



GOLD FIELDS

Gold Fields Limited

Notice of Annual General Meeting
for the year ended
31 December 2025

2025

Creating enduring value beyond mining



Dear shareholder

I have pleasure in inviting you to attend the hybrid Annual General Meeting (AGM) of the Company, which will be held in person and by electronic participation at Gold Fields' corporate office at 150 Helen Road, Sandown, Sandton, at 14:00 on Thursday, 21 May 2026.

Virtual access to the AGM – with full voice integration – will be offered, allowing shareholders who cannot attend in person the opportunity to view the proceedings, speak and ask questions in real time and cast their votes on the shareholder resolutions.

In addition, shareholders who are unable to attend the AGM in person may submit a Form of Proxy.

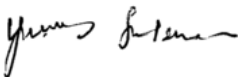
The following documents are enclosed:

- Notice of AGM setting out the resolutions to be proposed at the meeting (inclusive of the accompanying annexures)
- A Form of Proxy

Gold Fields supports the use of electronic communication and, as such, the 2025 Integrated Annual Report (IAR) and accompanying reports will be published in electronic format only. Should you wish to receive a printed copy of the 2025 IAR or any accompanying reports, kindly email your request to Gold Fields' Company Secretary at anre.weststrate@goldfields.com

The 2025 IAR (including the Governance Report and Remuneration Report), full consolidated audited Annual Financial Statements (AFS) of the Company and its subsidiaries, independent auditors' report, directors' report (all included in the Annual Financial Report (AFR)), Sustainability Report and Mineral Reserves and Resources Supplement will be published on our website, www.goldfields.com, on or about 30 March 2026.

I look forward to welcoming you at the meeting.



Yunus Suleman
Chairperson

30 March 2026

Board of Directors



Yunus Suleman (68)

**Independent non-executive
Chairperson**

Appointed in September 2016 | Chairperson of the Board and the Nomination and Governance Committee

BCom, University of Durban Westville; BCompt (Hons), University of South Africa (UNISA); CA(SA); CD(SA)

Mr Suleman was appointed as a non-executive director (NED) of Gold Fields with effect from 1 September 2016, and Chairperson of the Board with effect from 1 June 2022. He also serves as the chairperson of Liberty Holdings Limited and Liberty Group Limited and previously served as the chairperson of Albaraka Bank Limited until 28 February 2025. He has over 36 years' experience in the accounting and auditing profession, including as chairperson of KPMG South Africa, and managing partner of Arthur Andersen's audit and consulting practice in Nigeria as well as its South Africa audit practice.



Jacqueline McGill (58)

Independent NED

Appointed in November 2021 | Lead Independent Director | Chairperson of the Remuneration Committee | Member of the Safety, Health and Sustainable Development (SHSD), Technical, and Nomination and Governance Committees

MBA, La Trobe University; BSc (Ext Metallurgy), Murdoch University; honorary doctorate, Adelaide University

Ms McGill was appointed as a NED of Gold Fields with effect from 22 November 2021 and appointed as Lead Independent Director and Chairperson of the Remuneration Committee in May 2025. She currently serves on the boards of New Hope Corporation, and 29 Metals as Chairperson of the Sustainability Committee. Ms McGill has more than 30 years of operational leadership experience in the mining and resource sectors, having held several executive level roles with BHP.



Alhassan Andani (65)

Independent NED

Appointed in August 2016 | Chairperson of the Technical Committee | Member of the Remuneration, Social, Ethics and Transformation (SET), and Strategy and Investment Committees

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

Mr Andani was appointed as a NED of Gold Fields with effect from 1 August 2016. He is currently a Founding Partner at LVSafrica Limited, and a board member at Stanbic Holdings and Teachers Fund of the Ghana National Association of Teachers (GNAT). He has over 35 years' experience in corporate and investment banking. He previously served as chief executive officer (CEO) of Stanbic Bank Ghana, prior to which he was the deputy managing director and executive director of corporate and investment banking at Barclays Bank Ghana.



Zarina Bassa (61)

Independent NED

Appointed in August 2024 | Chairperson of the Risk Committee | Member of the Audit, Remuneration, and Strategy and Investment Committees

CA(SA); Postgraduate Diploma in Accounting, University of Durban Westville; BAcc, University of Durban Westville

Ms Bassa was appointed as a NED of Gold Fields with effect from 2 August 2024. She is currently a NED of the JSE Limited and Absa Group Limited. She previously served as lead independent director of Investec Plc and Investec Limited, Woolworths Holdings Limited and was a NED of Kumba Iron Ore Limited, Mediclinic International, Oceana Group, Mercedes Benz SA, Sun International, Vodacom South Africa and the Financial Services Board. She is a Chartered Accountant, with extensive corporate, regulatory, governance and financial services experience. She was a partner of Ernst & Young, after which she joined the Absa Group in 2002, where she served as an executive director of Absa Bank Limited, a member of the group's executive committee, and Head of the Private Bank. She has chaired the Independent Regulatory Board for Auditors and the Auditing Standards Board and has served on the boards of the South African Institute of Chartered Accountants and the Accounting Standards Board. She has extensive listed public company board experience having served as a NED across various sectors for 18 years.

Board of Directors *continued*



Cristina Bitar (56)

Independent NED

Appointed in May 2022 | Chairperson of the SET Committee | Member of the Risk, SHSD, and Remuneration Committees
BA (Economics), Dartmouth College; MBA, Universidad de Chile and Tulane University

Ms Bitar was appointed as a NED of Gold Fields with effect from 1 May 2022 and was appointed as Chairperson of the SET Committee in May 2025. She is president of Azerta, one of Chile's leading strategic communications and public affairs agencies. She is also a director of ENAEX S.A. Ms Bitar has 28 years of experience working as a consultant, specialising in public affairs, crisis management, communications and sustainability. She has more than 17 years of board experience in large publicly traded companies in Chile and abroad, with experience working within the mining sector.



Terence Goodlace (66)

Independent NED

Appointed in July 2016 | Chairperson of the SHSD Committee | Member of the Risk, Technical, and Nomination and Governance Committees

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

Mr Goodlace was appointed as an NED of Gold Fields with effect from 1 July 2016. He is chairperson and director of Kumba Iron Ore Limited. His mining career has spanned more than 46 years, including more than 17 years board experience across multiple organisations. He has worked with both open pit and underground mines in South Africa, Ghana, Venezuela and Peru. He previously held Executive Vice President and Chief Operating Officer roles at Gold Fields and spent 28 years with the Company. Mr Goodlace has also served as the CEO of Impala Platinum Holdings Limited and CEO of Metorex Limited.



John MacKenzie (57)

Independent NED

Appointed in August 2025 | Member of the Nomination and Governance, SHSD, Technical, and Strategy and Investment Committees

BSc. Mining Engineering, MSc (Mining Engineering), University of the Witwatersrand; Masters Degree, Business Leadership, UNISA

Mr MacKenzie was appointed as a NED of Gold Fields with effect from 1 August 2025. Mr MacKenzie started his career with Anglo American where he gained deep operational and leadership exposure across a range of commodities, including gold, coal, nickel, zinc and copper. He has extensive experience in both executive and non-executive roles and various board committees. Mr MacKenzie has over 35 years' experience across both operational and investment roles in the mining and metals sector and has extensive international experience, including in emerging markets. He is also the founder and non-executive Chairperson of Capstone Copper Corp.



Shannon McCrae (54)

Independent NED

Appointed in August 2024 | Member of the SHSD, Technical, SET, and Strategy and Investment Committees

BSc (Geology) (Hons), University of Western Ontario; P.Geo, Ontario; ICD.D. Directors' Education Programme, Institute of Corporate Directors

Ms McCrae was appointed as a NED of Gold Fields with effect from 2 August 2024. She is a director at Fuerte Metals and Major Drilling International Inc. Ms McCrae is a professional geologist and mining executive with more than 25 years of experience in the resources industry, having held senior executive positions at Barrick Gold and De Beers Canada.

Board of Directors *continued*



Michael Rawlinson (56)

Independent NED

Appointed in August 2025 | Member of the Audit, Technical, Remuneration, and Strategy and Investment Committees

BSocSci (Hons) (Economics), University of Birmingham; MSc (Environmental and Resource Economics), University College London

Mr Rawlinson was appointed as a NED of Gold Fields with effect from 1 August 2025. Mr Rawlinson brings 25 years' experience in the mining and metals industry, underpinned by a strong foundation in finance, strategic advisory, M&A, capital markets and board governance, after spending his early career as an equity analyst and investment banker.

Mr Rawlinson is experienced in both executive and non-executive roles in both listed and unlisted companies.



