



**GOLD FIELDS**

Notice of Annual General Meeting  
for the year ended 31 December **2020**

Delivering  
enduring  
**value**  
in partnership  
with our  
stakeholders



# NOTICE OF ANNUAL GENERAL MEETING

Gold Fields Limited  
(Incorporated in the Republic of South Africa)  
(Registration number 1968/004880/06)  
ISIN: ZAE 000018123  
Share code: GFI  
(hereinafter referred to as Gold Fields, the Company or the Group)

## INTRODUCTION

During 2020, the South African government announced several lockdown periods in terms of the Disaster Management Act No 57 of 2002 to limit the impact and spread of the Covid-19 pandemic. The length of these lockdowns varied between the different alert levels throughout 2020. As a result, Gold Fields held a virtual Annual General Meeting (AGM) in August 2020.

Gold Fields' Board believes that the AGM is an effective way to interact with stakeholders and address questions or comments in an open forum. However, the Board is of the view that, even if the circumstances around the pandemic substantially improve, the health and safety of our employees, shareholders and other stakeholders remain of key importance. The Board supports the restrictions imposed by the government and the Company during this time, and it would therefore be in the interest of the Company and all stakeholders that a virtual AGM (purely by electronic communication) is held again in 2021.

Notice is hereby given to shareholders that Gold Fields' AGM for the year ended 31 December 2020 will be held entirely by electronic communication (with no physical meeting), as contemplated by section 63(2)(a) of the Companies Act No 71 of 2008 (as amended) (Companies Act), including voting, on Thursday, 6 May 2021 at 13:00 to:

- Deal with such business as may lawfully be dealt with at the meeting
- Consider and, if deemed fit, pass, with or without modification, the ordinary and special resolutions set out hereunder in the manner required by the Companies Act, as read with the Johannesburg Stock Exchange Limited (JSE) Listings Requirements and other stock exchanges on which the Company's ordinary shares are listed

Gold Fields' 2020 Annual Financial Report (AFR), which includes the Group's Annual Financial Statements (AFS), and Integrated Annual Report (IAR) were published on the Company's website on 31 March 2021 and can be accessed at [www.goldfields.com/integrated-annual-reports.php](http://www.goldfields.com/integrated-annual-reports.php).

## RECORD DATES, PROXIES AND VOTING

In terms of section 59(1)(a) and (b) of the Companies Act, Gold Fields' Board of Directors set the following record dates for the purposes of determining which shareholders are entitled to receive notice, participate in, and vote:

- |   |                        |
|---|------------------------|
| • Record date to receive the notice of AGM                                | Friday, 26 March 2021  |
| • Last date to trade to be eligible to participate in and vote at the AGM | Tuesday, 20 April 2021 |
| • Record date to be eligible to participate in and vote at the AGM        | Friday, 23 April 2021  |
| • Last date for lodging forms of proxy with transfer secretaries          | Tuesday, 4 May 2021    |

Shareholders who wish to attend, participate in and vote at the AGM should access the meeting through the link below and by following the relevant prompts:

**[www.web.lumiagm.com](http://www.web.lumiagm.com)**

Once **[www.web.lumiagm.com](http://www.web.lumiagm.com)** has been entered into the web browser, the user will be prompted to enter the meeting ID, followed by a requirement to enter the user's username and password. The meeting ID for the AGM is 174-254-907.

To login, all users must be in possession of their username and password, both of which can be requested from **[proxy@computershare.co.za](mailto:proxy@computershare.co.za)** or by registering on **[www.smartagm.co.za](http://www.smartagm.co.za)**.

## NOTICE OF ANNUAL GENERAL MEETING continued

As required in terms of section 63(1) of the Companies Act, before any person may attend or participate in the AGM, that person must present reasonably satisfactory identification and the presiding person at the meeting must be reasonably satisfied that the right of that person to participate and vote, either as a shareholder or as a proxy for a shareholder, has been reasonably verified. To comply with this verification procedure, shareholders wishing to participate electronically in the AGM are requested to email Gold Fields' transfer secretaries at **proxy@computershare.co.za** by no later than 13:00 on Tuesday, 4 May 2021, indicating that they wish to participate via electronic communication at the AGM (the Electronic Notice). For the Electronic Notice to be valid, it must include:

- If the shareholder is an individual, a certified copy of his original identity document (ID) and/or passport and/or driver's licence
- If the shareholder is not an individual, a certified copy of a resolution by the relevant entity and a certified copy of the IDs and/or passports and/or driver's licences of the persons who passed the relevant resolution, which resolution must set out who from the relevant entity is authorised to represent the relevant entity at the AGM via electronic communication
- A valid email address and/or mobile telephone number

Any shareholder or proxy who does not send an Electronic Notice by 13:00 on Tuesday, 4 May 2021 may still participate via electronic communication at the AGM and may email that Electronic Notice at any time prior to the commencement of the AGM. **However, for the purpose of effective administration, shareholders and their proxies are strongly urged to send the Electronic Notice by no later than 13:00 on Tuesday, 4 May 2021.** The electronic communication employed will enable all persons participating in the AGM to do so reasonably effectively and to communicate concurrently with other attendees without the need of an intermediary. Voting of shares will be possible via electronic communication. Once the meeting has commenced, participants will be able to vote via the voting link that will be provided during the meeting.

**Although voting will be permitted by way of electronic communication, shareholders are strongly encouraged to submit votes by proxy before the AGM.**

Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with 'own name' registration, should contact their Central Securities Depository Participant (CSDP) or broker in the manner and within the time stipulated in the agreement entered into between them and their CSDP or broker:

- To furnish them with their voting instructions
- In the event that they wish to attend the AGM electronically, to obtain the necessary letter of representation to do so

Shareholders will be liable for their own network charges in relation to electronic participation in and/or voting at the AGM. Any such charges will not be for the account of the JSE, the Company nor Computershare. Neither the Company, the JSE nor Computershare can be held accountable in the case of loss of network connectivity or other network failures due to insufficient airtime or data, internet connectivity, internet bandwidth and/or power outages, which prevents any such shareholder from participating in and/or voting at the AGM.

