

# Creating **enduring value** beyond mining

NOTICE OF ANNUAL GENERAL MEETING  
FOR THE YEAR ENDED 31 DECEMBER 2021



**GOLD FIELDS**



# Notice of annual general meeting

Gold Fields Limited  
(Incorporated in the Republic of South Africa)  
(Registration number 1968/004880/06)  
ISIN:ZAE000018123  
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 57 of 2002 to limit the impact and spread of the Covid-19 pandemic. The length of these lockdowns varied between different alert levels in 2020, which continued throughout 2021. As a result, Gold Fields held a virtual Annual General Meeting (AGM) in August 2020, and again in May 2021. The Group is satisfied that conditions had improved to the point where the Company will convene a hybrid AGM in 2022, where shareholders will be given the option to attend the AGM either in-person (ie at the physical meeting that will be held) or virtually (ie to participate in the shareholders' meeting by electronic communication).

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 with the easing of lockdown restrictions and the slow return to a new way of conducting business, the health and safety of our employees, shareholders and other stakeholders remain of key importance. The Board supports the varying restrictions imposed by the government, as well as the initiatives to ease the return to a new way of working by the Company during this time, and it would therefore be in the interest of the Company and all stakeholders that a Hybrid AGM is held in 2022, where shareholders will be given the option to attend the AGM either in-person (ie at the physical meeting that will be held) or virtually (ie to participate in the shareholders' meeting by electronic communication).

Notice is hereby given to shareholders that Gold Fields' AGM for the year ended 31 December 2021 will be held as a hybrid meeting, in that the AGM will be conducted (i) as a physical meeting, and (ii) as a meeting where shareholders will be entitled to participate in the AGM by way of electronic participation as contemplated by section 63(2) (a) and (b) of the Companies Act No 71 of 2008 (as amended) (Companies Act), including voting, on Wednesday, 1 June 2022 at 12:00 to:

- Deal with such business as may lawfully be dealt with at the meeting, and
- 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' 2021 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 2022 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, 25 March 2022
• Last date to trade to be eligible to participate in and vote at the AGM	Tuesday, 24 May 2022
• Record date to be eligible to participate in and vote at the AGM	Friday, 27 May 2022
• Last date for lodging forms of proxy with transfer secretaries	Monday, 30 May 2022
• Date of Hybrid AGM	Wednesday, 1 June 2022
• Results of AGM to be released on Stock Exchange News Service (SENS)	Wednesday, 1 June 2022

## Note

This Notice of AGM is only available in English. Electronic copies of this document may be obtained from the Gold Fields website on [www.goldfields.com](http://www.goldfields.com)

If you have disposed of your Gold Fields shares, this notice should be handed to the purchaser of such shares or to the Central Securities Depository Participant (CSDP), broker, banker or other agent through whom such disposal was affected.

## OPTIONS AVAILABLE IN ATTENDING AND PARTICIPATING AT THE ANNUAL GENERAL MEETING

**Below, we detail important information on how you can attend and participate in the in-person and virtual AGM.**

### Virtual meeting attendance

You can attend the AGM virtually by accessing the virtual AGM platform (see below) through your computer or mobile device. This platform will allow you to vote on the resolutions in real time and pose verbal and written questions to the Chairperson and Directors. The virtual AGM platform is a live webcast of the AGM.

Should you not be able to attend the AGM virtually, you can either:

- Complete the Form of Proxy included in this document
- Access the iProxy system through your computer or mobile device to appoint a proxy to vote on your behalf at the Online AGM, or
- Use your mobile device to appoint a proxy to vote on your behalf at the virtual AGM

# Notice of annual general meeting continued

## **In-person meeting attendance**

In terms of section 63(1) of the Companies Act, before any person may attend or participate in the AGM, meeting participants (including proxies) will be required to provide reasonably satisfactory identification before being entitled to participate in or vote at the AGM. Forms of identification that will be accepted include original and valid identity documents, driver's licence and passports. This is described in more detail below under the heading **verification process**.