Carel Smit (62)

Independent NED

Appointed in June 2023 | Chairperson of the Strategy and Investment Committee | Member of the Audit, Risk, and SET Committees

Higher Diploma in Tax Law, University of the Witwatersrand; BCompt and CTA, University of the Free State; CA(SA)

Mr Smit was appointed as a NED of Gold Fields with effect from 1 June 2023 and appointed as Chairperson of the Strategy and Investment Committee in May 2025. He spent 35 years with KPMG, including as its head of energy and natural resources in Africa, and has extensive experience in audit, tax and advisory with a strong focus on the mining sector across Africa, South America and Australia.



Philisiwe Sibiya (49)

Independent NED

Appointed in March 2021 | Chairperson of the Audit Committee | Member of the Risk, Nomination and Governance, and Strategy and Investment Committees

BCom (Hons), University of Natal; CA(SA)

Ms Sibiya was appointed as a NED of Gold Fields with effect from 1 March 2021. Ms Sibiya serves as board chairman on the board of AECI Limited. Ms Sibiya has nearly 20 years of management experience within Africa, including previously as CFO at MTN South Africa and CEO for MTN Cameroon, being the first woman appointed to a CEO position by the MTN Group.

Board of Directors *continued*



Mike Fraser (60)

Executive director and Chief Executive Officer (CEO)

Appointed in January 2024 | Member of the SET Committee

BCom, MBL (Unisa), AMP (Harvard) GAICD

Mr Fraser joined Gold Fields as CEO and executive director on 1 January 2024. Prior to joining Gold Fields, he was the CEO of Chaarat Gold, an AIM-listed junior gold miner. Mr Fraser joined the mining sector in 2000 at Billiton PLC prior to the merger with BHP. In 2009, he became the head of the Mozal Aluminium Smelter project in Mozambique and thereafter was appointed the group's president human resources. In 2015, when BHP created South32, Mr Fraser became president and chief operating officer of its global aluminium, nickel and South African manganese and energy coal businesses.



Alex Dall (38)

Executive director and Chief Financial Officer (CFO)

Appointed interim CFO in May 2024 and permanent CFO effective March 2025

CA(SA), Bachelor Business Science, PGDA, University of Cape Town

Mr Dall joined Gold Fields in 2014, focusing on SOX and technical accounting work in the Company's finance department before becoming VP Corporate Finance in 2022, responsible for the funding requirements of the Group. Before becoming Gold Fields' permanent CFO, Mr Dall served as the interim CFO of the Company from April 2024 to February 2025. Prior to joining Gold Fields, Mr Dall worked at KPMG, focusing on energy and natural resources.

Notice of Annual General Meeting

Gold Fields Limited

(Incorporated in the Republic of South Africa)

(Registration number 1968/004880/06)

ISIN: ZAE000018123

JSE, NYSE, DIFX Share code: GFI

(hereinafter referred to as Gold Fields, the Company or the Group)

Introduction

Notice is hereby given to shareholders that the Gold Fields' AGM for the year ended 31 December 2025 will be held at 150 Helen Road, Sandown, Sandton on Thursday, 21 May 2026 at 14:00, in person and by electronic participation via the electronic meeting platform as permitted by the JSE Listings Requirements, the provisions of the Companies Act 71 of 2008, as amended (the Companies Act) and the Company's Memorandum of Incorporation (MoI) for the presentation of the relevant matters below and for shareholders to consider and, if deemed fit, approve the resolutions set out below (with or without modifications), as applicable:

SET Committee

In accordance with section 61(8)(a)(iv) of the Companies Act and Regulation 43(5)(c) of the Companies Regulations, 2011 (the Companies Regulations), the Chairperson of the SET Committee will report to shareholders at the AGM.

Remuneration Committee

In accordance with section 61(8)(a)(v) of the Companies Act, the Chairperson of the Remuneration Committee will report to the shareholders at the AGM on the Company's Remuneration Policy and Remuneration Report.

Note: Ordinary resolutions

For each ordinary resolution to be adopted, the support of a majority (i.e. 50% plus one vote) of the total number of voting rights exercised on the ordinary resolution by shareholders present or represented by proxy at the AGM is required.

Ordinary resolution number 1

Reappointment of auditors

"Resolved that PricewaterhouseCoopers Inc. (PwC) be reappointed as the independent registered auditor of the Company, with Mr S Masondo as the Lead Independent Audit Partner, until the conclusion of the next AGM."

Reason for and effect of ordinary resolution number 1

In terms of section 90(1) of the Companies Act, each year at its AGM, the Company must appoint an independent auditor (PwC) who complies with the requirements of section 90(2) of the Companies Act. The Gold Fields Audit Committee reviewed PwC's independence and performance as external auditors and resolved to recommend their reappointment as the Company's auditors to the Board of Directors (Board) of the Company and shareholders.

Notice of Annual General Meeting *continued*

Ordinary resolution number 2.1 to 2.4

Election and re-election of directors

“Resolved to elect or re-elect (as applicable), by way of separate resolutions, the following directors who were appointed in accordance with the provisions of clauses 18.1.2 read with 20.8 of the Company’s Mol, and who are eligible and available for election or re-election (as applicable) as directors of the Company:

2.1 Election of Mr JF MacKenzie (first appointed to the Board on 1 August 2025)

2.2 Election of Mr MI Rawlinson (first appointed to the Board on 1 August 2025)

2.3 Re-election of Mr TP Goodlace (first appointed to the Board on 1 July 2016)

2.4 Re-election of Ms PG Sibiya (first appointed to the Board on 1 March 2021)”



Refer to p1 – 3 for the CVs of directors standing for election.

Reason for and effect of ordinary resolutions number 2.1 to 2.4

In terms of the Company’s Mol and paragraph 5.5 of the JSE Listings Requirements, 1/3 (one-third) of the non-executive directors shall retire from office at each AGM. The directors retiring at each AGM will include, first, the vacancies filled or additional directors appointed since the last AGM, followed by those who have been in office the longest since their last election. In addition, in terms of the Company’s Mol, at the date of an AGM, a director who will have held office for a period of 3 (three) years since such director’s last election or appointment shall retire at such AGM. Retiring directors shall be eligible for re-election should the Nomination and Governance Committee deem them suitable for re-election.

The Board announced to shareholders the appointment of Messrs MacKenzie and Rawlinson as Independent NEDs effective 1 August 2025 and each of their appointments must be approved by shareholders in accordance with the Company’s Mol and the JSE Listings Requirements. The Board confirms that the requisite fit and proper assessment, as contemplated in the JSE Listings Requirements, has been conducted in respect of each of Mr JF MacKenzie, Mr MI Rawlinson, Mr TP Goodlace and Ms PG Sibiya and that the Board is satisfied with the outcome thereof. In addition, the Board, through the Nomination and Governance Committee, evaluated the continued independence, past performance and contribution of the retiring directors (i.e. Mr Goodlace and Ms Sibiya) and recommends them for re-election.

Notice of Annual General Meeting *continued*

Ordinary resolution number 3.1 to 3.4

Election of Audit Committee members

“Resolved to elect by way of separate resolutions, the following independent NEDs as members of the Company’s Audit Committee:

- 3.1 Election of Ms PG Sibiya (Chairperson), subject to the approval of ordinary resolution number 2.4
- 3.2 Election of Mr MI Rawlinson, subject to the approval of ordinary resolution number 2.2
- 3.3 Election of Ms ZBM Bassa
- 3.4 Election of Mr CAT Smit”



Refer to p1 – 3 for the CVs of directors standing for election.

Reason for and effect of ordinary resolutions numbers 3.1 to 3.4

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, following the Board’s review of the composition of the Audit Committee against the requirements of the Companies Act and the Companies Regulations. The Board confirms that the Committee and its members have the necessary knowledge, skills and experience to enable them to perform their duties in terms of the Companies Act.

Ordinary resolutions numbers 4.1 to 4.5

Election of SET Committee members

“Resolved to elect, by way of separate resolutions, the following directors as members of the SET Committee:

- 4.1 Election of Ms MC Bitar (Chairperson)
- 4.2 Election of Mr A Andani
- 4.3 Election of Mr MJ Fraser
- 4.4 Election of Ms SL McCrae
- 4.5 Election of Mr CAT Smit”



Refer to p1 – 3 for the CVs of directors standing for election.

Reason for and effect of ordinary resolutions number 4.1 to 4.5

In terms of sections 61(8)(c)(iii) and 72(9A) of the Companies Act, the members of the Company’s SET Committee are required to be elected by shareholders at each AGM.

Notice of Annual General Meeting *continued*

Ordinary resolution number 5.1 and 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 in the Integrated Annual Report.”

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 in the Remuneration Report contained in the Integrated Annual Report.”

Reason for and effect of ordinary resolutions number 5.1 and 5.2

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 Remuneration 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.