Shareholders who have not dematerialised their shares, or who have dematerialised their shares with 'own name' registration, and who are entitled to attend, participate in and vote at the AGM, are entitled to appoint a proxy to attend, speak and vote in their stead. A proxy need not be a shareholder of the Company and shall be entitled to vote electronically as set out above. It is requested that proxy forms be forwarded so as to reach the transfer secretaries in South Africa or the United Kingdom (UK) by no later than 48 (forty-eight) hours before the commencement of the AGM. If shareholders who have not dematerialised their shares, or who have dematerialised their shares with 'own name' registration, and who are entitled to attend, participate in and vote at the AGM, do not deliver the proxy forms to the transfer secretaries in South Africa or the UK by the stipulated time, such shareholders will nevertheless be entitled to lodge the form of proxy in respect of the AGM immediately prior to the AGM, in accordance with the instructions herein.

Every shareholder present in person or represented by proxy and entitled to vote shall have only one vote irrespective of the number of shares which such shareholder holds. On a poll, every shareholder present in person or represented by proxy and entitled to vote, shall be entitled to that proportion of the total votes in the Company which the aggregate amount of the nominal value of the shares held by such shareholder bears to the aggregate amount of the nominal value of all shares issued by the Company.

### NOTE

- As the AGM will only cater for electronic participation, it will not be desirable nor practical for voting to take place by way of show of hands. Accordingly, the Chairperson has determined that all voting will be by way of poll through the facility provided by the online electronic facilities, as has been set out above under the title 'Record Date, Proxies and Voting'
- Voting via the electronic facility, and through the delivery of duly completed forms of proxy, will be the only methods available to shareholders to vote at the AGM
- To adopt an ordinary resolution, it must be supported by more than 50% of the voting rights exercised on the resolution
- For a special resolution to be adopted, it must be supported by at least 75% of the voting rights exercised on the resolution
- When reading the resolutions below, please refer to the explanatory notes for the resolutions on p7 – 9

## PRESENTATION TO SHAREHOLDERS

The following documents have been distributed as required and will be presented to the shareholders at the AGM:

- The Company's consolidated audited AFS for the year ended 31 December 2020
- Directors' Report
- Independent Auditor's Report
- Audit Committee Chairperson's Report
- Social, Ethics and Transformation (SET) Committee Chairperson's Report

A complete set of the consolidated audited AFS, together with the abovementioned reports, are included in the Company's 2020 AFR.

## SET COMMITTEE

In accordance with Regulation 43(5)(c) of the Companies Act, the Chairperson of the SET Committee will report to shareholders at the AGM.

## ORDINARY RESOLUTION NUMBER 1

### Appointment of auditors

"Resolved that PricewaterhouseCoopers Inc. (PwC) be appointed as the auditors of the Company, with Pieter Hough as the designated audit partner, until the conclusion of the next AGM."

Gold Fields' Audit Committee reviewed PwC's independence and performance as external auditors, and resolved to recommend its re-appointment as the Company's auditors to the Board and shareholders.

## ORDINARY RESOLUTIONS NUMBER 2.1 TO 2.2

### Election of directors

"Resolved to elect by way of separate resolutions, the following independent non-executive director (NED) and executive director who were appointed in accordance with the provisions of clauses 18.1 or 20.8 of the Company's Memorandum of Incorporation (Mol), and who are all eligible and available for election as an independent NED and executive director of the Company:

- 2.1 Election of Mr CI Griffith, first appointed to the Board on 1 April 2021
- 2.2 Election of Ms PG Sibiyi, first appointed to the Board on 1 March 2021

A brief curriculum vitae (CV) of the new directors appears on p11 of this Notice of AGM, as well as in the AFR and on the Company's website at [www.goldfields.com/executive-directors.php](http://www.goldfields.com/executive-directors.php).

## ORDINARY RESOLUTIONS NUMBER 2.3 TO 2.5

### Re-election of directors

"Resolved to re-elect, by way of separate resolutions, the following independent non-executive directors (NEDs) who retire by rotation and were appointed in accordance with the provisions of clauses 18.1 or 20.8 of the Company's Memorandum of Incorporation (Mol), and who are all eligible and available for re-election as independent NEDs of the Company:

- 2.3 Re-election of Ms CA Carolus, first appointed to the Board on 10 March 2009
- 2.4 Re-election of Mr SP Reid, first appointed to the Board on 1 February 2016
- 2.5 Re-election of Dr CE Letton, first appointed to the Board on 1 May 2017"

A brief CV of each retiring director appears on p10 – 12 of this Notice of AGM, as well as in the AFR and on the Company's website at [www.goldfields.com/executive-directors.php](http://www.goldfields.com/executive-directors.php).

## ORDINARY RESOLUTIONS NUMBER 3.1 TO 3.3

### Re-election of Audit Committee members

"Resolved to re-elect by way of separate resolutions, the following independent NEDs as members of the Company's Audit Committee:

- 3.1 Re-election of Mr YGH Suleman
- 3.2 Re-election of Mr A Andani
- 3.3 Re-election of Mr PJ Bacchus"

## NOTICE OF ANNUAL GENERAL MEETING continued

### ORDINARY RESOLUTION NUMBER 3.4

#### Election of Audit Committee member

“Resolved to elect, by way of separate resolution, the following independent NED as member of the Company’s Audit Committee, subject to election in ordinary resolution 2.2 above.

3.4 Ms PG Sibiya”

A brief CV of each retiring and new director appears on p10 – 12 of this Notice of AGM, as well as in the AFR and on the Company’s website at [www.goldfields.com/executive-directors.php](http://www.goldfields.com/executive-directors.php).

### ORDINARY RESOLUTION NUMBER 4

#### Approval for the issue of authorised but unissued ordinary shares

“Resolved that, as required by the Company’s Mol, and subject to the provisions of section 41 of the Companies Act and the requirements of any recognised stock exchange on which the shares in the capital of the Company may from time to time be listed, the directors are authorised, as they in their discretion think fit to allot and issue, or grant options over shares representing not more than 5% (five per cent) of the number of 887,564,061 ordinary shares in the issued share capital of the Company as at the date of this notice, constituting 44,378,204 ordinary shares (for which purposes any shares approved to be allotted and issued by the Company in terms of any share plan or incentive scheme for the benefit of employees shall be excluded), such authority to endure until the next AGM of the Company (whereupon this authority shall lapse, unless it is renewed at the aforementioned AGM).”

