTEE EVALUATION**

[King IV, principle 8, RP 43(h)]

- 10.1. The Committee should annually conduct a performance evaluation, including an evaluation of the Committee's compliance with, and fulfilment of its responsibilities under, these Terms of Reference. *[King IV, principle 8, RP 43(h), King IV, principle 9]*
- 10.2. After completing its evaluation, the Committee should review the results with the Board, to enable the Board to ensure that such evaluation supports continued improvement in the Committee's performance and effectiveness *[King IV, principle 9]* and so that appropriate action can be taken on any recommendations resulting from the review.
- 10.3. The Committee must review and reassess the adequacy of these Terms of Reference annually and must recommend to the Board any improvements to these Terms of Reference that the Committee considers necessary. *[King IV, principle 8, RP 42]*

11. **GENERAL**

- 11.1. The Committee members are obliged to disclose in writing any personal financial interest in terms of section 75 of the Act and any other interests they have within or outside the Company and the Group that may be of interest to the Company or that may interfere or conflict with the performance of their duties and to disclose at the commencement of each meeting of the Committee if they have any conflict of interest in respect of any matter on the agenda, in which case the member shall be required to recuse themselves from the meeting if so determined by the remaining members of the Committee.
- 11.2. All Group and Company related information that becomes known to directors in the performance of their duties must at all times be kept confidential.

Except to the extent of legal or regulatory provisions to the contrary, Committee members, being non-executive directors, are entitled to rely on the executives of the Company and those of other entities within the Group in relation to matters within their area of expertise and may assume the accuracy of information provided by such persons, provided that the Committee member is not aware of any reasonable grounds upon which reliance or assumption may be inappropriate.



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OF AUTHORITY

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Annexure A EXTRACT OF DELEGATION OF AUTHORITY FRAMEWORK AS APPROVED BY THE BOARD IN AUGUST 2022

DELEGATION OF AUTHORITY MATRIX FOR THE INVESTMENT COMMITTEE

		Sub-delegation permitted Yes/No	Chief Executive Officer/ Financial Director	Board Committees	Board of Directors	Shareholders
1. COMPANY STRATEGY						
1.1.	Company annual strategic plan	No	CEO – Recommend		Approve	
1.2.	Major operational restructuring (eg. Closing of mines)	No	CEO – Agree	TECH – Recommend INV – Recommend	Approve or Recommend for Approval by shareholders (if required by Applicable Law)	Approve (if required by Applicable Law)
1.3.	Strategic decisions	No	CEO - Recommend		Approve	
1.4.	Contact with regulators/reputational risk matters	Yes	CEO or FD - Approve			
2. BUSINESS PLANS AND CAPITAL PROJECTS						
2.1.	Annual operational plans and budgets (incl. capital)	No	CEO – Agree	TECH – Recommend (Plans) INV – Recommend (Budget and Financials)	Approve	
2.2.	New projects, per project (not in budget)					
	• Less than R 100 million (accumulatively capped at R300)	Yes	CEO - Approve	INV - Notify		

		Sub-delegation permitted Yes/No	Chief Executive Officer/ Financial Director	Board Committees	Board of Directors	Shareholders
	million per financial year)					
	<ul style="list-style-type: none"> Between R 100 million – R 300 million (accumulatively capped at R 500 million per financial year) 	No	CEO - Recommend	INV - Approve	Notify	
	<ul style="list-style-type: none"> Greater than R 300 million 	No	CEO – Agree	INV - Recommend	Approve	
	Note: The CEO will have the mandate to approve any change in the cost of an approved project due to any changes in exchange rates, changes in tax laws or regulatory changes.					
2.3.	Accumulated Capital project scope changes per project or additional capital projects and contracts in excess of the budget					
	<ul style="list-style-type: none"> Less than R 75 million (accumulatively capped at R225 million per financial year) 	Yes	CEO - Approve			
	<ul style="list-style-type: none"> Between R 75 million – R 225 million (accumulatively capped at R 350 million per financial year) 	No	CEO - Recommend	INV and TECH - Approve	Notify	
	<ul style="list-style-type: none"> Greater than R 225 million 	No	CEO – Agree	INV and TECH - Recommend	Approve	
	Note: The CEO will have the mandate to approve any change in the cost of an approved project due to any changes in exchange rates, changes in tax laws or regulatory changes.					
4. ACQUISITIONS OR SALE/DISPOSAL OF ASSETS/INVESTMENTS/PROPERTY						
3.1.	Acquisitions or sale of: assets or investments or property/ (per event)					
	<ul style="list-style-type: none"> Below R 100 million 	Yes	CEO or FD - Approve	INV – Notify		
	<ul style="list-style-type: none"> Between R 100 million – R 150 million 	No	CEO or FD - Recommend	INV – Approve	Notify	
	<ul style="list-style-type: none"> Greater than R 150 million 	No	CEO - Agree	INV – Recommend	Approve	

		Sub-delegation permitted Yes/No	Chief Executive Officer/ Financial Director	Board Committees	Board of Directors	Shareholders
4.2.	Donation of assets not in budget (excluding cash, per event)					
	• Below R 50 million	Yes	CEO or FD - Approve	INV – Notify		
	• Between R 50 million – R 100 million	No	CEO or FD - Recommend	INV – Approve	Notify	
	• Greater than R 100 million	No	CEO - Agree	INV – Recommend	Approve	
4.3.	Acquisition, granting, transfer, sale or cancellation of servitude or surface right or mineral rights or prospecting rights or right of way or property restrictions or sale restrictions	Yes	CEO or FD - Approve			
4.4.	Disposal of greater part of assets (section 112 of Companies Act)	No		INV – Agree	Recommend	Approve
4.5.	Fundamental transactions in terms of sections 113 and 114 of the Companies Act (eg. Amalgamation, merger, scheme of arrangement)	No		INV – Agree	Recommend , subject to solvency and liquidity	Approve