The JSE Listings Requirements and King IV recommend that the Remuneration Policy should record the measures that the Board commits to if either the Remuneration Policy or the Remuneration Implementation Report receive dissenting votes by 25% or more of the voting rights exercised by shareholders. As contemplated in the King IV, in the event that the Remuneration Policy or the Remuneration Implementation Report, or both, receive dissenting votes by 25% or more of the voting rights exercised by shareholders, Gold Fields will in its voting results announcement provide (i) an invitation to dissenting shareholders to engage with the Company; and (ii) prescribe the manner and timing of such engagement. For purposes of the disclosures to be contained in the Remuneration Report for the next financial year, if the non-binding resolutions are voted against, Gold Fields will provide details of the engagement with shareholders advising (i) who it engaged with, (ii) the manner and form of engagement and (iii) the nature and steps taken to address the objections.

Notice of Annual General Meeting *continued*

Ordinary resolution number 6

Approval for the issuing of equity securities for cash

“Resolved that 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 in the share capital of the Company or equity securities for cash, subject to the Companies Act and the JSE Listings Requirements as applicable, on the following basis:

Requirements as applicable, on the following basis:

- (i) The allotment and issue of ordinary shares or equity securities for cash shall be made only to persons qualifying as public shareholders as defined in the JSE Listings Requirements and not to related parties, save that related parties may participate in such issue to the extent that the JSE Listings Requirements permit such participation, and such participation must be in accordance with the manner set out in the JSE Listings Requirements as applicable
- (ii) Ordinary shares or equity securities, which are the subject of general issues for cash, in the aggregate, may not exceed 5% (five percent) of the Company’s relevant number of ordinary shares in issue as at the date of this notice, constituting 44,751,212 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 this resolution
- (iv) The maximum discount at which ordinary shares may be issued is 5% (five percent) 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 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
- (vi) The approval of this ordinary resolution number 6 expressly affords the ability for related parties to participate in a general issue for cash through a bookbuild process, provided that:
 - Related parties only participate with a maximum bid price at which they are prepared to take up shares or at book-close price. In the event of a maximum bid price and the book closes at a higher price, the relevant related party will be “out of the book” and not be allocated shares
 - Equity securities are allocated equitably “in the book” through the bookbuild process and the measures to be applied are disclosed in the SENS announcement launching the bookbuild”

Reason for and effect of ordinary resolution number 6

The reason for proposing ordinary resolution number 6 is to seek a general authority and approval for directors of the Company to allot and issue up to 44,751,212 ordinary shares in the authorised but unissued share capital of the Company for cash to public shareholders as well as related parties (as contemplated in the JSE Listings Requirements).

Ordinary resolution number 7

Authority to implement the resolutions

“Resolved that each of the directors of the Company and the Company Secretary are hereby authorised to do all things, perform all acts and sign all documentation necessary to effect the implementation of the ordinary and special resolutions adopted at the AGM.”

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Notice of Annual General Meeting *continued*

Note: Special resolutions

For each special resolution to be adopted, the support of 75% (seventy-five percent) of the total number of voting rights exercised on the special resolution by shareholders present or represented by proxy at the AGM is required.

Special resolutions numbers 1.1 to 1.7

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 2026 for their services as directors. The fees in the following table are exclusive of value-added tax”:

	Approved 2025/2026 fees US\$	Proposed 2026/2027 fees US\$ ³
Proposed NED fees¹		
1.1 Chairperson of the Board (all-inclusive fee) ²	262,100	270,300
1.2 Lead Independent Director of the Board (all-inclusive fee) ²	170,600	175,900
1.3 Members of the Board	95,100	98,100
1.4 Chairperson of the Audit Committee	31,200	32,200
1.5 Chairpersons of the Nomination and Governance Committee, Remuneration Committee, Risk Committee, SET Committee, SHSD Committee, Strategy and Investment Committee and Technical Committee	21,200	21,900
1.6 Members of the Audit Committee	17,900	18,500
1.7 Members of the Nomination and Governance Committee, Remuneration Committee, Risk Committee, SET Committee, SHSD Committee, Strategy and Investment Committee and Technical Committee	13,550	14,000

¹ The proposed fees include any additional ad hoc meetings for 2026 specifically approved by the Board

² The Chairperson of the Board and Lead Independent Director do not receive any additional fees to their all-inclusive fees, regardless of Chairperson or member roles on Committees

³ The proposed fees for the 2026/2027 Board cycle are based on a US inflationary indicator of 3.1%

Each of the special resolutions numbered 1.1 to 1.7 constitute separate special resolutions and will be considered by separate votes.

Reason for and effect of special resolutions numbers 1.1 to 1.7

Special resolutions numbers 1.1 to 1.7 are 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 skills 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.



For more details on the Group's remuneration practices, refer to our IAR.

Notice of Annual General Meeting *continued*

Special resolution number 2

Acquisition of the Company's own shares

“Resolved that the Company or any subsidiary of the Company (whether incorporated under the Companies Act or similar non-South African legislation) is hereby authorised by way of a general authority, from time to time, to acquire ordinary shares in the capital of the Company (including from directors, prescribed officers or their related persons as contemplated in section 48(8)(a) of the Companies Act) 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 5% (five percent) of the ordinary shares in issue at the date on which this resolution is passed. For details of our shareholding structure, see the relevant section in the AFR
- (ii) This general 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 adverse changes to the Group's financial position
- (iv) The acquisition is 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 is not greater than 10% (ten percent) 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 (whether incorporated under the Companies Act or similar non-South African legislation) shall not exceed 5% (five percent) 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 is not effected during a prohibited period, as defined in the JSE Listings Requirements, unless the Company has a repurchase programme in place in accordance with the JSE Listings Requirements as applicable. The Company must instruct only one independent agent, 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. The repurchase programme must be submitted to the JSE in writing prior to the commencement of the prohibited period and must include the prescribed information

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

- (ix) a cumulative basis, 3% (three percent) 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 percent) in aggregate of the initial number acquired thereafter”

Notice of Annual General Meeting *continued*

Reason for and effect of special resolution number 2

Special resolution number 2 is sought to allow the Group by way of a general authority to acquire its own issued shares, including from directors, prescribed officers or their related persons as contemplated in section 48(8)(a) of the Companies Act (thereby 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). The Company intends to implement a share buy-back programme of up to US\$100 million during the 2026 financial year, subject to prevailing market conditions and applicable regulatory requirements. The Company may commence the implementation of this programme under the existing general authority granted by shareholders at the previous AGM. The general authority sought in terms of this special resolution will enable the Company to continue implementing such programme, if required, following the expiry of the current authority. Any decision by the Board to utilise this authority to acquire shares of the Company will be taken with due regard to prevailing market conditions, the Company's financial position, capital allocation priorities and other relevant factors at the time.

Special resolution number 3

Amendments to the Company's Mol

"Resolved that in terms of section 16(1)(c) read with section 16(5) of the Companies Act, the proposed amendments to the Company's Mol as set out in Annexure A be and are hereby approved, and the conformed Mol be and is hereby approved and adopted in full substitution for, and in replacement of the existing Mol"

Reason for and effect of special resolution number 3

Special resolution number 3 seeks to obtain the necessary approval from shareholders for the Company to amend its existing Mol by deleting, altering or replacing certain provisions to align them with the requirements of the Companies Act and JSE Listings Requirements following the finalisation of certain amendments to both, and to remove any historical provisions in the Company's existing Mol that are no longer applicable. The proposed amendments to the existing Mol of the Company are set out in Annexure A. A copy of the amended Mol, marked up for ease of reference, and a copy of the conformed Mol will be available for inspection at the Company's registered office during normal business hours from the date of publication of the Notice of AGM up to the date of the AGM. The amendments are intended to align the Mol with updated legislation, the latest amendments to the Companies Act and JSE Listings Requirements, to improve governance in alignment with the King Code on Corporate Governance for South Africa, as amended, or reflect changes in the Group structure. The amended Mol of the Company will become effective 10 (ten) business days after filing the amended Mol with the Companies and Intellectual Property Commission (CIPC), unless endorsed or rejected with reasons by the CIPC prior to the expiry of the 10 (ten) business-day period.

Notice of Annual General Meeting *continued*

Special resolution number 4

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 (including any foreign company which would be a subsidiary but for the fact that it is a foreign company) and/or any other Company or entity (including any foreign company which would be a subsidiary but for the fact that it is a foreign company) 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.”

Reason for and effect of special resolution number 4

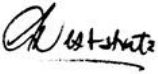
As part of the normal conduct of the business of the Group, the Company, where necessary, may provide guarantees and other support undertakings to third parties which enter into financial agreements with its local and foreign subsidiaries and joint ventures or partnerships in which the Company or members 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.

Notice of Annual General Meeting *continued*

Furthermore, it may be necessary for the Company to provide financial assistance to any of its present or future subsidiaries (including any foreign company which would be a subsidiary but for the fact that it is a foreign company), and/or to any related or interrelated 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, require, 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 can effectively organise its internal financial administration.



Anré Weststrate
Company Secretary

Johannesburg

30 March 2026

Notice of Annual General Meeting *continued*

Record dates, proxies and voting

For use at the AGM of the Company to be held on Thursday, 21 May 2026 at 14:00 South African Standard Time, at 150 Helen Road, Sandown, Sandton, Johannesburg or at any adjourned or postponed date and time determined in accordance with section 64(4) and 64(11)(a)(i) of the Companies Act.