## **ATTENDING THE ANNUAL GENERAL MEETING VIRTUALLY**

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

**<https://web.lumiagm.com>**

Once <https://web.lumiagm.com> is 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 Virtual AGM is 135581667.

To login, all users must be in possession of their username and password, both of which can be requested from proxy@computershare.co.za or smartagm-sa@lumiengage.com after registering to attend the AGM via <https://www.lumiconnect.com/en/events>

Detailed guidance to shareholder on how to register for the virtual AGM can be found on the Gold Fields website at [www.goldfields.com](http://www.goldfields.com)

Should you wish to attend and participate in the AGM virtually, you are required to deliver written notice accompanied by the relevant verification documentation (as set out on page 13 of this Notice) to Gold Fields' transfer secretaries' (Share Registrar), preferably by no later than 13:00 on Monday, 30 May 2022. This is necessary for the Share Registrar to verify you and for LUMI to assign you a username and password.

Any shareholder or proxy who does not send an Electronic Notice by 13:00 on Monday, 30 May 2022 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 Monday, 30 May 2022. 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.

Guest status will be received by you should you not furnish the necessary identification documents and/or, if applicable, a letter of representation or if the Share Registrar is unable to verify you by the time specified above.

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

## **FORM OF PROXY**

You may complete the Form of Proxy included in this document and present the Form of Proxy to a representative of

Computershare Investor Services (Proprietary) Limited (Computershare) at their offices or email the completed and signed Form of Proxy to proxy@computershare.co.za

## **PROXY**

If you hold your shares in certificated format with Computershare or in dematerialised format with a CSDP, you can use the online proxy facility to complete your Form of Proxy. This online proxy facility is free of charge and is available on the internet.

To make use of the online proxy, you are required to register for the service, via the website on [www.web.lumiagmi.com](http://www.web.lumiagmi.com)

You will be able to view a demonstration of the online proxy facility once you have registered for the service. You can, from 09:00 on Monday, 30 May 2022, access the online proxy facility to appoint a proxy to attend the AGM virtually on your behalf.

## **VERIFICATION PROCESS**

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 Monday, 30 May 2022, indicating that they wish to participate at the AGM via electronic communication (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 Monday, 30 May 2022, 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 Monday, 30 May 2022. 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.

Guest status will be received by you should you not furnish the necessary identification documents by the time specified above and/or, if applicable, a letter of representation or if the Share Registrar is unable to verify you.

### DEMATERIALIZED SHARES

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 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 in person or electronically, to obtain the necessary letter of representation to do so
- 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 in person or 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.

### NETWORK CHARGES

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.

### VOTING RIGHTS

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.

### QUORUM

In terms of section 64(3) of the Companies Act (as read with the Company's Memorandum of Incorporation (Mol)), a quorum for purposes of considering the resolutions proposed shall be: (i) three shareholders personally present at the meeting, and (ii) sufficient persons present at the meeting to exercise, in aggregate, at least 25% (twenty-five percent) of all of the voting rights that are entitled to be exercised in respect of at least one matter to be decided at the meeting.

### 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 2021
- 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 2021 AFR.

# Notice of annual general meeting continued

## **SOCIAL, ETHICS and TRANSFORMATION 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.

### **NOTE: ORDINARY RESOLUTIONS**

For each ordinary resolution to be adopted, the support of more than 50% (fifty percent) of the total number of votes per ordinary resolution is required.