### SPECIAL RESOLUTION NUMBER 1

#### Approval for the issuing of equity securities for cash

“Resolved that, subject to the passing of ordinary resolution number 4, the directors are authorised until the next AGM (whereupon this authority shall lapse unless it is renewed at the aforementioned AGM), provided that it shall not extend beyond 15 (fifteen) months of the date of this AGM, to allot and issue ordinary shares for cash, subject to the Companies Act and the JSE Listings Requirements, on the following basis:

- (a) The allotment and issue of ordinary shares for cash shall be made only to persons qualifying as public shareholders as defined in the JSE Listings Requirements and not to related parties
- (b) Ordinary shares which are the subject of general issues for cash, in the aggregate, may not exceed 5% (five per cent) of the Company’s relevant number of ordinary shares in issue as at the date of this notice, constituting 44,378,204 ordinary shares
- (c) Any number of ordinary shares issued under this authority must be deducted from the number of ordinary shares authorised to be issued in terms of ordinary resolution number 4
- (d) The maximum discount at which ordinary shares may be issued is 10% (ten per cent) of the weighted average traded price on the JSE of such ordinary shares over the 30 (thirty) business days prior to the date that the price of the issue is determined or agreed by the directors of the of the Company
- (e) The Company shall publish such announcements (if any) as may be required by the JSE Listings Requirements pursuant to the issue of shares under this authority”

In terms of the JSE Listings Requirements, an ordinary resolution supported by a 75% (seventy-five per cent) majority of the votes exercised by all equity security holders present or represented by proxy at the AGM, is required to approve this resolution. Since this is the Company’s threshold for special resolutions, the resolution is instead proposed as a special resolution.

### ADVISORY ENDORSEMENT

#### Advisory endorsement of the Remuneration Policy

“To endorse, through a non-binding advisory vote, the Company’s Remuneration Policy (excluding the remuneration of the NEDs for their services as directors and members of the Board or statutory committees), as set out in the Remuneration Report contained on p29 – 39 of the AFR.”

#### Advisory endorsement of the Remuneration Implementation Report

“To endorse, through a non-binding advisory vote, the Company’s Remuneration Implementation Report, as set out on p40 – 54 of the AFR.”

In terms of the King IV Report on Corporate Governance for South Africa, 2016 (King IV<sup>TM1</sup>), shareholders of the Company are provided with an opportunity to pass non-binding advisory votes on the Remuneration Policy and the Implementation Report. The vote allows shareholders to express their views on the remuneration policies adopted and the implementation thereof, but will not be binding on the Company.

Furthermore, the JSE Listings Requirements and King IV recommends that the Remuneration Policy should record the measures that the Board commits to in the event that either the Remuneration Policy or the Implementation Report, or both, have been voted against by 25% or more of the voting rights exercised by its shareholders. Gold Fields will engage with stakeholders should our Remuneration Policy or the Implementation Report, or both, receive less than the required 75% votes in favour.

<sup>1</sup> Copyright and trademarks are owned by the Institute of Directors in South Africa NPC and all of its rights are reserved

## SPECIAL RESOLUTION NUMBER 2

### Approval for the remuneration of NEDs

“Resolved that, in terms of section 66(9) of the Companies Act, the following remuneration shall be payable to NEDs of the Company, with effect from 1 June 2021, for their services as directors. The fees in the following table are exclusive of value-added tax (VAT):

	Fees for South African resident NEDs in Rand	Fees for non-South African resident NEDs in US Dollar
The Chairperson of the Board (all-inclusive fee)	3,355,123	–
The Deputy Chairperson of the Board (all-inclusive fee)	2,184,056	–
The Chairperson of the Audit Committee	400,034	–
The Chairpersons of the Capital Projects, Control and Review Committee, Nominating and Governance Committee, Remuneration Committee, Risk Committee, SET Committee and Safety, Health and Sustainable Development (SHSD) Committee (excluding the Chairperson and Deputy Chairperson of the Board)	246,214	18,640
Members of the Board (excluding the Chairperson and Deputy Chairperson of the Board)	1,101,254	83,623
Members of the Audit Committee (excluding the Chairperson of the Audit Committee and the Deputy Chairperson of the Board)	206,340	15,705
Members of the Capital Projects, Control and Review Committee, Nominating and Governance Committee, Remuneration Committee, Risk Committee, SET Committee and SHSD Committee (excluding the Chairpersons of these Committees, Chairperson and Deputy Chairperson of the Board)	155,368	11,921
Chairperson of an ad-hoc committee (per meeting chaired)	62,371	4,671
Member of an ad-hoc committee (per meeting attended)	38,713	2,989

## SPECIAL RESOLUTION NUMBER 3

### Approval for the Company to grant inter-Group financial assistance in terms of sections 44 and 45 of the Companies Act

“Resolved that, to the extent required by sections 44 and/or 45 of the Companies Act, the Board may, subject to compliance with the requirements of the Companies Act, the Company’s Mol and the requirements of any recognised stock exchange on which the shares in the capital of the Company may from time to time be listed, authorise the Company to provide direct or indirect financial assistance to any of its present or future subsidiaries and/or any other Company or entity that is or becomes related or inter-related to the Company, at any time during a period commencing on the date of passing of this resolution and ending at the next AGM.”

## NOTICE OF ANNUAL GENERAL MEETING continued

### SPECIAL RESOLUTION NUMBER 4

#### Acquisition of the Company's own shares

"Resolved that the Company or any subsidiary of the Company is hereby authorised by way of a general approval, from time to time, to acquire ordinary shares in the capital of the Company in accordance with the Companies Act, the Company's Mol and the JSE Listings Requirements, provided that:

- (i) The number of its own ordinary shares acquired by the Company in any one financial year shall not exceed 10% (ten per cent) of the ordinary shares in issue at the date on which this resolution is passed. For details of our shareholding structure, see p222 – 223 of our AFR
- (ii) This authority shall lapse on the earlier of the date of the next AGM of the Company or the date 15 (fifteen) months after the date on which this resolution is passed
- (iii) The Board has resolved to authorise the acquisition and that the Company and its subsidiaries (the Group) will satisfy the solvency and liquidity test immediately after the acquisition and that since the test was done there have been no material changes to the Group's financial position
- (iv) The acquisition must 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 counterparty
- (v) The Company only appoints one agent to effect any acquisition(s) on its behalf
- (vi) The price paid per ordinary share may not be greater than 10% (ten per cent) above the weighted average of the market value of the ordinary shares for the 5 (five) business days immediately preceding the date on which an acquisition is made
- (vii) The number of shares acquired by subsidiaries of the Company shall not exceed 10% (ten per cent) in the aggregate of the number of issued shares in the Company at the relevant times
- (viii) The acquisition of shares by the Company or its subsidiaries may not be effected during a prohibited period, as defined in the JSE Listings Requirements, unless the Company has a repurchase programme in place where the dates and quantities of securities to be traded during the relevant period are fixed (not subject to any variation) and has been submitted to the JSE in writing prior to the commencement of the prohibited period. The Company must instruct an independent third party, which makes its investment decisions in relation to the Company's securities independently of, and uninfluenced by, the Company, prior to the commencement of the prohibited period to execute the repurchase programme submitted to the JSE
- (ix) An announcement containing full details of such acquisitions of shares will be published as soon as the Company and/or its subsidiaries have acquired shares constituting, on a cumulative basis 3% (three per cent) of the number of shares in issue at the date of the AGM at which this special resolution is considered and, if approved, passed, and for each 3% (three per cent) in aggregate of the initial number acquired thereafter"

By order of the directors



**Anré Weststrate**  
*Company Secretary*

Johannesburg  
31 March 2021

## EXPLANATORY NOTE

### ORDINARY RESOLUTION NUMBER 1

#### Appointment of auditors

In terms of section 90(1) of the Companies Act, each year at its AGM, the Company must appoint an auditor who complies with the requirements of section 90(2) of the Companies Act.

### ORDINARY RESOLUTION NUMBER 2

#### Election of directors

In terms of the Company's MoI, 1/3 (one-third) of the directors shall retire from office at each AGM. The directors so to retire at each AGM shall firstly be vacancies filled or additional directors appointed since the last AGM and then those who have been longest in office since their last election. In addition, in terms of the Company's MoI, at the date of an AGM, a director who will have held office for a period not greater than 3 (three) years since such director's last election or appointment shall retire at such AGM. Retiring directors shall be eligible for re-election.

On 21 January 2021 the Board announced to shareholders the appointment of Mr CI Griffith as executive director and the Group's new Chief Executive Officer (CEO) effective 1 April 2021. Mr Griffith succeeded Mr NJ Holland, who retired on 31 March 2021 after 13 years as director and CEO. Mr Holland agreed to retire six months earlier than required to facilitate the leadership transition.

On 12 February 2021, the Board announced to shareholders the appointment of Ms PG Sibiya as a NED effective 1 March 2021, following the resignation of Ms P Mahanyele-Dabengwa effective 28 February 2021.

The Board, through the Nominating and Governance Committee, has evaluated the past performance and contribution of the retiring directors and recommends them for re-election.

### ORDINARY RESOLUTION NUMBER 3

#### Election of members of the Audit Committee

The members of the Audit Committee have been nominated by the Board for election as members of this Committee in terms of section 94(2) of the Companies Act.

The Board has reviewed the proposed composition of the Audit Committee against the requirements of the Companies Act, as well as the Regulations under the Companies Act, and has confirmed that if all the individuals referred to above are elected and re-elected, and that Mr YGH Suleman is confirmed as the Chairperson of the Audit Committee, the Committee will comply with the relevant requirements and have the necessary knowledge, skills and experience to enable it to perform its duties in terms of the Companies Act.

### ORDINARY RESOLUTION NUMBER 4

#### Approval for the issue of authorised but unissued ordinary shares

In terms of the Company's MoI, read with the JSE Listings Requirements, the shareholders of the Company may authorise the directors to, inter alia, issue any unissued ordinary shares and/or grant options over them, as the directors in their discretion think fit.

The existing authority granted by the shareholders at the previous AGM is proposed to be renewed at this AGM. The authority will be subject to the provisions of the Companies Act and the JSE Listings Requirements. The aggregate number of ordinary shares capable of being allotted and issued in terms of this resolution, other than in terms of the Company's share or other employee incentive schemes, shall be limited to 5% (five per cent) of the number of ordinary shares in issue as at the date of the notice (constituting 44,378,204 ordinary shares).

The directors have decided to seek annual renewal of this authority in accordance with best practice. The directors have no current plans to make use of this authority but wish to ensure that, by having it in place, the Company has some flexibility to take advantage of any business opportunities that may arise in the future.

## EXPLANATORY NOTE continued

### SPECIAL RESOLUTION NUMBER 1

#### Approval for the issuing of equity securities for cash

In terms of ordinary resolution number 4, the shareholders authorise the directors to allot and issue a portion of the authorised but unissued shares, as the directors in their discretion think fit.

In terms of the JSE Listings Requirements, when shares are issued, or considered to be issued, for cash (including the extinction of liability, obligation or commitment, restraint, or settlement of expenses), the shareholders have to authorise such issue with a 75% (seventy-five per cent) majority of votes cast in favour of the resolution.

### SPECIAL RESOLUTION NUMBER 2

#### Approval for the remuneration of NEDs

Special resolution number 2 is proposed to enable the Company to comply with the provisions of sections 65(11)(h), 66(8) and 66(9) of the Companies Act, which stipulate that remuneration to directors for their service as directors may be paid only in accordance with a special resolution approved by shareholders.

The role of NEDs is under increasing focus of late, with greater accountability and risk attached to the position. As a global company, Gold Fields requires directors of international stature. Furthermore, the Company requires its NEDs to have the necessary competence, experience and skill to assist the Group to set and deliver the objectives of the Group strategy. Therefore, its remuneration practices should take account of international and local norms when determining the appropriate remuneration to attract and retain NEDs that will add value due to their own particular sought-after expertise. NEDs do not participate in any of the short or long-term incentive plans, and there are no arrangements in place for compensation to be awarded in the case of loss of office.

Effective 1 June 2021, an increase at a rate equal to inflation, in line with the increase awarded to management, is to be applied to fees of the resident NEDs and the fees of non-resident NEDs until the next AGM.

For further information on the Group's remuneration practices, please refer to the Remuneration Report on p29 – 39 of the AFR.