In terms of section 59(1)(a) and (b) of the Companies Act, Gold Fields' Board 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, 20 March 2026
Last date to trade to be eligible to participate in and vote at the AGM	Tuesday, 12 May 2026
Record date to be eligible to participate in and vote at the AGM	Friday, 15 May 2026
Last date for lodging forms of proxy with transfer secretaries, at 14:00	Tuesday, 19 May 2026
Date of hybrid AGM at 14:00	Thursday, 21 May 2026
Results of AGM to be released on JSE Stock Exchange News Service	Thursday, 21 May 2026

Gold Fields' 2025 IAR, AFS, and accompanying reports will be published on the Company's website on or about 30 March 2026 and can be accessed at www.goldfields.com/integrated-annual-reports.php

A complete set of the consolidated audited AFS, together with the directors' report, independent auditor's report and Audit Committee Chairperson's report, are included in the Company's 2025 AFR.

Note

This Notice of AGM is only available in English. Electronic copies of this document may be obtained from the Gold Fields website at www.goldfields.com

If you have disposed of your Gold Fields shares, this Notice of AGM 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.

Notice of Annual General Meeting *continued*

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 (hybrid) 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:

- (i) Complete the Form of Proxy included in this document
- (ii) Access the Proxy system through your computer or mobile device to appoint a proxy to vote on your behalf at the virtual AGM or
- (iii) Use your mobile device to appoint a proxy to vote on your behalf at the virtual AGM

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 licences and passports. This is described in more detail below under the heading **Verification process**.

Attending the AGM virtually

Shareholders or their proxy who wish to attend, participate in and vote at the AGM virtually. Detailed guidance to shareholders on how to register for the virtual AGM can be found in the detailed meeting guidance section on p26 and p27 of this Notice of AGM.

Register for the meeting:

- Visit <https://smartagm.co.za>
- Select the Gold Fields Limited logo
- Select REGISTER
- Complete the registration process

Computershare will verify the details and will reply via email (Please check the spam folder too).

Access the meeting platform (on the day of the meeting):

- In the "Meeting Access" email, look for the unique login credential (sent from supportza@lumiengage.com)
- Visit <https://meetings.lumiconnect.com/100-719-358-197> (meeting ID 100-719-358-197)
- ACCEPT the Terms and Conditions
- Select "I am a Shareholder"

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 p23 of this Notice of AGM) to Gold Fields' transfer secretaries (Share Registrar) by no later than 14:00 on Monday, 19 May 2026.

This is necessary for the Share Registrar to verify you and for Lumi to assign you a username and password.

Notice of Annual General Meeting *continued*

Any shareholder or proxy who does not send an electronic notice by 14:00 on Tuesday, 19 May 2026 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 to the Company Secretary at anre.weststrate@goldfields.com. However, for the purpose of effective administration, shareholders and their proxies are strongly urged to send the electronic notice by no later than 14:00 on Tuesday, 19 May 2026. The electronic communication employed will enable all persons participating in the AGM to do so effectively and to communicate concurrently with other attendees without the need for 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.

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, you will receive guest status.

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

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 14:00 on Tuesday, 19 May 2026, 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 ID document 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

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 or Computershare Investor Services Proprietary Limited (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 prevent any such shareholder from participating in and/or voting at the AGM.

Notice of Annual General Meeting *continued*

Shareholder information

Dematerialised shares

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
- 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 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 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 United Kingdom 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.

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 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 MoI), a quorum for purposes of considering the resolutions proposed shall be (i) three shareholders present at the meeting and (ii) sufficient persons are 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.

SET Committee

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

Remuneration Committee

In accordance with section 61(8)(a)(v) of the Companies Act, the Chairperson of the Remuneration Committee will report to the shareholders at the AGM on the Company's Remuneration Policy and Remuneration Report.

Notice of Annual General Meeting *continued*

Form of Proxy

You may complete the Form of Proxy included in this document and present it to a representative of Computershare at their offices or email the completed and signed Form of Proxy to proxy@computershare.co.za

Disclosures in regard to JSE Listings Requirements applying to special resolution number 2

Major shareholders

For details of the major shareholders of the Company shareholding structure, see p178 of the Company's 2025 AFS.

Share capital of Company

Authorised

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

Issued

895,024,247 ordinary shares, no par value



For more detail on the Company's share capital, refer to p105 of our 2025 AFS.

Directors' responsibility statement

The directors of the Company, whose names are given on p11 of the 2025 AFS, collectively and individually accept full responsibility for the accuracy of the information pertaining to special resolution number 2 (Acquisition of the Company's own shares) 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 2 contains all information required by law and the JSE Listings Requirements.

Material changes

Other than the facts and developments reported on in the 2025 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 2025, and the date of this Notice of AGM.

Company Secretary

Anré Weststrate

Form of Proxy

Gold Fields Limited

(Registration number 1968/004880/06)

(the Company)

JSE, NYSE, DIFX Share code: GFI

Issuer code: GOGOF

ISIN: ZAE000018123

For use by:

- Certificated registered shareholders
- Dematerialised “own name” registered shareholders

This Form of Proxy is not for use by shareholders who have already dematerialised their shares through a Central Securities Depository Participant (CSDP) other than “own name” dematerialised shareholders.

For use at the Annual General Meeting (the AGM) of the Company to be held on Thursday, 21 May 2026 at 14:00 South African Standard Time at 150 Helen Road, Sandown, Sandton, Johannesburg or at any adjourned or postponed date and time determined in accordance with sections 64(4) and 64(11)(a)(i) of the Companies Act, 71 of 2008, as amended (Companies Act).

Certificated shareholders or dematerialised shareholders with “own name” registration 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.

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

1. _____ or, failing him/her

2. _____ or, failing him/her,

3. The Chairperson of the AGM

as my/our proxy to attend and speak on my/our behalf at the AGM to be held on Thursday, 21 May 2025 at 14:00, South African Standard 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:

Form of Proxy *continued*

Resolution	For	Against	Abstain
1. Ordinary resolution number 1 Reappointment of PwC as the auditors of the Company			
2. Ordinary resolution number 2			
2.1 Ordinary resolution number 2.1 Election of a director: Mr JF MacKenzie			
2.2 Ordinary resolution number 2.2 Election of a director: Mr MI Rawlinson			
2.3 Ordinary resolution number 2.3 Re-election of a director: Mr TP Goodlace			
2.4 Ordinary resolution number 2.4 Re-election of a director: Ms PG Sibiyi			
3. Ordinary resolution number 3			
3.1 Ordinary resolution number 3.1 Election of a member of the Audit Committee: Ms PG Sibiyi (Chairperson)			
3.2 Ordinary resolution number 3.2 Election of a member of the Audit Committee: Mr MI Rawlinson			
3.3 Ordinary resolution number 3.3 Election of a member of the Audit Committee: Ms ZBM Bassa			
3.4 Ordinary resolution number 3.4 Election of a member of the Audit Committee: Mr CAT Smit			
4. Ordinary resolution number 4			
4.1 Ordinary resolution number 4.1 Election of a member of the Social, Ethics and Transformation (SET) Committee: Ms MC Bitar (Chairperson)			
4.2 Ordinary resolution number 4.2 Election of a member of the SET Committee: Mr A Andani			
4.3 Ordinary resolution number 4.3 Election of a member of the SET Committee: Mr MJ Fraser			
4.4 Ordinary resolution number 4.4 Election of a member of the SET Committee: Ms SL McCrae			
4.5 Ordinary resolution number 4.5 Election of a member of the SET Committee: Mr CAT Smit			
5. Ordinary resolution number 5			
5.1 Ordinary resolution number 5.1 Advisory endorsement of the Remuneration Policy			
5.2 Ordinary resolution number 5.2 Advisory endorsement of the Remuneration Implementation Report			
6. Ordinary resolution number 6 Approval for the issuing of equity securities for cash			
7. Ordinary resolution number 7 Authority to implement the resolutions			

Form of Proxy *continued*

Resolution	For	Against	Abstain
1 Special resolution number 1 Approval for the remuneration of NEDs			
1.1 Special resolution number 1.1 Chairperson of the Board (all-inclusive fee)			
1.2 Special resolution number 1.2 Lead Independent Director of the Board (all-inclusive fee)			
1.3 Special resolution number 1.3 Members of the Board (excluding the Chairperson and Lead Independent Director of the Board)			
1.4 Special resolution number 1.4 Chairperson of the Audit Committee			
1.5 Special resolution number 1.5 The Chairpersons of the Nomination and Governance Committee, Remuneration Committee, Risk Committee, SET Committee; SHSD Committee, Strategy and Investment Committee, and Technical Committee (excluding the Chairperson and Lead Independent Director of the Board)			
1.6 Special resolution number 1.6 Members of the Audit Committee (excluding the Chairperson of the Audit Committee and Lead Independent Director of the Board)			
1.7 Special resolution number 1.7 Members of the Nomination and Governance Committee, Remuneration Committee, Risk Committee, SET Committee, SHSD Committee, Strategy and Investment Committee, and Technical Committee (excluding the Chairpersons of these Committees, and Chairperson and Lead Independent Director of the Board)			
2 Special resolution number 2 Acquisition of the Company's own shares			
3. Special resolution number 3 Amendments to the Company's MoI			
4. Special resolution number 4 Approval for the Company to grant inter-Group financial assistance in terms of sections 44 and 45 of the Companies Act			

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 notes overleaf).

