



GOLD FIELDS LIMITED
("GFI" or "the Company")

REMUNERATION COMMITTEE CHARTER

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

1. **AUTHORITY AND PURPOSE**

- 1.1. The Remuneration Committee (the "Committee") has been established by the Board of GFI (the "Board") to assist the Board in discharging its responsibilities relating to the remuneration practices of GFI and to report annually in GFI's annual report in accordance with applicable rules and regulations.
- 1.2. The Committee shall advise the Board on the (i) remuneration policy and (ii) implementation report of GFI and shall recommend fair, responsible and transparent remuneration, in context of overall remuneration that is aligned to GFI's Group Strategy and results in growth in stakeholder value. .
- 1.3. The Committee is required to ensure that the remuneration policy enables the attraction and retention of skilled resources and results in rewards aligned to the shareholder value.
- 1.4. 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. To this end the Committee must make recommendations for approval by the Board.
- 1.5. 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. The Committee has also reviewed considered and applied, where applicable, the South African King IV Governance Principles.

2. **MEMBERSHIP**

- 2.1. The Committee shall comprise at least three Non-Executive Directors of GFI and a majority of the Committee members shall be independent. Members of the Committee, including the Chair (who shall be appointed from among the ranks of the independent non-executive directors), shall be appointed and may be removed by the Board on the recommendation of the Nominating and Governance Committee.
- 2.2. The Chair of the Board may be a member of the Committee but may not be the Chair of the Committee.
- 2.3. Members of the Committee, including the Chair, shall be appointed for such period of time as the Board requires.
- 2.4. The Group Remuneration Manager shall act as Secretary to the Committee.

3. **FUNCTIONS AND DUTIES**

- 3.1. The function of the Committee will be to:
 - 3.1.1. act as the Remuneration Committee of GFI, all direct and indirect wholly-owned subsidiaries of GFI, and all other entities and joint ventures (the GFI Group) of the Gold Fields Group determine the Company's general policy for the remuneration of employees of GFI.;

- 3.1.2. assist the Board in overseeing all aspects of remuneration practices for the GFI Group to ensure employees are remunerated fairly, responsibly and transparently, by ensuring that fair and competitive rewards processes are embedded in the organisation that encourage and result in the achievement of GFI's strategic objectives and positive outcomes in the short-medium-and long term;
 - 3.1.3. within the terms of the agreed policy, determine any payments or increases made, including the total individual remuneration package, including bonuses, incentive payments, retention payments, long-term incentive awards and any other benefits of the Chief Executive Officer and the Chief Financial Officer and, in consultation with the Chief Executive Officer, the other members of the Group Executive Committee (Exco) and any other member of senior management whose total remuneration is comparable to, or higher than, that of Group Exco members;
 - 3.1.4. ensure that contractual terms on termination of the Chief Executive Officer and Group Exco members, and any payments made, are fair to the individual and GFI, that failure is not rewarded and that the duty to mitigate loss is fully recognised;
 - 3.1.5. consider recommendations on Non-Executive Fees annually made by internal and external advisers and recommend such agreed fees to the Board for approval by Shareholders;
 - 3.1.6. assist the Board in ensuring that the appropriate risk management processes are in place with regards to material risks that fall within the ambit of these terms of reference. The Committee should (i) monitor these risks regularly and consider opportunities when necessary and (ii) obtain adequate assurance that controls in place within GFI are appropriate and effective; and
 - 3.1.7. in determining such packages and arrangements, or making recommendations and in carrying out its duties under these terms of reference, give due regard to any relevant legal requirements, the provisions and recommendations in the King IV Report on Corporate Governance for South Africa 2016 and the JSE Listings Requirements.
- 3.2. The Committee in carrying out its duties under these terms of reference will:
- 3.2.1. provide effective and transparent communication between the Board and Management as it relates to remuneration matters;
 - 3.2.2. be mindful that remuneration policies and practices should be demonstrably aligned with value creation performance (within the social, economic and environmental context), corporate objectives and business strategy,;
 - 3.2.3. aim to give the all employees and in particular Executive Directors and Group Exco members every encouragement to enhance the Company's performance and to ensure that they are fairly, but responsibly, rewarded for their individual

contributions and performance, taking risks fully into account;

- 3.2.4. be informed of any major changes in remuneration and/or employee benefits structures and policies across the Group or in relation to changes brought about due to regulatory or legal changes in jurisdictions in which we have a presence.

3.3. In particular the Committee will:

- 3.3.1. consult regularly with the CEO and EVP: People & Organisational Effectiveness and approve the companies remuneration philosophy, strategy and policy
- 3.3.2. approve recommendations for annual salary adjustments in the Group;
- 3.3.3. review and approve (at least annually) the terms and conditions of Executive Directors' and Group Exco members' service agreements, taking into account information from comparable companies where relevant;
- 3.3.4. determine any grants to Executive Directors, Group Exco and other management employees made pursuant to the Company's short and long term incentive plans;
- 3.3.5. agree the policy for authorising claims for expenses from the Chief Executive Officer.
- 3.3.6. monitor the effectiveness of existing short and long-term incentive plans and their performance conditions for Executive Directors, Group Exco and other management employees; and consider the adoption of new plans as appropriate to ensure consistency between individual performance and those rewards recommended to the Board;
- 3.3.7. consider and recommend to the Board any change in the rules and allocation procedures governing the long-term incentives plans;
- 3.3.8. review and approve corporate goals and objectives relevant to the Chief Executive Officer's remuneration and evaluate the Chief Executive Officer's performance in light of those goals and objectives. The Committee shall make recommendations to the Board which shall determine the CEO's level of remuneration based upon this recommendation;
- 3.3.9. evaluate the individual performance of GFI's Executive Directors in relation to the Group and regional objectives and assess the overall performance of the Group Exco and ensure that GFI's Executive Directors and the Group Exco Committee are fairly rewarded for their contributions to GFI's overall performance, inter alia, taking into account GFI's performance and remuneration philosophy;
- 3.3.10. [where appropriate, consider annually the status of in-house pension funds, provident funds, medical aid, and other schemes;]
- 3.3.11. approve all retention schemes, with or without corporate performance targets;