### SPECIAL RESOLUTION NUMBER 3

#### Approval for the Company to grant inter-Group financial assistance in terms of sections 44 and 45 of the Companies Act

As part of the normal conduct of the business of the Group, the Company, where necessary, usually provides guarantees and other support undertakings to third parties, which enter into financial agreements with its local and foreign subsidiaries and joint ventures (JVs), or partnerships in which the Company or members of the Group have an interest. This is particularly so where funding is raised by the foreign subsidiaries of the Company, whether by way of borrowings or the issue of bonds or otherwise, for the purposes of the conduct of their operations. In the circumstances and to ensure, inter alia, that the Company and its subsidiaries, and other related and inter-related companies and entities, continue to have access to financing for purposes of refinancing existing facilities and funding their corporate and working capital requirements, it is necessary to obtain the approval of the shareholders as set out in this special resolution. The Company would like the ability to continue to provide financial assistance, if necessary, also in other circumstances, in accordance with section 45 of the Companies Act.

Furthermore, it may be necessary for the Company to provide financial assistance to any of its present or future subsidiaries, and/or to any related or inter-related Company or corporation, and/or to a member of a related or inter-related corporation, to subscribe for options or securities of the Company or another Company related or inter-related to it.

Both sections 44 and 45 of the Companies Act, which govern financial assistance, provide, inter alia, that the particular financial assistance must be provided only pursuant to a special resolution of shareholders, adopted within the previous 2 (two) years, which approved such assistance either for the specific recipient, or generally for a category of potential recipients, and the specific recipient falls within that category and the Board is satisfied that: (i) immediately after providing the financial assistance, the Company would satisfy the solvency and liquidity test (as contemplated in the Companies Act); and (ii) the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company.

It is therefore imperative that the Company obtains the approval of shareholders in terms of special resolution number 4 so that it is able to effectively organise its internal financial administration.

## **SPECIAL RESOLUTION NUMBER 4**

### **Acquisition of the Company's own shares**

Special resolution number 4 is sought to allow the Group by way of a general authority to acquire its own issued shares (reducing the total number of ordinary shares of the Company in issue, in the case of an acquisition by the Company of its own shares).

At the present time, the directors have no specific intention with regard to the utilisation of this authority, which will only be used if the circumstances are appropriate. Any decision by the directors to use the general authority to acquire shares of the Company will be taken with regard to the prevailing market conditions and other factors. The directors, having considered the effect of a maximum repurchase under the general authority, are of the opinion that:

- (i) The Group will be able to pay its debts in the ordinary course of business for a period of 12 (twelve) months after the date of this notice
- (ii) The assets of the Group will exceed the liabilities of the Company and its subsidiaries for a period of 12 (twelve) months after the date of this notice, recognised and measured in accordance with the accounting policies used in the latest audited Group AFS
- (iii) The ordinary share capital and reserves of the Company and its subsidiaries will be adequate for the purposes of the business of the Company and its subsidiaries for the period of 12 (twelve) months after the date of this notice
- (iv) The working capital of the Company and its subsidiaries will be adequate for the purposes of the business of the Company and its subsidiaries for the period of 12 (twelve) months after the date of this notice. In terms of the Companies Act, this acknowledgment by the directors is valid for a set period only and the directors' minds would need to be applied again if the buyback was implemented after this period

## **DISCLOSURES IN REGARD TO JSE LISTINGS REQUIREMENTS APPLYING TO SPECIAL RESOLUTION 4**

### **Major Shareholders**

For details of the major shareholders of the Company shareholding structure, see p222 – 223 of the Company's 2020 AFR.

### **Share Capital of Company**

For details of the share capital of the Company, see p180 of the Company's 2020 AFR.

### **Directors' responsibility statement**

The directors of the Company collectively and individually accept full responsibility for the accuracy of the information pertaining to special resolution number 4 and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that special resolution number 4 contains all information required by law and the JSE Listings Requirements.

### **Material changes**

Other than the facts and developments reported on in the 2020 AFR, no material changes in the financial position or trading of the Group have occurred since the end of the financial period, being 31 December 2020 and the date of this Notice of AGM.

## DIRECTORS

### INDEPENDENT NEDS

#### CHERYL CAROLUS (62)

*Chairperson of the Board and Chairperson of the Nominating and Governance Committee*

BA Law; Bachelor of Education, University of the Western Cape; Honorary Doctorate in Law, University of Cape Town (UCT)

**APPOINTED TO THE BOARD:** Director, 2009, Chairperson, 2013

**EXPERIENCE AND EXPERTISE:** Governance and compliance, social development, training and development, people management, biodiversity and environment

Ms Carolus has served on the boards of numerous listed companies, including De Beers and Investec. She is a board member of many not-for-profit organisations, including the International Crisis Group, Soul City, The British Museum (appointed by Her Majesty Queen Elizabeth) and The CyberPeace Institute, and is Chairperson of the SA Constitution Hill Education Trust.

Previously, Ms Carolus served as Chairperson for South African Airways and the South African National Parks Board, and served on the boards of numerous public and private partnerships that address socio-economic challenges, including the WWF International and WWF South Africa. Additionally, she served as South Africa's High Commissioner to the UK from 2001 to 2004.

Ms Carolus played a role in the liberation struggle of South Africa and the constitution-making process. She was awarded an honorary doctorate in law from UCT for her contribution to freedom and human rights. In 2014, she was awarded the French National Order of Merit by the Government of France.

#### ALHASSAN ANDANI (60)

BSc (Agriculture), University of Ghana; MA (Banking and Finance), Finafrica Institute in Italy

**APPOINTED TO THE BOARD:** 2016

**EXPERIENCE AND EXPERTISE:** Investment banking, financing

Mr Andani is currently CEO and executive director of Stanbic Bank Ghana, the Board Chairperson of the Ghana Council for Scientific and Industrial Research (CSIR) and a director of SOS Villages Ghana. He has held various other corporate directorships in the past.

#### PETER BACCHUS (52)

*Chairperson of the Risk Committee*

MA (Economics), Cambridge University

**APPOINTED TO THE BOARD:** 2016

**EXPERIENCE AND EXPERTISE:** Investment banking, financing, mergers and acquisitions

Mr Bacchus is Chairperson of independent merchant bank, Bacchus Capital Advisers. He has acted as the Global Head of Mining and Metals and Joint Head of European Investment Banking at investment bank Jefferies, and served as Global Head of Mining and Metals at Morgan Stanley. Prior to that, he was Head of Investment Banking, Industrials and Natural Resources at Citigroup in Australia.

Mr Bacchus has spent more than 25 years in investment and corporate banking with a focus on the global natural resources sector, and is a member of the Institute of Chartered Accountants, England and Wales. He is also a NED of UK-listed mining group Kenmare Resources, Australian-listed Galaxy Resources, and Chairperson of Space for Giants, an African-focused conservation charity.