This Form of Proxy 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 overleaf).

Signed at _____ on _____ 2026
 (Name in block letters)

 Signature
 Assisted by me (where applicable) _____

This Form of Proxy is not for use by holders of American Depository receipts issued by the BNY Mellon.

Please read the notes and instructions.

Notes to the Form of Proxy

Summary of shareholders' 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

1. 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 (Computershare) at Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, or proxy@computershare.co.za; or to MUFG Corporate Markets (formerly Link Group), Central Square, 29 Wellington Street, Leeds, LSI 4 DL, England or shareholderenquiries@linkgroup.co.uk. The Form of Proxy must be received on or before 14:00 on Tuesday, 19 May 2026. Forms can be emailed to anre.weststrate@goldfields.com, to be received at the aforementioned time and date
2. 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 initiated. 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. 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 holder
3. 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 resolutions
4. 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
5. 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
6. The Company will accept an original and valid identity document and/or passport and/or driver's licence as satisfactory identification. Any insertions, deletions or alterations to this form must be initiated by the signatory (signatories). The appointment of a proxy is recoverable unless you expressly state otherwise in the Form of Proxy



Meeting name:
Gold Fields Limited AGM

Date: 21 May 2026
Time: 14:00 (SAST)

Location: 150 Helen Road, Sandown,
Sandton and online

Shareholders

The latest version of Edge, Safari, Chrome or Firefox is required. Please ensure the web browser is compatible.

Step 1 – Register for the meeting:

To register for the meeting:

- Visit <https://smartagm.co.za>
- Select the Gold Field Limited's logo
- Select **REGISTER**
- Complete the registration process

Computershare will verify the details and will reply via email (Please check the spam folder too).

Step 2 – Access the meeting platform (on the day of the meeting)

In the "Meeting Access" email, look for the unique login credential (sent from supportza@lumiengage.com)

- Visit <https://meetings.lumiconnect.com/100-719-358-197> (meeting ID 100-719-358-197)
- **ACCEPT** the Terms and Conditions
- Select "I am a Shareholder"
- Enter the username (as per the "meeting access – " email sent from supportza@lumiengage.com)
- Enter the password (as per the "meeting access – " email sent from supportza@lumiengage.com)

Guest

The latest version of Edge, Safari, Chrome or Firefox is required. Please ensure the web browser is compatible.

Access the meeting platform (on the day of the meeting)

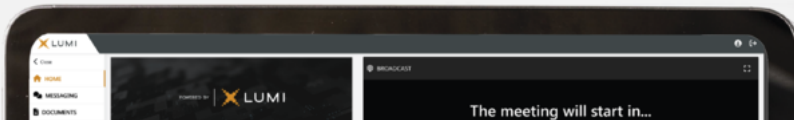
- Visit <https://meetings.lumiconnect.com/100-719-358-197> (meeting ID 100-719-358-197)
- **ACCEPT** the Terms and Conditions
- Select "I am an Observer"
- Enter "First name", "Last name" and "Email" address and follow the prompts

Meeting Platform Features

When successfully authenticated, the home screen will be displayed. You can view company information, ask questions, view relevant documents and watch the webcast.

Note:

- Guests will only have access to some features
- The broadcast screen will either appear on the right (laptops and computers) or at the bottom of the screen (smartphones and tablets). Once the meeting starts, the broadcast will start automatically. If the broadcast does not appear automatically, contact the support team.

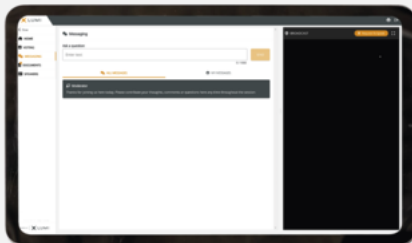


Meeting Platform Features - Messaging

The **MESSAGING** icon can appear on the navigation bar on the left/bottom of the screen. In this section, you can ask questions and comment on items discussed at the meeting and view your and other participating members' questions and comments.

To ask a question or comment, select the **MESSAGING** icon.

Type your message within the chat box and then press send (the arrow button).



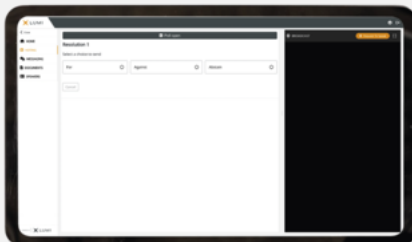
Meeting Platform Features - Voting

Once the poll/s has opened, the **VOTING** icon will appear on the navigation bar at the left/bottom of the screen. From here, resolutions or motions will be displayed.

To vote, select the **VOTING** icon and select your voting direction from the options shown on screen. A confirmation message will appear to show your vote has been received.

If you wish to change your vote, simply select an alternate choice while the voting is open or select cancel if you wish to cancel your vote.

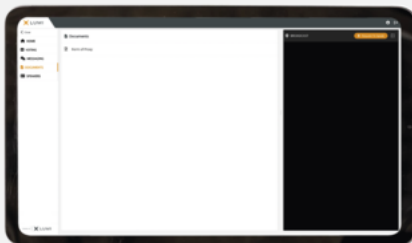
Once opened, voting can be performed at anytime during the meeting until the Chairman closes the voting. At that point, your last choice will be submitted.



Meeting Platform Features - Documents

If there are documents pertaining to the meeting, the **DOCUMENTS** icon will appear on the navigation bar at the left/bottom of the screen. You can view, download and print the pdf documents.

Select the **DOCUMENTS** icon and then select the document.



Email supportza@lumiengage.com if you require any technical assistance.

Administration and corporate information

Gold Fields Limited

Incorporated in the Republic of South Africa
Registration number 1968/004880/06
JSE, NYSE, DIFX Share code: GFI
Issuer code: GOGOF
ISIN: ZAE000018123

Company Secretary

Anré Weststrate
Mobile: +27 83 635 5961
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
Second Floor
107 Cheapside
London
EC2V 6DN
United Kingdom
Tel: +44 (0) 20 3869 0706
Email: general@corpsew.co.uk

American depository receipts transfer agent

Shareholder correspondence should be mailed to:
BNY Mellon
PO Box 43006
Providence RI
02940-3078

Overnight correspondence should be sent to:

BNY Mellon
150 Royall Street, Suite 101
Canton, MA 02021
Tel: 866 247 3871 Domestic
Tel: 201 680 6825 Foreign
Email: shrrelations@cpushareownerservices.com

Sponsor

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

Investor and media enquiries

Jongisa Magagula
Mobile: +27 82 562 5288
Email: jongisa.magagula@goldfields.com
Email: investor.relations@goldfields.com

Kershnee Govender

Mobile: +27 83 564 4090
Email: kershnee.govender@goldfields.com
Email: media@goldfields.com

Transfer secretaries

South Africa
Computershare Investor Services Proprietary Limited
Rosebank Towers
15 Biermann Avenue
Rosebank
Johannesburg
2196
Private Bag X9000
Saxonwold
2132
Tel: +27 11 370 5000
Fax: +27 11 688 5248

United Kingdom

MUFG Corporate Markets
(formerly Link Group)
Central Square
29 Wellington Street
Leeds, LS1 4 DL
United Kingdom
Tel: +44 (0) 371 664 0300
Email: shareholderenquiries@cm.mpms.mufg.com

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. Lines are open between 09:00 – 17:30, Monday to Friday, excluding public holidays in England and Wales.