- 3.3.12. ensure that the GFI Annual Remuneration Report prepared for purposes of the Integrated Annual Report and Financial Statements, includes the Remuneration Policy and the Implementation Report and covers appropriate levels of disclosure as required in terms of the King Report on Corporate Governance for South Africa 2016 (King IV™), or to explain where the principles/ practices have not been applied;

4. **MEETINGS**

- 4.1. The Committee shall meet at least once a quarter, provided that the Chair or any other member of the Committee may call a meeting at any other time. The Committee shall report to the Board of GFI on its activities at the Board meeting following each Committee meeting.
- 4.2. 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 the full Committee. 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.
- 4.3. The Committee may specifically delegate to any one or more of its members authority to conclude any matter requiring the authority of the Committee. The outcome of any such delegation shall be reported to the Committee at its next meeting.
- 4.4. The quorum at any meeting of the Committee shall be any two members of the Committee present in person or via telecommunication facilities.
- 4.5. 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.

5. **NOTICE AND PROCEEDINGS**

- 5.1. The notice of each meeting of the Committee, confirming the venue, time and date and enclosing an agenda of items to be discussed, shall be forwarded to each member of the Committee at least five working days prior to the date of the meeting.
- 5.2. Where the Committee Chair is not present within 15 minutes of the time stipulated for a Committee meeting, the Committee members present at the meeting must elect one of them to chair that 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. Unless varied by these terms of reference, meetings and proceedings of the Committee will be governed by the provisions of GFI's Memorandum of Incorporation regulating the meetings and proceedings of directors and committees.
- 5.7. 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, and may also, if the Chair of the Committee so decides, be circulated to other members of the Board. Minutes must be formally approved by the Committee at its next meeting.
- 5.8. Any director may, provided that there is no conflict of interest and with the agreement of the Chair, obtain copies of the Committee's minutes.

6. REPORTING RESPONSIBILITIES

- 6.1. The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 6.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 6.3. The Chair (or in his absence, an alternative member) of the Committee shall attend the Company's Annual General Meeting to answer questions concerning Executive Directors' and Group Exco members' remuneration and maintain contact as required with the Company's shareholders about executive remuneration in the same way as for other matters.
- 6.4. The Committee shall produce an annual report of the Group's remuneration policy and an implementation report in respect of fair and responsible and transparent remuneration practices, in the context of overall employee remuneration (organisation-wide), which will form part of the Group's Annual Report and shall ensure each year that the remuneration policy and implementation report are put to shareholders for a non-binding advisory vote at the Annual General Meetings.

7. CONDUCT OF COMMITTEE MEMBERS

Committee members are expected to:

- 7.1. act in the company's best interests, in good faith and with integrity and adhere to all relevant legal standards of conduct;
- 7.2. avoid conflicts of interest between their personal affairs and those of the company or, where unavoidable, disclose any such conflict or potential conflict;
- 7.3. 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;
- 7.4. keep all information shared with them, in their capacity as a Committee member, strictly confidential;
- 7.5. 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.

8. REMUNERATION

- 8.1. Having regard to the functions performed by the members of the Committee, in addition to their functions as directors on the Board and in relation to the activities of the Committee, members of the Committee shall be paid such special remuneration in respect of their appointment 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.
- 8.2. Such special remuneration shall be in addition to the remuneration such directors receive for service on the Board and on committees.
- 8.3. Such special remuneration would be subject to South African Employee's tax ("PAYE") and accordingly appropriate PAYE will be withheld from any remuneration paid to members of the Committee.

9. GENERAL

- 9.1. The Committee in carrying out its tasks under these terms of reference:
 - 9.1.1. shall, as the occasion requires, invite the Chief Executive Officer and Executive Vice President: People & Organisational Effectiveness to attend meetings to discuss the performance of other executive directors and Group Exco members and make proposals as necessary;
 - 9.1.2. is authorised to seek any information it requires in order to perform its duties, from the Chief Executive, Executive Vice President: People & Organisational

Effectiveness or the Committee Secretary as appropriate , or such other persons as they may respectively designate;

- 9.1.3. may wish to consult the other non-executive directors in its evaluation of the executive directors' performance in the context of the consideration of their remuneration packages;
 - 9.1.4. may obtain such outside or other independent professional advice as it considers necessary to carry out its duties.
- 9.2. The Board will ensure that the Committee will have, at the Company's expense, access to professional advice both inside and outside of the Company in order for it to perform its duties.
 - 9.3. 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.
 - 9.4. The Committee shall have the authority to retain and terminate any remuneration consultant to assist in the evaluation of executive directors' or Group Exco members' remuneration, including the authority to approve any remuneration consultant's fees and other retention terms.
 - 9.5. The Committee shall conduct an annual evaluation of its performance.
 - 9.6. No Committee meeting attendee shall be present at or participate in any discussion on his or her own remuneration package.
 - 9.7. These terms of reference may, from time to time, be amended pursuant to a resolution of the Committee, subject to the approval of the Board.
 - 9.8. 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, 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.
 - 9.9. Subject to the above provisions and any 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