



ANGLOGOLD ASHANTI PLC
("AGA" or the "Company")

COMPENSATION AND HUMAN RESOURCES COMMITTEE CHARTER

1. INTRODUCTION

The Board of Directors (the "Board") of the Company has established the Compensation and Human Resources Committee (the "Committee") and has adopted this charter (this "Charter") of the Committee.

2. PURPOSE AND RESPONSIBILITIES

The purpose of the Committee is, among other things, to (1) carry out the responsibilities delegated by the Board relating to the review and determination of the compensation of executives (including the Chief Executive Officer (the "CEO") and members of the Executive Committee ("ExCom")), (2) approve or recommend, as applicable, compensation and incentive plans and programs, and (3) oversee the Company's human resources and development of human capital strategy.

The Committee shall seek to ensure that the Company structures its compensation plans, policies and programs as to attract and retain the best available personnel for positions of substantial responsibility within the Company, to provide incentives for such persons to perform to the best of their abilities for the Company and to promote the success of the Company's business. In reviewing and approving the Company's overall compensation program, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation and the most recent shareholder binding vote on the Company's Remuneration Policy.

3. MEMBERSHIP

The Committee will be composed of not less than three (3) Board members, absent a temporary vacancy. Each member shall be "independent" in accordance with applicable law, including the rules and regulations of the U.S. Securities and Exchange Commission (the "SEC") (including the independence requirements of the provisions of Rule 10C-1(b)(1) under the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act")) and the listing standards of the New York Stock Exchange ("NYSE"), taking into account such additional independence requirements specific to membership on the Committee as may be required by the listing standards of the NYSE. Committee members shall qualify as "Non-Employee Directors" for the purposes of Rule 16b-3 under the Exchange Act.

The members of the Committee shall be appointed by a majority vote of the independent directors on the Board from among its members, taking into consideration the recommendations of the Nominations and Governance Committee, and each member shall serve until such member's successor is duly appointed and qualified or until such member's resignation, removal by a majority vote of the independent directors on the Board, or death. The Chairperson of the Committee (the "Committee Chair") shall be designated by the independent directors on the Board.

Any member of the Committee may resign therefrom at any time by delivering a letter of resignation to the Chairperson of the Board (the "Board Chair") with a copy to the Company Secretary and the Committee Chair, if applicable; any resignation shall take effect at the time specified therein, or, if the time when it shall become effective is not specified therein, then it shall take effect immediately upon receipt by the Board Chair.

The primary management liaison for the Committee shall be the Chief People Officer or such other person as the Chief Executive Officer may appoint, in consultation with the Committee Chair.

4. AUTHORITY AND RESOURCES

The Committee shall have the authority to conduct or authorize investigations into or studies of any matters within the Committee's scope of responsibilities, including but not limited to a periodic survey of the executive compensation practices of comparable companies. The Committee may request that any director, officer or other employee of the Company, or any other person whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests, except when issues regarding their own compensation are discussed. The Committee may exclude from its meetings any persons it deems appropriate in order for it to fulfill its responsibilities.

The Committee may form and delegate authority to subcommittees as the Committee may deem appropriate in its sole discretion.

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The Committee has the right at any time to obtain advice, reports or opinions from internal and external counsel and advisors and has the authority to hire and terminate compensation consultants, independent legal, financial and other advisors (each, a “Compensation Advisor”) as it may deem necessary, at the Company’s expense as determined by the Committee, without consulting with, or obtaining approval from, any officer of the Company or the other members of the Board in advance.

Before selecting or receiving advice from a Compensation Advisor (other than, for the avoidance of doubt, in-house legal counsel), the Committee shall consider such factors as may be required by the listing standards of the NYSE or applicable rules of the SEC with respect to the independence of the Compensation Advisor.

Except as expressly provided in this Charter, the Company’s organisational documents, or as required by law, regulation or NYSE listing standards, the Committee shall set its own rules of procedure.

5. SPECIFIC DUTIES OF THE COMMITTEE

In discharging its duties, the Committee will:

5.1 General

- 5.1.1 Periodically review the Company’s Remuneration Policy. The Committee shall consider whether such policy articulates and gives effect to the Board’s goal of fair, responsible and transparent compensation and whether the Company’s long-term interests are being met, and recommend any changes to the Board.
- 5.1.2 Where the Committee considers amendments should be made to the Remuneration Policy or the Company is required to renew the Remuneration Policy as a matter of law, oversee the preparation of, and recommend to the Board for approval, the draft updated Remuneration Policy.

5.2 Compensation Plans

- 5.2.1 Review and make recommendations to the Board with respect to the adoption or amendment of equity compensation plans and programs that require shareholder approval.
- 5.2.2 Approve the adoption, amendment and termination of incentive compensation, equity-based compensation, retention, severance, deferred compensation and other compensation plans and programs for employees of the Company (and, to the extent appropriate, the subsidiaries of the Company) (collectively, “Compensation Programs”).
- 5.2.3 Oversee the implementation and administration of the Compensation Programs to ensure that these plans and programs are consistent with the Company’s general compensation philosophy, and determine the employees who will participate in these plans and programs. The Company may delegate its authority with respect to Compensation Programs to one or more officers of the Company as permitted by applicable law and the applicable plan or program, other than with respect to any director or any executive officer of the Company.