### **ORDINARY RESOLUTION NUMBER 1**

#### **Appointment of auditors**

“Resolved that PricewaterhouseCoopers Inc. (PwC) be appointed as the auditors of the Company, with Mr PC 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**

#### **Election of director**

“Resolved to elect by way of a separate resolution, the following independent non-executive director (NED) who was appointed in accordance with the provisions of clauses 18.1 read with 20.8 of the Company’s Mol, and who is eligible and available for election as an independent NED of the Company:

- 2.1 Election of Ms JE McGill, first appointed to the Board on 22 November 2021”

A brief curriculum vitae (CV) of the new director appears on p10 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 2.2 TO 2.4**

#### **Re-election of directors**

“Resolved to re-elect, by way of separate resolutions, the following executive director and NEDs who retire by rotation and were appointed in accordance with the provisions of clauses 18.1 or 20.8 of the Company’s Mol, and who are all eligible and available for re-election as executive director and independent NEDs of the Company:

- 2.2 Re-election of Mr PA Schmidt, first appointed to the Board on 1 November 2009
- 2.3 Re-election of Mr A Andani, first appointed to the Board on 1 August 2016
- 2.4 Re-election of Mr PJ Bacchus, first appointed to the Board on 1 August 2016”

A brief CV of each retiring director appears on p10 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 3.1**

#### **Election of Audit Committee Chairperson**

“Resolved to elect, by way of separate resolution, the following independent NED as Chairperson of the Company’s Audit Committee:

- 3.1 Election of Ms PG Sibiya”

A brief CV of the new director appears on p10 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 NUMBERS 3.2 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:

- 3.2 Re-election of Mr A Andani
- 3.3 Re-election of Mr PJ Bacchus

### **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 891,244,132 ordinary shares in the issued share capital of the Company as at the date of this notice, constituting 44,562,207 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).”

### **ORDINARY RESOLUTIONS NUMBERS 5.1 TO 5.2**

#### **Advisory endorsement of the Remuneration Policy**

- 5.1 “Resolved 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 p28 – 60 of the AFR.”

#### **Advisory endorsement of the Remuneration Implementation Report**

- 5.2 “Resolved to endorse, through a non-binding advisory vote, the Company’s Remuneration Implementation Report, as set out on p43 – 60 of the AFR.”

In terms of the King IV Report on Corporate Governance for South Africa, 2016 (King IV™), 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.

### **NOTE: SPECIAL RESOLUTIONS**

For each special resolution to be adopted, the support of 75% (seventy-five percent) of the total number of votes per special resolution is required.

## 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:

- (i) 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
- (ii) 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 44,562,207 ordinary shares
- (iii) 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
- (iv) 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
- (v) 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.

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 non-executive directors

“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 2022 for their services as directors. The fees in the following table are exclusive of value-added tax (VAT):

Proposed NED fees	Approved 2021/2022 fees in Rand	Proposed 2022/2023 fees in Rand	Approved 2021/2022 fees in US\$	Proposed 2022/2023 fees in US\$
Chair of the Board (all-inclusive fee)	3,355,123	3,512,800	n/a	n/a
Lead Independent Director (all-inclusive fee)	2,184,056	2,286,700	n/a	n/a
Members of the Board	1,101,254	1,153,000	83,623	86,300
Chair of the Audit Committee	400,034	418,800	n/a	n/a
Chairs of the Capital Projects Control and Review Committee, Nominating and Governance Committee, Remuneration Committee, Risk Committee, Social, Ethics and Transformation Committee and Safety, Health and Sustainable Development Committee*	246,214	257,800	18,640	19,200
Members of the Audit Committee	206,340	216,000	15,705	16,200
Members of the Capital Projects Control and Review Committee, Nominating and Governance Committee, Remuneration Committee, Risk Committee, Social, Ethics and Transformation Committee and Safety, Health and Sustainable Development Committee	155,368	162,700	11,921	12,300
Chair of the Ad-hoc Committee	62,371	65,300	4,671	4,800
Member of the Ad-hoc Committee	38,713	40,500	2,989	3,100

\* The Chairperson and Lead Independent Director do not receive any additional fees to their specified all-inclusive fees above, regardless of Chairperson or member roles on Committees..