#### TERENCE GOODLACE (61)

*Chairperson of the SHSD Committee*

MBA (Business Administration), University of Wales; BCom, UNISA; NHDip and NDip (Metalliferous Mining), Witwatersrand Technikon; MDP, UCT

**APPOINTED TO THE BOARD:** 2016

**EXPERIENCE AND EXPERTISE:** Mining, capital projects, commercial and operational management, risk management, mineral resource management

Mr Goodlace's mining career commenced in 1977, spanning more than 42 years. He spent the majority of his career at Gengold, which merged with Gold Fields of South Africa in 1998 to form Gold Fields. He became Chief Operating Officer (COO) in 2008. He spent three years as the CEO of Metorex and served on the Impala Platinum Board for two years as an independent NED, and four and a half years as CEO. He has significant experience in leading underground and open pit operations in Africa, Australia and South America. Mr Goodlace was appointed Chairperson of Southern Palladium Limited on 29 March 2021 and is currently also an independent NED of Kumba Iron Ore Limited and AfriTin Mining Limited.

### **CARMEN LETTON (55)**

*Chairperson of the SET Committee*

PhD in Mineral Economics (UQ); Bachelor Mining Engineering (WASM)

**APPOINTED TO THE BOARD:** 2017

**EXPERIENCE AND EXPERTISE:** Mining engineering, corporate governance, risk management, corporate strategy

Dr Letton is a mining engineer and mineral economist (PhD), with 34 years of global mining exposure, working for major and mid-tier mining houses in senior management and leadership roles, with experience in operations, corporate strategy development, engineering and design, asset and business development, continuous improvement, and mergers and acquisitions.

Currently, Dr Letton is the Head, Open Resource Development Planning and Life of Asset Planning for the Technical and Sustainability Group in Anglo American. She has experience in large and medium-sized mining assets in both the Australian and international mining environment, complex technical roles, and expertise in due diligence, corporate governance, risk management, corporate strategy and asset development.

Core skills and accountabilities include operations executive leadership, general management and leadership of all key mining engineering disciplines and associated technical services areas (mine engineering, metallurgy and geology).

### **STEVEN REID (65)**

*Chairperson of the Remuneration Committee*

BSc (Mineral Engineering), South Australian Institute of Technology; MBA, Trium Global Executive; ICD.D, Institute of Corporate Directors

**APPOINTED TO THE BOARD:** 2016

**EXPERIENCE AND EXPERTISE:** Mining engineering, risk management, compensation management

Mr Reid has 43 years of international mining experience and has held senior leadership roles in numerous countries. He served as a director of SSR Mining from January 2013 to September 2020 and as a director of Eldorado Gold since May 2013, where he is currently the Chairman. He served as COO of Goldcorp from January 2007 until his retirement in September 2012, and prior to that was the Company's Executive Vice President in Canada and the United States of America. Before joining Goldcorp, Mr Reid spent 13 years at Placer Dome in numerous corporate, mine management and operating roles. He also held leadership positions at Kingsgate Consolidated and Newcrest Mining, where he was responsible for the Asian and Australian operations.

### **PHILISIWE SIBIYA (44)**

BCom (Hons), University of KwaZulu-Natal (UKZN); CA(SA)

**APPOINTED TO THE BOARD:** 2021

**EXPERIENCE AND EXPERTISE:** Executive management, finance, telecommunications

Ms Sibiya, a seasoned business executive, has nearly 20 years of management experience across Africa. After holding various senior financial roles, including Chief Financial Officer (CFO) at MTN South Africa, she successfully transitioned into the role of CEO for MTN Cameroon – the first female appointed into a CEO position within the MTN Group.

She is the founder and CEO of Shingai Group and non-executive board member of JSE-listed AECI Limited, Investec PLC and Investec Ltd.

### **YUNUS SULEMAN (63)**

*Chairperson of the Audit Committee*

BCom, University of KwaZulu-Natal (UKZN); BCompt (Hons), University of South Africa (UNISA); CA(SA); CD(SA)

**APPOINTED TO THE BOARD:** 2016

**EXPERIENCE AND EXPERTISE:** Auditing, financial accounting, governance

Mr Suleman serves as the lead independent NED of Liberty Holdings Limited, Liberty Group Limited and Albaraka Bank Limited. He was an independent NED of Tiger Brands until November 2018.

Mr Suleman has over 35 years' experience in the auditing and accounting profession – first at Arthur Andersen and then at KPMG when the two companies merged in 2002. He was Chairperson of KPMG South Africa until February 2015. He also chaired the KPMG Foundation. Since leaving KPMG, Mr Suleman has served as executive Chairperson of Sulfam Holdings.

## DIRECTORS continued

### EXECUTIVE DIRECTORS

#### CHRIS GRIFFITH (55)

##### *Incoming CEO*

BEng (Mining) (Hons), University of Pretoria, Business Leader Programme, Duke University; Leadership Development Programme, UNISA

**APPOINTED TO THE BOARD:** Executive director and CEO 1 April 2021

**EXPERIENCE AND EXPERTISE:** Mining, management, engineering

Prior to his appointment as Gold Fields' CEO, Mr Griffith served as the CEO of Anglo American Platinum between September 2012 and April 2020. He was previously CEO of Kumba Iron Ore from 2008 to 2012. Prior to that, he served as Anglo American's Head of Operations for joint ventures. He joined Anglo American Platinum in 1990 and held various management positions at two of its mines before being moved into the wider leadership team at Anglo American.

#### PAUL SCHMIDT (53)

##### *CFO*

BCom, Wits; BCompt (Hons), UNISA; CA(SA)

**APPOINTED TO THE BOARD:** 2009

**EXPERIENCE AND EXPERTISE:** Finance, mining, management

Prior to his appointment as Gold Fields' CFO, Mr Schmidt held the positions of acting CFO from May 2008 and Financial Controller from April 2003. He has more than 25 years' experience in the mining industry.

## FORM OF PROXY

Gold Fields Limited  
(Registration number 1968/004880/06)  
(the Company)  
Share code: GFI  
Issuer code: GOGOF  
ISIN: ZAE000018123

For use by certificated shareholders and 'own name' dematerialised shareholders at the AGM of the Company to be held entirely by electronic communication (without a physical meeting) at 13:00 on Thursday, 6 May 2021.