Listings

JSE/NYSE

Directors: YGH Suleman (Chairperson), MJ Fraser* (Chief Executive Officer), AT Dall* (Chief Financial Officer), A Andani[†], ZBM Bassa, MC Bitar[‡], TP Goodlace, SL McCrae[§], JE McGill[¶], JF MacKenzie, MI Rawlinson[†], PG Sibiya, CAT Smit

South African unless otherwise stated. [†]Australian, [‡]British, [§]Canadian, [¶]Chilean, ^{††}Ghanaian, ^{†††}Executive director

Annexure A – Proposed Amendments to the Company’s Mol (Special resolution number 3)

(To the notice of Annual General Meeting – FY2025)

Republic of South Africa Companies Act, No 71 of 2008, as amended

MEMORANDUM OF INCORPORATION FOR A PUBLIC COMPANY

Name of company: GOLD FIELDS LIMITED

Registration No: 1968/004880/06

Number	Page number/61 (of redline version 5.4)	Clause number	Amendment
1	1	Cover page	The deletion of the following words: <i>"This Memorandum of Incorporation ("Mol") was adopted by Special Resolution passed on 14 May 2012, a copy of which was Filed, together with the Notice of Amendment, in substitution for the memorandum of association and the articles of association of the Company (which were the constitutional documents of the Company in terms of the Companies Act, No. 61 of 1973). This Mol was subsequently amended by Special Resolutions passed on 9 May 2013. A copy of the amended and restated Mol was filed, together with the Notice of Amendment. This amended and restated Mol took effect (in terms of section 16(9)(b)(i) of the Companies Act) on the date of Filing thereof, together with the Notice of Amendment. This Mol was subsequently amended by Special Resolutions passed on 24 May 2017. A copy of the amended and restated Mol was filed, together with the Notice of Amendment. This amended and restated Mol took effect (in terms of section 16(9)(b)(i) of the Companies Act) on the date of Filing thereof, together with the Notice of Amendment."</i> and the substitution thereof with: <i>"This Memorandum of Incorporation ("Mol") was adopted by Special Resolution passed on 21 May 2026, in substitution for the existing Mol of the Company. A copy of the amended and restated Mol was filed, together with the Notice of Amendment. This amended and restated Mol took effect (in terms of section 16(9)(b)(i) of the Companies Act) on the date 10 business days after receipt of the Notice of Amendment by the Commission."</i>
2	3	Existing clause 1.2.3	The deletion of the reference to "clause 34" contained therein and the substitution thereof with "clause 36".

Annexure A – Proposed Amendments to the Company’s Mol (Special Resolution 3) *continued*

Number	Page number/61 (of redline version 5.4)	Clause number	Amendment
3	3	New clause 1.2.6	The insertion of a new definition of “ <i>Financial Markets Act</i> ” as follows: “ <i>Financial Markets Act</i> ” means the <i>Financial Markets Act, No 19 of 2012, as amended or any legislation which replaces it;</i> ”.
4	4	New clause 1.2.11 (existing clause 1.2.10)	The deletion of the reference to “ <i>Securities Services Act</i> ” contained therein and the substitution thereof with “ <i>Financial Markets Act</i> ”.
5	4	New clause 1.2.13 (existing clause 1.2.12)	The deletion of the reference to “ <i>clause 29.13</i> ” contained therein and the substitution thereof with “ <i>clause 31.13</i> ”.
6	4	Existing clause 1.2.13	The deletion of the definition of “ <i>Securities Services Act</i> ” in its entirety. Notwithstanding the amendment above, the references to the “ <i>Securities Services Act</i> ” shall wherever it appears throughout the Mol, be and is hereby amended to read as the “ <i>Financial Markets Act</i> ”.
7	4	New clause 1.2.16 (existing clause 1.2.15)	The deletion of the words “ <i>means Securities as defined in the Securities Services Act which are by virtue of the Companies Act transferrable without a written instrument and are not evidenced by a certificate</i> ” contained therein and the substitution thereof with the words: “ <i>in relation to the Shares, has the meaning given in the Financial Markets Act</i> ”.
8	5	Existing clause 1.9	The deletion of the full stop included at the end of clause 1.9 and the substitution thereof with a semi-colon.

Annexure A – Proposed Amendments to the Company’s Mol (Special Resolution 3) *continued*

Number	Page number/61 (of redline version 5.4)	Clause number	Amendment
9	5	New clause 1.10	The insertion of a new clause, namely clause 1.10 immediately following clause 1.9 which shall read as follows: “if any provision of this Mol imposes any obligation or requirement pursuant only to the listings requirements of the JSE (whether explicitly referenced in this Mol or not), then: unless the Shares of the Company are listed on the JSE, any such provision shall be deemed not to apply to the Company; and insofar as the JSE exempts or no longer requires compliance with such obligations or requirements, the obligation shall be deemed to have been complied with;”
10	5	New clause 1.11	The insertion of a new clause, namely clause 1.11 immediately following clause 1.10 which shall read as follows: “if any provision of this Mol limits, restricts or prohibits any power or authority of the Company or the Board pursuant only to the listings requirements of the JSE (whether explicitly referenced in this Mol or not), then insofar as such limitation, restriction or prohibition is waived, relaxed, repealed or amended by the JSE, the power or authority shall be deemed not to be subject to such limitation, restriction or prohibition to the extent of such waiver, relaxation, repeal or amendment without anything further being required;”
11	5	New clause 1.12	The insertion of a new clause, namely clause 1.12 immediately following clause 1.11 which shall read as follows: “if any provision of this Mol has been inserted to comply with a then applicable provision of the listings requirements of the JSE and/or the Companies Act (whether explicitly referenced in this Mol or not), which is subsequently removed, amended or modified, the provision in question shall no longer apply if the relevant provision has been removed or shall apply as amended or modified in the listings requirements of the JSE or Companies Act, as applicable.”

Annexure A – Proposed Amendments to the Company’s Mol
(Special Resolution 3) *continued*

Number	Page number/61 (of redline version 5.4)	Clause number	Amendment
12	6	Existing clause 3	The deletion of the following words: “The Company is a Public Company as it is not a Private Company or a State-Owned Company or a Personal Liability Company” contained therein and the substitution thereof with the following words: “ <i>The Company is a Public Company as defined in section 1 of the Companies Act and contemplated in section 8(2)(d) of the Companies Act</i> ”.
13	8	Existing clause 8.1	The deletion of clause 8.1 in its entirety and the substitution thereof with a new clause 8.1 which shall read as follows: “ <i>Subject to clause 8.2 below, the Board shall have the power to issue authorised Shares, provided that for so long as the Company is listed on the JSE, such issue has been approved by the JSE and is made subject to the listings requirements of the JSE (where necessary and as applicable)</i> ”.
14	9	Existing clause 8.2.1	The insertion of the words “ <i>or securities convertible into Shares</i> ” immediately before the word “ <i>Shares</i> ” at the start of the clause and the deletion of the words “ <i>allot or</i> ”. The amended clause 8.2 shall read as follows: “ <i>Shares or Securities convertible into Shares that require the approval of a Special Resolution as contemplated in sections 41(1) and (3) of the Companies Act, the Directors shall not have the power to issue same, without the prior approval of a Special Resolution;</i> ”

Annexure A – Proposed Amendments to the Company’s Mol (Special Resolution 3) *continued*

Number	Page number/61 (of redline version 5.4)	Clause number	Amendment
15	9	Existing clause 8.2.2	The deletion of the words “Shares, or other equity Securities, including options in respect thereof, (for so long as the Company is listed on the JSE), that require an Ordinary Resolution or Special Resolution as contemplated in the listings requirements of the JSE, the Directors shall not have the power to allot or issue same, without the prior approval of the required Special Resolution or Ordinary Resolution, as the case maybe;” and the substitution thereof with the words “Shares, or other Securities convertible into Shares, including options in respect thereof (for so long as the Company is listed on the JSE), that require the approval of an Ordinary Resolution as contemplated in the listings requirements of the JSE or the Companies Act, the Directors shall not have the power to issue same, without the prior approval of an Ordinary Resolution;”.
16	9	New clause 8.2.3	The insertion of a new clause, namely clause 8.2.3 immediately following clause 8.2.2, which shall read as follows: “other than as contemplated in clauses 8.2.1 and 8.2.2, the Directors shall have the power to allot or issue same, without any Shareholder approval.”.
17	9	Existing clause 8.3	The deletion of the following sentence: “Any such approval may be in the form of a general authority to the Directors, whether conditional or unconditional, to allot or issue any such equity Securities contemplated in clauses 8.2.1 and 8.2.2 in their discretion, or in the form of a specific authority in respect of any particular allotment or issue of such equity Securities contemplated in clauses 8.2.1 and 8.2.2.” and the substitution thereof with the following sentence: “Any approval contemplated in clause 8.2 may be in the form of a general authority to the Directors, whether conditional or unconditional, to allot or issue any such Shares or equity Securities contemplated in clauses 8.2.1 and 8.2.2 in their discretion, or in the form of a specific authority in respect of any particular allotment or issue of Shares or equity Securities contemplated in clauses 8.2.1 and 8.2.2.”

