



**GOLD FIELDS**

**GOLD FIELDS LIMITED**

**(“GFI” or “the Company”)**

**CAPITAL PROJECTS CONTROL AND REVIEW COMMITTEE**

**(“the Committee”)**

**TERMS OF REFERENCE**

(Approved by the Board of Directors on 14 November 2017)

## 1. **AUTHORITY AND PURPOSE**

- 1.1. The Committee has been established with the purpose of satisfying the Board of Directors of GFI (“the “Board”) that GFI has used correct and efficient methodologies and has adequate controls in place in respect of new capital projects proposed by management in excess of R1.5 billion or US\$200 million, reviewing such projects from inception to completion and making such recommendations to management as it considers appropriate.
- 1.2. For the purposes of these terms of reference, “controls” means control of capital through:
  - 1.2.1. Planning;
  - 1.2.2. Governance;
  - 1.2.3. Execution and delivery;
  - 1.2.4. Organisational design;
  - 1.2.5. Appropriate technical due diligence;
  - 1.2.6. Cashflow reconciliation between actual and plan;
  - 1.2.7. Supply and procurement.
- 1.3. The Committee acts in accordance with its delegated authority of the Board, as recorded in these terms of reference, and is accountable to the Board.
- 1.4. These terms of reference are subject to the provisions of the Companies Act, 2008, as amended (“the Act”), the Memorandum of Incorporation of GFI and any other applicable law or regulatory provision.

## 2. **MEMBERSHIP**

- 2.1. The Committee must comprise at least three non-executive directors, of whom a majority shall be independent.
- 2.2. The Committee’s Chair shall be appointed as such from the ranks of the independent non-executive directors, for such period of time as the Board requires, and may be removed by the Board.

- 2.3. Members of the Committee will be appointed for such period of time as the Board requires and may be removed by the Board.
- 2.4. The Company Secretary of GFI will act as the Committee Secretary.

### 3. **FUNCTIONS AND DUTIES**

The functions and duties of the Committee shall be to:

- 3.1. consider new capital projects, on the basis set out in paragraph 1.1 above;
- 3.2. review the results attained on completion of each project against the authorised work undertaken;
- 3.3. provide recommendations to management in relation to the functions and duties set out in this paragraph 3;
- 3.4. monitor progress throughout the project cycle;
- 3.5. periodically report its findings to the management and Board.

### 4. **MEETINGS**

- 4.1. The Committee will meet as often as is necessary but at least once per quarter. At the request of the Chair, any other member of the Committee or a director of GFI, the Committee Secretary shall call a meeting of the Committee. The Committee shall report to the Board on its activities at the next Board meeting following each Committee meeting.
- 4.2. The quorum at any meeting shall be two members of the Committee present in person or via telecommunication facilities.
- 4.3. Suitably qualified persons may be invited to attend Committee meetings or be consulted by the Committee from time to time to render such specialist services as may be necessary to assist the Committee in its deliberations on any particular matter. Such persons do not form part of the quorum for Committee meetings and shall not be entitled to vote at Committee meetings.
- 4.4. The Chair of the Committee may consult members of the Committee at any time and may conclude any matter requiring the approval of the Committee by means of a round robin resolution to be approved by all Committee members. A round robin resolution of members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted, provided that each member has received notice of the matter to be decided upon and that the majority of the

members have voted in favour of the matter. A round robin resolution may be executed in any number of counterparts and will have the same effect as if the signatures on the counterparts were on a single copy of the round robin resolution.

- 4.5. The Committee may specifically delegate to any one or more of its members authority to conclude any matter within the authority of the Committee. The outcome of any such delegation is to be reported to the Committee at its next meeting.

## 5. **NOTICE AND PROCEEDINGS OF MEETINGS**

- 5.1. The notice of each meeting of the Committee, specifying the venue, time and date and enclosing an agenda of items to be discussed, shall be dispatched to each member of the Committee at least five working days prior to the date of the meeting.
- 5.2. If the Committee Chair is not present within 15 minutes after the time appointed for the holding of a Committee meeting, the members of the Committee present at the meeting shall elect one of their member present to be chair of the meeting.
- 5.3. A meeting of the Committee may be conducted by electronic communication and/or one or more members may participate in a meeting of the Committee by electronic communication so long as the electronic communication facility employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate effectively in the meeting.
- 5.4. Each member of the Committee has 1 vote on a matter before the Committee and a majority of the votes cast on a resolution is sufficient to approve that resolution.
- 5.5. In the case of a tied vote the Chair of the Committee may not cast a deciding vote even if the Chair did not initially have or cast a vote and the matter being voted on fails.
- 5.6. Minutes of meetings shall be taken by the Committee Secretary. Minutes of all meetings shall be circulated to all the members of the Committee within one month of the date of each meeting, formally approved by the Committee at its next meeting and tabled at the next meeting of the Board.

## 6. **CONDUCT OF COMMITTEE MEMBERS**

Committee members are expected to:

- 6.1. act in the company's best interests, in good faith and with integrity and adhere to all relevant legal standards of conduct;

- 6.2. avoid conflicts of interest between their personal affairs and those of the company or, where unavoidable, disclose any such conflict or potential conflict;
- 6.3. disclose any information they may be aware of that is material to the company and of which the Board is not aware, unless such director is bound by ethical or contractual obligations of non-disclosure;
- 6.4. keep all information learned by them, in their capacity as Committee members, strictly confidential;
- 6.5. exhibit the degree of care, skill and diligence that may reasonably be expected of a person carrying out the same functions in relation to the company as those carried out by that person, and having the general knowledge, skill and experience of that person.

## 7. **REMUNERATION**

- 7.1. Having regard to the functions performed by the members of the Committee, in addition to their functions as directors on the Board, members of the Committee may be paid such remuneration for serving on the Committee as shall be recommended by the Non-Executive Directors Remuneration Committee and, to the extent required by the Act, approved by the shareholders of GFI in General Meeting.
- 7.2. Such remuneration shall be in addition to the remuneration such Directors receive for service on the Board and on Committees.

## 8. **GENERAL**

- 8.1. The Chair (or in his or her absence, an alternative member) of the Committee shall attend GFI's Annual General Meeting to answer questions concerning GFI capital projects.
- 8.2. The Committee, in carrying out its tasks under these terms of reference, may obtain such outside or other independent professional advice as it considers necessary to carry out its duties.
- 8.3. GFI will pay all expenses reasonably incurred by the Committee in executing its duties. The Committee must be provided with adequate resources in order to properly discharge its duties.
- 8.4. These terms of reference may be amended by the Board from time to time.
- 8.5. These terms of reference shall be reviewed by the Committee at least once annually.

- 8.6. The Committee shall conduct an annual evaluation of its performance in line with the evaluation process recommended by the Board.
- 8.7. The Committee has reasonable access to the information, including records, of GFI, and to the company's property, employees, facilities and other resources, as well as to that or those, as the case may be, of the other entities within the group of entities of which GFI forms part, as may be necessary to discharge its duties and responsibilities. The Committee shall follow any relevant Board approved process in discharging any of its duties and responsibilities.
- 8.8. Subject to relevant legislation, the members of the Committee shall not attract any personal liability arising from their appointment, and GFI shall indemnify members of the Committee against all and any claims howsoever arising.

**Chair of the Committee**

**Date**