Certificated shareholders or dematerialised shareholders with 'own name' registration, and who are entitled to attend and vote at the AGM, are entitled to appoint one or more proxies to attend, speak and vote in their stead. A proxy need not be a shareholder of the Company and shall be entitled to vote electronically. It is requested that proxy forms be forwarded so as to reach the transfer secretaries in South Africa or the UK by no later than 48 (forty-eight) hours before the commencement of the AGM. If shareholders who have not dematerialised their shares or who have dematerialised their shares with 'own name' registration, and who are entitled to attend, participate in and vote at the AGM do not deliver the proxy forms to the transfer secretaries in South Africa or the UK by the relevant time, such shareholders will nevertheless be entitled to lodge the form of proxy in respect of the AGM electronically as set out in the notice.

Dematerialised shareholders, other than dematerialised shareholders with 'own name' registration, must not return this form of proxy to the transfer secretaries or deliver it to the Chairperson of the AGM. Dematerialised shareholders, other than dematerialised shareholders with 'own name' registration, should instruct their CSDP or broker as to what action they wish to take. This must be done in the manner and time stipulated in the agreement entered into between them and their CSDP or broker.

I/we (name in block letters)

of (address in block letters)

being the holder/s of  (insert number of securities in respect of which you are entitled to exercise voting rights) ordinary shares in the issued share capital of the Company hereby appoint

of

or, failing him/her,

of

or, failing him/her,

the Chairperson of the AGM, as my/our proxy, to attend, speak on my/our behalf at the AGM to be held entirely electronically, on Thursday, 6 May 2021, at 13:00 South African time, and at any adjournment thereof, and to vote or abstain from voting on my/our behalf on the resolutions to be proposed at such AGM, with or without modification, as follows:

Resolution	For	Against	Abstain
<b>Ordinary resolution number 1</b> Appointment of PwC as the auditors of the Company			
<b>Ordinary resolution number 2</b> <b>Ordinary resolution number 2.1</b> Election of a director: CI Griffith			
<b>Ordinary resolution number 2.2</b> Election of a director: PG Sibiyi			
<b>Ordinary resolution number 2.3</b> Re-election of a director: CA Carolus			
<b>Ordinary resolution number 2.4</b> Re-election of a director: SP Reid			
<b>Ordinary resolution number 2.5</b> Re-election of a director: CE Letton			

## FORM OF PROXY continued

Resolution	For	Against	Abstain
<b>Ordinary resolution number 3</b> <b>Ordinary resolution number 3.1</b> Re-election of a member and Chairperson of the Audit Committee: YGH Suleman			
<b>Ordinary resolution number 3.2</b> Re-election of a member of the Audit Committee: A Andani			
<b>Ordinary resolution number 3.3</b> Re-election of a member of the Audit Committee: PJ Bacchus			
<b>Ordinary resolution number 3.4</b> Election of a member of the Audit Committee: PG Sibiya			
<b>Ordinary resolution number 4</b> Approval for the issue of authorised but unissued ordinary shares			
<b>Special resolution number 1</b> Approval for the issuing of equity securities for cash			
<b>Advisory endorsement of the Remuneration Policy</b>			
<b>Advisory endorsement of the Remuneration Implementation Report</b>			
<b>Special resolution number 2</b> Approval of the remuneration of NEDs			
<b>Special resolution number 3</b> Approval for the Company to grant inter-Group financial assistance in terms of sections 44 and 45 of the Companies Act			
<b>Special resolution number 4</b> Acquisition of the Company's own shares			

Every person entitled to vote who is present at the AGM shall be entitled to:

- (i) One vote, irrespective of the number of shares such person holds or represents, provided that a proxy shall, irrespective of the number of shareholders they represent, have only one vote
- (ii) That proportion of the total votes in the Company which the aggregate amount of the nominal value of the shares held by the shareholder bears to the aggregate amount of the nominal value of all shares issued by the Company in respect of every matter that may be decided by polling

A proxy may not delegate his/her authority to act on his/her behalf to another person (see note 11).

This proxy form will lapse and cease to be of force and effect immediately after the Company's AGM and any adjournment(s) thereof, unless it is revoked earlier (as to which see notes 15 and 16).

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2021

(Name in block letters)

Signature

Assisted by me (where applicable)

**This proxy form is not for use by holders of American Depository receipts issued by the Bank of New York Mellon. Please read the notes and instruction**

## NOTES TO THE FORM OF PROXY

### Summary of holders' rights in respect of proxy appointments as set out in sections 56 and 58 of the Companies Act and notes to the form of proxy

- Section 56 grants voting rights to holders of beneficial interest in certain circumstances, namely if the beneficial interest includes the right to vote on the matter, and the person's name is on the Company's register of disclosures as the holder of a beneficial interest. A person who has a beneficial interest in any securities that are entitled to be voted on by him/her, may demand a proxy appointment from the registered holder of those securities, to the extent of that person's beneficial interest, by delivering such a demand to the registered holder, in writing, or as required by the applicable requirements of a central securities depository
- A proxy appointment must be in writing, dated and signed by the person appointing the proxy
- Forms of proxy must be delivered to the Company before a proxy may exercise any voting rights at the AGM, either by returning them to Computershare Investor Services (Proprietary) Limited at Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, or proxy@computershare.co.za or to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, England or shareholderenquiries@linkgroup.co.uk. The forms of proxy must be received on or before 13:00 on Tuesday, 4 May 2021. Forms can be emailed to anre.weststrate@goldfields.com, to be received at the aforementioned time and date
- Each person entitled to exercise any voting rights at the AGM may appoint a proxy or proxies to attend, speak, vote or abstain from voting in place of that holder
- A person entitled to vote may insert the name of a proxy or the name of an alternative proxy of the holder's choice in the space provided, with or without deleting the Chairperson of the AGM. Any such deletion must be initialled. The person whose name stands first on the form of proxy and who is present at the AGM shall be entitled to act as proxy to the exclusion of the person whose name follows as an alternative. In the event that no names are indicated, the proxy shall be exercised by the Chairperson of the AGM
- An 'X' in the appropriate box indicates that all your voting rights are exercisable by that holder. If no instructions are provided in the form of proxy, in accordance with the above, then the proxy shall be entitled to vote or abstain from voting at the AGM, as the proxy deems fit in respect of all your voting rights exercisable thereat, but if the proxy is the Chairperson, failure to provide instructions to the proxy in accordance with the above will be deemed to authorise the proxy to vote only in favour of the resolution
- You or your proxy are not obliged to exercise all your voting rights exercisable, but the total of the voting rights cast may not exceed the total of the voting rights exercisable by you
- Your authorisation to the proxy, including the Chairperson of the AGM, to vote on your behalf, shall be deemed to include the authority to vote on procedural matters at the AGM
- The completion and lodging of this form of proxy will not preclude you from attending the AGM and speaking and voting in person thereat, to the exclusion of any proxy appointed in terms hereof, in which case the appointment of any proxy will be suspended to the extent that you choose to act in person in the exercise of your voting rights at the AGM
- The Company's Mol does not permit delegation by a proxy
- Documentary evidence establishing the authority of a person attending the AGM on your behalf in a representative capacity or signing this form of proxy in a representative capacity must be attached to this form
- The Company will accept an original and valid ID and/or passport and/or driver's licence as satisfactory identification
- Any insertions, deletions or alterations to this form must be initialled by the signatory (signatories)
- The appointment of a proxy is revocable unless you expressly state otherwise in the form of proxy