Annexure A – Proposed Amendments to the Company’s Mol
(Special Resolution 3) *continued*

Number	Page number/61 (of redline version 5.4)	Clause number	Amendment
18	10	Existing clause 10.1	The deletion of the words “ <i>the Companies Act</i> ” contained therein and the substitution thereof with “ <i>applicable law</i> ”.
19	11	Existing clause 10.2.4	The insertion of the word “ <i>and</i> ” at the end of clause 10.2.4.
20	16	Existing clause 14.4	The deletion of the word “ <i>offices</i> ” contained therein and the substitution thereof with the word “ <i>secretaries</i> ”.
21	17	New clause 16.2.2	The insertion of the word “ <i>and</i> ” at the end of clause 16.2.2.
22	17	New clause 16.2.3	The insertion of a new clause, namely clause 16.2.3 immediately following clause 16.2.2, which shall read as follows “ <i>any other information required by the Companies Act or applicable law to be included in the Financial Statements.</i> ”
23	17	Existing clause 16.3	The insertion of the phrase “ <i>Companies Act and the</i> ” in the third line of clause 16.3 before the word “ <i>Regulations</i> ” such that the clause shall read as follows: “ <i>The Directors shall from time to time determine at what times and places (save in the case of Accounting Records which shall be accessible from the Registered Office) and under what conditions, subject to the requirements of the Companies Act and the Regulations, the Holders and holders of Beneficial Interests are entitled to inspect and take copies of.</i> ”
24	18	Existing clause 16.3.9	The insertion of the word “ <i>and</i> ” at the end of clause 16.3.9.

Annexure A – Proposed Amendments to the Company’s Mol (Special Resolution 3) *continued*

Number	Page number/61 (of redline version 5.4)	Clause number	Amendment
25	17	New clause 16.3.10	The insertion of a new clause, namely clause 16.3.10, immediately following clause 16.3.9 which shall read as follows: “ <i>any other document contemplated in the Companies Act and in respect of which the Holders and holders of Beneficial Interests are entitled to inspect and take copies.</i> ”
26	18	Existing clause 16.4	The insertion of the words “ <i>or the Companies Act.</i> ” at the end of clause 16.4 such that the clause shall read as follows: “ <i>Apart from the Holders and holders of Beneficial Interests, no other Person shall be entitled to inspect any of the documents of the Company (other than the Securities Register) unless expressly authorised by the Directors or in accordance with the Promotion of Access to Information Act, No 2 of 2000, as amended or the Companies Act.</i> ”
27	18	Existing clause 17	The deletion of the words “ <i>and auditor</i> ” in the heading.
28	20	Existing clause 17.4.9	The deletion of the reference to “ <i>clause 17.4</i> ” in the hanging clause that immediately follows clause 17.4.9 and the substitution thereof with the words “ <i>clause 17.4.1</i> ”.
29	21	New clause 18	The addition of a new clause 18 with the heading “ <i>Auditor</i> ” immediately following clause 17.9 and subsequent numbering amendments (e.g. the existing clause 17.10 shall read as clause 18.1).
30	22	New clause 18.5 (existing clause 17.14)	The deletion of the reference to “ <i>clause 17.13</i> ” contained therein and the substitution thereof with “ <i>clause 18.4</i> ”.
31	23	New 18.5.2 (existing clause 17.14.2)	The deletion of the reference to “ <i>clause 17.14.1</i> ” contained therein and the substitution thereof with “ <i>clause 18.5.1</i> ”.
32	23	New clause 18.6 (existing clause 17.15)	The deletion of the references to clauses “ <i>31.4</i> ” and “ <i>31.5</i> ” contained therein and the substitution thereof with new clause references as follows: “ <i>33.4</i> ” and “ <i>33.5</i> ” respectively.

Annexure A – Proposed Amendments to the Company’s Mol (Special Resolution 3) *continued*

Number	Page number/61 (of redline version 5.4)	Clause number	Amendment
33	23	New clause 19.1.1.4	The insertion of a new clause 19.1.1.4 immediately following clause 19.1.1.3 (existing clause 18.1.1.3), which shall read as follows: <i>“any other report or document required by the Companies Act to be presented at an Annual General Meeting.”</i> .
34	23	New clause 19.1.3.1 (existing clause 18.1.3.1)	The insertion of the word <i>“financial”</i> immediately following the word <i>“ensuing”</i> .
35	23	New clause 19.1.3.2 (existing clause 18.1.3.2)	The insertion of the word <i>“and”</i> at the end of clause 19.1.3.2.
36	23	New clause 19.1.3.3	The insertion of a new clause 19.1.3.3 immediately following clause 19.1.3.2 (existing clause 18.1.3.2) which shall read as follows: <i>“a social and ethics committee; and”</i> .
37	23	New clause 19.1.3.4	The insertion of a new clause 19.1.3.4 immediately following clause 19.1.3.3 which shall read as follows: <i>“any other committee required to be appointed at an Annual General Meeting in terms of the Companies Act and/or the listings requirements of the JSE;”</i> .
38	25	New clause 19.10.3 (existing clause 18.10.3)	The deletion of the reference to <i>“clause 18.10.2”</i> contained therein and the substitution thereof with <i>“clause 19.10.2”</i> .
39	25	New clause 19.11.2 (existing clause 18.11.2)	The deletion of the reference to <i>“clause 18.1”</i> contained therein and the substitution thereof with <i>“clause 19.1”</i> .
40	26	New clause 19.11.5.5 (existing clause 18.11.5.5)	The insertion of the word <i>“and”</i> at the end of clause 19.11.5.5.
41	26	New clause 19.12 (existing clause 18.12)	The deletion of the reference to <i>“clause 18.13”</i> contained therein and the substitution thereof with <i>“clause 19.13”</i> .
42	27	New clause 19.16.1 (existing clause 18.16.1)	The insertion of the word <i>“and”</i> at the end of clause 19.16.1.
43	27	New clause 19.17 (existing clause 18.17)	The deletion of the reference to <i>“clause 18.16”</i> contained therein and the substitution thereof with <i>“clause 19.16”</i> .

Annexure A – Proposed Amendments to the Company’s Mol (Special Resolution 3) *continued*

Number	Page number/61 (of redline version 5.4)	Clause number	Amendment
44	27	New clause 19.18 (existing clause 18.18)	The deletion of the reference to “ <i>clause 18.21</i> ” contained therein and the substitution thereof with “ <i>clause 19.21</i> ”.
45	28	New clause 19.21 (existing clause 18.21)	The deletion of the reference to “ <i>clause 18.18</i> ” contained therein and the substitution thereof with “ <i>clause 19.18</i> ”.
46	31	New clause 19.35 (existing clause 18.35)	The deletion of the references to “ <i>clause 18</i> ” and “ <i>clause 18.35</i> ” contained therein and the substitution thereof with “ <i>clause 19</i> ” and “ <i>clause 19.35</i> ” respectively.
47	32	New clause 21.2 (existing clause 20.2)	The deletion of the references to “ <i>clause 20.8</i> ” and “ <i>clause 20.5</i> ” contained therein and the substitution thereof with “ <i>clause 21.8</i> ” and “ <i>clause 21.5</i> ” respectively.
48	32	New clause 21.3 (existing clause 20.3)	The deletion of the following sentence in clause 21.3 “A brief curriculum vitae of each Person standing for election or re-election as a Director at a Shareholders Meeting or the Annual General Meeting, must accompany the notice of the Shareholders Meeting” and the substitution thereof with the following sentence: “ <i>A brief curriculum vitae of, and confirmation of a fit and proper person assessment having been performed, for each Person standing for election or re-election as a Director at a Shareholders Meeting or the Annual General Meeting, must accompany the notice of the Shareholders Meeting.</i> ”

Annexure A – Proposed Amendments to the Company’s Mol (Special Resolution 3) *continued*

Number	Page number/61 (of redline version 5.4)	Clause number	Amendment
49	33	New clause 21.9 (existing clause 20.9)	The deletion of clause 21.9 in its entirety and the substitution thereof with the following new clause 21.9: <i>"The continuing Directors (or sole continuing Director) may act, notwithstanding any vacancy in their body, so long as there remains in office not less than the prescribed minimum number of Directors duly qualified to act. If the number falls below the prescribed number, or their number is reduced below the number fixed by or pursuant to this Mol as a quorum, the remaining Directors or Director shall, as soon as possible, and, in any event, not later than 3 (three) months from the date the deficiency in the minimum number arose, fill the vacancies or call a Shareholders Meeting for the purpose of filling the vacancies, and not act after a period of 3 (three) months have expired from the date the deficiency in the minimum number arose, except for the purpose of filling such vacancy or for the purpose of calling a Shareholders Meeting."</i>
50	33	New clause 22.2 (existing clause 21.2)	The deletion of the reference to "clause 20.2" contained therein and the substitution thereof with "clause 21.2".
51	34	New clause 23.1 (existing clause 22.1)	The deletion of the references to clauses "22.2" and "22.3" contained therein and the substitution thereof with the new clause references as follows: "23.2" and "23.3" respectively.