# Notice of annual general meeting continued

## **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.”

## **SPECIAL RESOLUTION NUMBER 4**

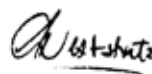
### **Acquisition of the Company’s own shares**

“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 p221 – 222 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 2022



# 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.

The Board announced to shareholders the appointment of Mr SP Reid as the Lead Independent Director following the resignation of the Deputy Chairperson, Mr RP Menell, on 11 March 2021.

On 24 May 2021, the Board announced to shareholders the resignation of Dr CE Letton.

On 16 September 2021, the Board announced to shareholders the appointment of Mr YGH Suleman as the Chairperson Designate following the announcement by the outgoing Chairperson, Ms CA Carolus, that she would be stepping down as the Chairperson of the Board at the 2022 AGM.

On 16 November 2021, the Board announced to shareholders the appointment of Ms JE McGill as an independent executive director, effective 22 November 2021.

The Board, through the Nominating and Governance Committee, 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 reviewed the proposed composition of the Audit Committee against the requirements of the Companies Act and its Regulations, and confirmed that 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, if all the individuals referred to above are elected and re-elected, and Ms. Sibiya is appointed as the Chairperson of the Audit Committee.

## 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 44,562,207 ordinary shares).

The directors 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.

## ORDINARY RESOLUTION NUMBER 5

### Advisory endorsements

In terms of King IV, the Company's shareholders 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.

## 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 non-executive directors

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.

As a global company, Gold Fields requires directors of international stature and with the necessary competence, experience and skill to make a meaningful contribution to set and deliver the objectives of the Group strategy. Therefore, to enable the Company to attract and retain the required directors, NED fees remain competitive, having regard to the appropriate capability, skills and experience required. 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.

## Explanatory note continued

Effective 1 June 2022, 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 p28 – 60 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 present, 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

### **MAJORITY REQUIRED FOR THE ADOPTION OF RESOLUTIONS**

Unless otherwise indicated, for the ordinary resolutions to be adopted, the support of a simple majority (that is, 50% plus one) of the total number of voting rights exercised on the resolutions is required.

For the special resolutions to be adopted, the support of at least 75% of the total number of voting rights exercised on the resolutions is required.

The non-binding resolution/s are of an advisory nature only and failure to pass these resolutions will therefore not have any legal consequences relating to the existing arrangements. Should 25% or more of the votes exercised on these non-binding resolutions be cast against either or both of these non-binding resolutions, the Board undertakes to engage with identified dissenting shareholders as to the reasons therefore and take appropriate action (as determined at the discretion of the Board) to reasonably address issues raised as envisaged in King IV and the JSE Listings Requirements.

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

### Major shareholders

For details of the major shareholders of the Company and shareholding structure, see p221 – 222 of the Company's 2021 AFR.

### Share capital of Company

Authorised

2,000,000,000 ordinary shares, no par value

Issued

891,244,132 ordinary shares, no par value

For further details of the share capital of the Company, see p221 of the Company's 2021 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 2021 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 2021, and the date of this Notice of AGM.

## NOTICE OF ANNUAL GENERAL MEETING

### BOARD OF DIRECTORS

Ms CA Carolus (outgoing Chairperson)

Mr YGH Suleman (Chairperson Designate)

Mr SP Reid (Lead Independent Director)

Mr CI Griffith (Chief Executive Officer (CEO))

Mr PA Schmidt (Chief Financial Officer (CFO))

Mr A Andani

Mr PJ Bacchus

Mr TP Goodlace

Ms JE McGill

Ms PG Sibiyi

### COMPANY SECRETARY

Ms A Weststrate

### BRIEF CURRICULUM VITAE OF DIRECTORS STANDING FOR ELECTION OR RE-ELECTION

#### Jacqueline E McGill

**NED (appointed 22 November 2021)**

*BSc Metallurgy, Murdoch University; MBA, La Trobe University; Honorary Doctorate Adelaide University*

**Experience and expertise:** Financial performance management, operational leadership, risk management and ESG strategies

Ms McGill was appointed a NED of Gold Fields on 22 November 2021 after a successful career as an executive in the resources sector across a range of commodities (gold, copper, uranium, iron ore, and coal). Ms McGill has built a NED portfolio career in the

resources, education and insurance sectors. Her 30-year executive career was predominantly operationally focused, and included profit and loss accountability for large-scale resource operations.