5.3 Executive Performance and Compensation

- 5.3.1 On an annual basis, (a) review and approve (or make recommendations to the Board regarding approval when appropriate) the Company’s goals and objectives relevant to the compensation of the CEO and the other senior executives of the Company; (b) evaluate the CEO’s and any executive director’s (collectively with the CEO, “Executive Directors”) performance and development, including in light of the foregoing goals and objectives, review its performance assessment with the independent directors, obtain the Board’s assessment of the Executive Directors’ performance and communicate the final performance assessment to the applicable Executive Director; (c) evaluate each other senior executive’s (other than the Executive Directors’) performance, including in light of the foregoing goals and objectives; (d) determine and approve (or make recommendations to the Board regarding approval when appropriate) each element of the Executive Directors’ compensation based on the foregoing evaluation (including base salary, annual and long-term compensation and equity compensation, as applicable); (e) review and approve (or make recommendations to the Board regarding approval when appropriate) each element of each senior executive’s (other than the Executive Directors) compensation based on the foregoing evaluation (including base salary, annual and long-term incentive compensation and equity compensation, as applicable); and (f) provide oversight of management’s decisions concerning the performance and compensation of other Company officers.
- 5.3.2 Satisfy itself as to the accuracy of data concerning the achievement of the Company’s goals and objectives underlying the compensation of the CEO and other senior executives of the Company.
- 5.3.3 Review and approve (or make recommendations to the Board regarding approval when appropriate) any employment agreements, consulting arrangements, severance or retirement arrangements or change-in-control agreements and similar provisions covering any current or former executive officer of the Company.



- 5.3.4 Review and approve any perquisites and other personal benefits provided to executive officers of the Company.
- 5.3.5 Review shareholder proposals relating to executive compensation matters and recommend to the Board the Company's response to such proposals.
- 5.3.6 Evaluate and make recommendations to the Board regarding any other disclosure required by the rules of the Exchange Act relating to compensation, including with respect to compensation consultants whose work has raised any conflict of interest.
- 5.3.7 Periodically determine stock ownership guidelines for the CEO and other senior executives of the Company and monitor compliance with such guidelines.
- 5.3.8 Develop, implement and maintain a clawback policy, oversee any such recovery efforts and oversee disclosures regarding the Company's clawback policy.
- 5.3.9 Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk.

5.4 Compensation Reporting

- 5.4.1 Oversee the preparation of, and recommend to the Board for approval, the Directors' Remuneration Report (including a summary of the Company's Remuneration Policy and how it will be implemented for the upcoming financial year) to be included in the Company's UK Annual Report and any related disclosure.
- 5.4.2 Consider and discuss with the Board the results of the most recent non-binding advisory shareholder vote on executive compensation and the most recent shareholder binding vote on the Company's Remuneration Policy.
- 5.4.3 In consultation with senior management of the Company, oversee regulatory compliance with respect to compensation matters.

5.5 Human Resources and Capital Management

- 5.5.1 Review, oversee and, where appropriate, approve the Company's human resources policies and strategies aimed at supporting the attainment of the Company's global objectives and achieving a globally competitive workforce.
- 5.5.2 Assist the Board in, implementing strategies to retain key skills, and promoting an environment free of discrimination.
- 5.5.3 Promote an organisational culture which affords all employees development opportunities to help them achieve their optimal levels of career development in the course of their employment with the Company.
- 5.5.4 Discuss with management the Company's diversity, equity and inclusion ("DEI") strategy, including the Company's goals, objectives, opportunities, resources and initiatives related to DEI.
- 5.5.5 Ensure that there is a Company-wide focus on the gender pay gap and that the Company both monitors and implements fair and transparent practices to achieve pay parity.

5.6 Engagement with Shareholders

- 5.6.1 In addition, the Committee Chair should be available for engagement with shareholders on significant matters related to the Committee's areas of responsibility.

6. MEETINGS

The Committee shall meet in person or remotely at least once quarterly, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or the Committee Chair. The Committee Chair, in consultation with the other members of the Committee, will set the dates, times and places of such meetings. A quorum of the Committee for the transaction of business will be a majority of its members. When more than two members are present, the act of a majority of such members at a meeting at which a quorum exists shall constitute the act of the Committee. When only two members are present and constitute a quorum, the unanimous vote of the two members shall constitute the act of the Committee. Any Committee member may be excused from a meeting to permit the remaining members of the Committee to act on any matter in which such member's participation is not appropriate, and such member's absence will not destroy the quorum for purposes of acting on such matter.

The Committee Chair, in consultation with the Committee members and members of management, will determine the frequency and length of Committee meetings and develop the Committee's agenda. The Committee shall maintain written minutes of its meetings, which will be filed with the meeting minutes of the Board. The Committee will report to the Board from time to time with respect to the activities of the Committee, including after each meeting of the Committee.



Members of the Committee may participate in any meeting by means of telephone or video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

7. REVIEW

The Committee shall review its own performance and reassess the adequacy of this Charter on an annual basis, and submit its evaluation, including any recommendations for change, to the full Board for review, discussion and approval.

8. COMPENSATION

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board. Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board of the Company or any subsidiary thereof or any committee of the Board.