## NOTES TO THE FORM OF PROXY continued

- You may revoke the proxy appointment by:
  - (i) Cancelling it in writing, or making a later, inconsistent appointment of a proxy; and
  - (ii) Delivering a copy of the revocation instrument to the proxy and to the Company at its premises, or at Ground Floor, 70 Marshall Street, Johannesburg, or emailed to proxy@computershare.co.za for the attention of Computershare Investor Services (Proprietary) Limited, or to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, England, or emailed to shareholderenquiries@linkgroup.co.uk to be received before the replacement proxy exercises any of your rights at the AGM, or by presenting it to a representative of Computershare Investor Services (Proprietary) Limited; electronically before the commencement of the AGM at proxy@computershare.co.za; alternatively at anre.weststrate@goldfields.com before the electronic AGM.
- The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on your behalf at the later of (i) the date stated in the revocation instrument, if any; or (ii) the date on which the revocation instrument is delivered as aforesaid
- If this form of proxy has been delivered to the Company in accordance with the third paragraph of these instructions then, as long as that appointment remains in effect, any notice that is required by the Companies Act or the Company's MoI to be delivered by the Company to the holder of the voting rights must be delivered by the Company to:
  - (a) The holder, or
  - (b) The proxy, if the holder has:
    - (i) Directed the Company to do so, in writing, and
    - (ii) Paid any reasonable fee charged by the Company for doing so
- In terms of section 56 of the Companies Act, the registered holder of any shares in which any person has a beneficial interest, must deliver to each such person a notice of any meeting of the Company at which those shares may be voted on, within two business days after receiving such a notice from the Company

# ADMINISTRATION AND CORPORATE INFORMATION

## CORPORATE SECRETARY

### Anré Weststrate

Tel: +27 11 562 9719

Fax: +086 720 2704

email: anré.weststrate@goldfields.com

## REGISTERED OFFICE

### Johannesburg

Gold Fields Limited  
150 Helen Road  
Sandown  
Sandton  
2196

Postnet Suite 252  
Private Bag X30500  
Houghton  
2041

Tel: +27 11 562 9700

Fax: +27 11 562 9829

## OFFICE OF THE UNITED KINGDOM SECRETARIES

### London

St James's Corporate Services Limited  
Suite 31, Second Floor  
107 Cheapside  
London  
EC2V 6DN  
United Kingdom

Tel: +44 (0) 20 7796 8644

email: general@corpserv.co.uk

## AMERICAN DEPOSITORY RECEIPTS TRANSFER AGENT

### Shareholder correspondence should be mailed to:

BNY Mellon  
PO Box 505000  
Louisville, KY 40233 – 5000

### Overnight correspondence should be sent to:

BNY Mellon  
462 South 4th Street, Suite 1600  
Louisville, KY40202  
email: shrrelations@cpushareownerservices.com

### Phone numbers

Tel: 888 269 2377 Domestic

Tel: 201 680 6825 Foreign

## SPONSOR

J.P. Morgan Equities South Africa Proprietary Limited  
1 Fricker Road  
Illovo, Johannesburg 2196  
South Africa

Gold Fields Limited  
Incorporated in the Republic of South Africa  
Registration number 1968/004880/06  
Share code: GFI  
Issuer code: GOGOF  
ISIN: ZAE 000018123

## INVESTOR ENQUIRIES

### Avishkar Nagaser

Tel: +27 11 562 9775

Mobile: +27 82 312 8692

email: avishkar.nagaser@goldfields.com

### Thomas Mengel

Tel: +27 11 562 9849

Mobile: +27 72 493 5170

email: thomas.mengel@goldfields.com

## MEDIA ENQUIRIES

### Sven Lunsche

Tel: +27 11 562 9763

Mobile: +27 83 260 9279

email: sven.lunsche@goldfields.com

## TRANSFER SECRETARIES

### South Africa

Computershare Investor Services (Proprietary) Limited  
Rosebank Towers  
15 Biermann Avenue  
Rosebank  
Johannesburg  
2196  
PO Box 61051  
Marshalltown  
2107

Tel: +27 11 370 5000

Fax: +27 11 688 5248

### United Kingdom

Link Asset Services  
The Registry  
34 Beckenham Road  
Beckenham  
Kent BR3 4TU  
England

Tel: 0371 664 0300

If you are outside the United Kingdom please call  
(0) 371 664 0300

Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Business is open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.

email: shareholderenquiries@linkgroup.co.uk

## LISTINGS

JSE/NYSE/GFI

**Directors:** C A Carolus (Chair), N J Holland<sup>†</sup>\*\* (Chief Executive Officer – retired as from 31 March 2021), P A Schmidt<sup>\*\*</sup> (Chief Financial Officer), A Andani<sup>#</sup>, P J Bacchus<sup>†</sup>, T P Goodlace, C E Letton<sup>^</sup>, S P Reid<sup>^</sup>, P G Sibiyi, Y G H Suleman.

C I Griffith<sup>\*\*</sup> (Chief Executive Officer – as from 1 April 2021).

<sup>^</sup>Australian, <sup>†</sup>British, <sup>#</sup>Ghanaian, <sup>\*\*</sup>Executive Director



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