Ms McGill is well known for her expertise in people leadership and culture, as well as the governance of organisations with high levels of operational risk and complexity. She gained international experience in South America in both technical and project roles for BHP.

She is currently a NED on the Boards of 29 Metals, New Hope Corporation, Royal Automobile and Art Gallery of SA. She is also a member of the SA Premier's Economic Advisory Council.

#### Paul A Schmidt

**Executive director (appointed 6 November 2009)**

*BCom, Wits; BCompt (Hons)*

**Experience and expertise:** Finance, mining and management

Prior to his appointment as CFO of Gold Fields, 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.

#### Alhassan Andani

**Independent NED (appointed 1 August 2016)**

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

**Experience and expertise:** Investment and corporate banking and financing, executive leadership in banking

Mr Andani is a founding partner at LVSafrica Ltd. He is the Chairman of Ghana Association of Bankers Health Insurance and currently a Board member at Stanbic Holdings and the Teachers Fund of the Ghana National Association of Teachers (GNAT). Mr Andani holds an Honorary Doctorate from the University of Development Studies, Ghana. He is an Honorary Fellow at the following institutions: Chartered Institute of Banking Ghana; Institute of Directors Ghana; Chartered Institute of Credit Management and Institute of Public Relations, Ghana.

#### Peter J Bacchus (53)

**Independent NED (appointed 1 September 2016)**

*MA (Economics), Cambridge University*

**Experience and expertise:** Investment banking, financing, and mergers and acquisitions

Mr Bacchus is the Chairperson of Independent Merchant Bank, Bacchus Capital Advisers. He has acted as the Global Head of Mining, 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 27 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.

# Explanatory note continued

## PROFILE OF THE OUTGOING CHAIRPERSON

Detailed profiles are set out on p14 of the AFR and the Company's website at [www.goldfields.com/executive-directors.php](http://www.goldfields.com/executive-directors.php)

### **Cheryl A Carolus (63) Outgoing Chairperson**

**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

## PROFILES OF NON-EXECUTIVE DIRECTORS WHO ARE NOT RETIRING NOR DUE FOR RE-ELECTION AT THE ANNUAL GENERAL MEETING

NEDs listed below are not due for retirement nor re-election at the AGM. Profiles below highlight only their qualifications, experience and expertise. Detailed profiles are set out on p14 – 15 of the AFR and the Company's website at [www.goldfields.com/executive-directors.php](http://www.goldfields.com/executive-directors.php)

### **Yunus GH Suleman (64)**

**Chairperson Designate and 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 and governance

### **Steven P Reid (66)**

**Lead Independent Director and 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:** Director 2016, Lead Independent Director 2021

**Experience and expertise:** Mining engineering, risk management and compensation management

### **Terence Goodlace (62)**

**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 and mineral resource management

### **Philisiwe Sibiyi (45)**

**Chairperson of the SET Committee**

*BCom (Hons), UKZN; CA(SA)*

**Appointed to the Board:** 2021

**Experience and expertise:** Executive management, finance and telecommunications

## EXECUTIVE DIRECTORS

### **Chris Griffith (57)**

**CEO**

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

**Appointed to the Board:** Executive director and CEO 2021

**Experience and expertise:** Mining, management and engineering

### **Paul Schmidt (54)**

**CFO**

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

**Appointed to the Board:** 2009

**Experience and expertise:** Finance, mining and management

# 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 by way of a hybrid meeting (ie both in-person/physical attendance and virtual attendance by shareholders would be permissible) at 12:00 on Wednesday, 1 June 2022.**

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.