Annexure A – Proposed Amendments to the Company’s Mol (Special Resolution 3) *continued*

Number	Page number/61 (of redline version 5.4)	Clause number	Amendment
52	35	New clause 25.1 (existing clause 24.1)	The deletion of the following sentence in clause 25.1 <i>"the Directors so to retire at each Annual General Meeting shall be firstly those retiring in terms of clause 20.8, and then, those who have been longest in office since their last election."</i> and the substitution thereof with the following sentence <i>"The nominations committee of the Board shall determine which Directors are to retire at each Annual General Meeting, taking into account, inter alia, the requirements of the Companies Act, the listings requirements of the JSE, any corporate governance charter adopted by the Board from time to time but generally, the Directors so to retire at each Annual General Meeting shall be firstly those retiring in terms of clause 21.8, and then, those who have been longest in office since their last election".</i>
53	36 and 37	New clause 27.3 (existing clause 26.3)	The insertion of the following sentence at the end of clause 27.3: <i>"For so long as the Company is listed, and the applicable requirement applies accordingly, the number of non-executive directors should remain the majority."</i>
54	37	New clause 28.4 (existing clause 27.4)	The deletion of the reference to <i>"clause 27.1"</i> contained therein and the substitution thereof with <i>"clause 28.1"</i> .
55	37	New clause 29	The insertion of a new heading at clause 29 titled "SOCIAL, ETHICS AND TRANSFORMATION COMMITTEE" .
56	37	New clause 29.1	The insertion of a new clause 29.1 immediately following the heading at clause 29, which shall read as follows <i>"To the extent required and applicable pursuant to the Companies Act, at each Annual General Meeting, the Company must elect a social and ethics committee to perform the functions envisaged in the Companies Act and applicable law. The composition of such committee will comply with the requirements of the Companies Act and applicable law."</i>

Annexure A – Proposed Amendments to the Company’s Mol (Special Resolution 3) *continued*

Number	Page number/61 (of redline version 5.4)	Clause number	Amendment
57	39	New clause 29.2	The insertion of a new clause 29.2 immediately following clause 29.1, which shall read as follows: " <i>The Company will pay all the expenses reasonably incurred by the social and ethics committee, including, if the social, ethics and transformation committee considers it appropriate, the costs or the fees of any consultant or specialist engaged by the committee in the performance of its functions.</i> "
58	40	New clause 30.1 (existing clause 28.1)	The deletion of the reference to " <i>clause 28</i> " contained therein and the substitution thereof with " <i>clause 30</i> ".
59	40	New clause 30.3 (existing clause 28.3)	The deletion of the reference to " <i>clause 28</i> " contained therein and the substitution thereof with " <i>clause 30</i> ".
60	39	New clause 30.5.4 (existing clause 28.5.4)	The deletion of the references to clauses " <i>28.5.2</i> " and " <i>28.5.3</i> " contained therein and the substitution thereof with new clause references as follows: " <i>30.5.2</i> " and " <i>30.5.3</i> " respectively.
61	40	New clause 30.5.5 (existing clause 28.5.5)	The deletion of the references to clauses " <i>28.5.2</i> " and " <i>28.5.3</i> " contained therein and the substitution thereof with new clause references as follows: " <i>30.5.2</i> " and " <i>30.5.3</i> " respectively.
62	41	New clause 30.5.6 (existing clause 28.5.6)	The deletion of the reference to " <i>clause 28.5</i> " contained therein and the substitution thereof with " <i>clause 30.5</i> ".
63	41	New clause 30.7.1 (existing clause 28.7.1)	The deletion of the reference to " <i>clause 28</i> " contained therein and the substitution thereof with " <i>clause 30</i> ".
64	42	New clause 31.1 (existing clause 29.1)	The deletion of clause 31.1 in its entirety and the substitution thereof with the words " <i>The chairperson of the Board or a Director authorised by the Board -</i> ".
65	43	New clause 31.10.1 (existing clause 29.10.1)	The deletion of the reference to " <i>clause 28</i> " contained therein and the substitution thereof with " <i>clause 30</i> ".
66	44	New clause 33.1.3.1 (existing clause 31.1.3.1)	The insertion of the word " <i>and</i> " at the end of clause 33.1.3.1.

Annexure A – Proposed Amendments to the Company’s Mol (Special Resolution 3) *continued*

Number	Page number/61 (of redline version 5.4)	Clause number	Amendment
67	44	New clause 33.1.3.2 (existing clause 31.1.3.2)	The deletion of the reference to “ <i>clause 31.1.1</i> ” contained therein and the substitution thereof with “ <i>clause 33.1.1</i> ”.
68	44	New clause 33.1.3.2 (existing clause 31.1.3.2)	The deletion of the phrase “ <i>clause 31.1.2</i> ,” contained therein and the substitution thereof with “ <i>clause 33.1.2</i> .”
69	44	New clause 33.2 (existing clause 31.2)	The deletion of the reference to “ <i>clause 31.1.3</i> ” contained therein and the substitution thereof with “ <i>clause 33.1.3</i> ”.
70	44	New clause 33.3.1 (existing clause 31.3.1)	The deletion of the reference to “ <i>clause 31.1.3</i> ” contained therein and the substitution thereof with “ <i>clause 33.1.3</i> ”.
71	44	New clause 33.3.2 (existing clause 31.3.2)	The deletion of the references to “ <i>clause 31.1.3</i> ” and “ <i>clause 31.3.1</i> ” contained therein and the substitution thereof with “ <i>clause 33.1.3</i> ” and “ <i>clause 33.3.1</i> ” respectively.
72	44	New clause 33.3.3 (existing clause 31.3.3)	The deletion of the reference to “ <i>clause 31.1.3</i> ” contained therein and the substitution thereof with “ <i>clause 33.1.3</i> ”.
73	45	New clause 34.1.2 (existing clause 32.1.2)	The deletion of the reference to “ <i>clause 32.1.1</i> ” contained therein and the substitution thereof with “ <i>clause 34.1.1</i> ”.
74	45 and 46	New clause 34.1.2 (existing clause 32.1.2)	The deletion of the reference to “ <i>clause 32.1.1.4</i> ” contained in the hanging clause immediately following clause 34.1.2 and the substitution thereof with “ <i>clause 34.1.1.4</i> ”.
75	46	New clause 34.2 (existing clause 32.2)	The deletion of the reference to “ <i>clause 32.1.1.1</i> ” contained therein and the substitution thereof with “ <i>clause 34.1.1.1</i> ”.
76	47	New clause 37.1 (existing clause 35.1)	The deletion of the reference to “ <i>clause 35</i> ” contained therein and the substitution thereof with “ <i>clause 37</i> ”.

Annexure A – Proposed Amendments to the Company’s Mol (Special Resolution 3) *continued*

Number	Page number/61 (of redline version 5.4)	Clause number	Amendment
77	48	New clause 37.2.3.1.2 (existing clause 35.2.3.1.2)	The deletion of the reference to "clause 35.2.1" contained therein and the substitution thereof with "clause 37.2.1".
78	48	New clause 37.2.3.2 (existing clause 35.2.3.2)	The deletion of the reference to "clause 35.2.2" contained therein and the substitution thereof with "clause 37.2.2".
79	48	New clause 37.2.3.2.2 (existing clause 35.2.3.2.2)	The deletion of the reference to "clause 35.2.3.1" contained therein and the substitution thereof with "clause 37.2.3.1".
80	48	New clause 37.3.1 (existing clause 35.3.1)	The deletion of the references to clauses "35.2.2" and "35.2.3" contained therein and the substitution thereof with new clause references as follows: "37.2.2" and "37.2.3" respectively.
81	48	New clause 37.3.2.1.1 (existing clause 35.3.2.1.1)	The deletion of the reference to "clause 35.2.2" and the substitution thereof with "clause 37.2.2".
82	48	New clause 37.3.2.1.2 (existing clause 35.3.2.1.2)	The deletion of the reference to "clause 35.2.3" contained therein and the substitution thereof with "clause 37.2.3".
83	48	New clause 37.4 (existing clause 35.3.2.2)	The deletion of the reference to "clause 35.2.3.1" contained therein and the substitution thereof with "clause 37.2.3.1".

Annexure A – Proposed Amendments to the Company’s Mol (Special Resolution 3) *continued*

Number	Page number/61 (of redline version 5.4)	Clause number	Amendment
84	49	New clause 38 (existing clause 36)	The deletion of the following sentence: " <i>The Company is authorised to repurchase Securities as provided for and in accordance with the listings requirements of the JSE.</i> " and the substitution thereof with the following sentence: " <i>The Company is authorised to repurchase Shares and/ or Securities subject to the requirements, as applicable, of the listings requirements of the JSE and the Companies Act.</i> "
85	49	New clause 39.3 (existing clause 37.3)	The deletion of the reference to " <i>clause 37.2</i> " contained therein and the substitution thereof with " <i>clause 39.2</i> ".
86	49	Existing clause 38	The deletion thereof in its entirety.
87	53 and 58	Schedule 1 and Schedule 2	The deletion of the words " <i>Securities Services Act, 2004 (Act No. 36 of 2004)</i> " in its entirety and the substitution thereof with the words " <i>Financial Markets Act, 2012 (Act No. 19 of 2012)</i> " throughout Schedule 1 and Schedule 2.
88	56	Definition of "securities" in Schedule 1	The deletion of the phrase " <i>, debentures or other instruments</i> " contained therein and the substitution thereof with the words " <i>or debentures</i> ".



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