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 Wednesday, 1 June 2022, at 12:00 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: Ms JE McGill			
<b>Ordinary resolution number 2.2</b> Re-election of a director: Mr PA Schmidt			
<b>Ordinary resolution number 2.3</b> Re-election of a director: Mr A Andani			
<b>Ordinary resolution number 2.4</b> Re-election of a director: Mr PJ Bacchus			
<b>Ordinary resolution number 3</b> <b>Ordinary resolution number 3.1</b> Re-election of a member and Chairperson of the Audit Committee: Ms. Sibiya			
<b>Ordinary resolution number 3.2</b> Re-election of a member of the Audit Committee: Mr A Andani			
<b>Ordinary resolution number 3.3</b> Re-election of a member of the Audit Committee: Mr PJ Bacchus			
<b>Ordinary resolution number 4</b> Approval for the issue of authorised but unissued ordinary shares			
<b>Ordinary resolution number 5</b> <b>Ordinary resolution number 5.1</b> Advisory endorsement of the Remuneration Policy			

# Form of proxy continued

Resolution	For	Against	Abstain
<b>Ordinary resolution number 5.2</b> Advisory Implementation of the Remuneration Implementation Report			
<b>Special resolution number 1</b> Approval for the issuing of equity securities for cash			
<b>Special resolution number 2</b> Approval of the remuneration of NEDs			
<b>Special resolution number 2.1</b> The Chairperson of the Board (all-inclusive fee)			
<b>Special resolution number 2.2</b> The Lead Independent Director of the Board (all-inclusive fee)			
<b>Special resolution number 2.3</b> The Chairperson of the Audit Committee			
<b>Special resolution number 2.4</b> The Chairpersons of the Capital Projects, Control and Review Committee, Nominating and Governance Committee, Remuneration Committee, Risk Committee, SET Committee and SHSD Committee (excluding the Chairperson and Lead Independent Director of the Board)			
<b>Special resolution number 2.5</b> Members of the Board (excluding the Chairperson and Lead Independent Director of the Board)			
<b>Special resolution number 2.6</b> Members of the Audit Committee (excluding the Chairperson of the Audit Committee and Lead Independent Director of the Board)			
<b>Special resolution number 2.7</b> 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 Lead Independent Director of the Board)			
<b>Special resolution number 2.8</b> Chairperson of an ad-hoc committee (per meeting chaired)			
<b>Special resolution number 2.9</b> Member of an ad-hoc committee (per meeting attended)			
<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 on pages 13 – 14).

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2022

(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 instructions.**

# 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 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 Monday, 30 May 2022. 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 MoI 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:
  - Cancelling it in writing, or making a later, inconsistent appointment of a proxy, and
  - Delivering a copy of the revocation instrument to the proxy and to the Company at its premises, or at Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, or posted to PO Box 61051, Marshalltown, 2107, or emailed to proxy@computershare.co.za for the attention of Computershare, 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; 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 Mol 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

## COMPANY SECRETARY

### Anré Weststrate

Tel: +27 11 562 9719

Fax: +086 720 2704

email: anre.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

## 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:ZAE000018123

## 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  
+44 (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 (outgoing Chairperson), YGH Suleman (Chairperson Designate), SP Reid<sup>^</sup> (Lead Independent Director), CI Griffith<sup>\*\*</sup> (CEO), PA Schmidt<sup>\*\*</sup> (CFO), A Andani<sup>#</sup>, PJ Bacchus<sup>'</sup>, TP Goodlace, JE McGill<sup>^</sup>, PG Sibiya

<sup>'</sup>Australian, <sup>^</sup>British, <sup>#</sup>Ghanaian, <sup>\*\*</sup> executive director







**GOLD FIELDS**

[www.goldfields.com](http://www.goldfields.com)