



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

**NOMINATIONS AND GOVERNANCE COMMITTEE CHARTER**

**1. INTRODUCTION**

The Board of Directors (the "Board") of the Company has established the Nominations and Governance 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) consider and report periodically to the Board on matters relating to the identification, selection, qualification, recruitment and retention of Board members and candidates nominated to the Board, (2) advise and make recommendations to the Board with respect to corporate governance matters, including Board size, composition and structure, (3) oversee an annual evaluation of the Board and its committees and (4) oversee succession planning for the Company's senior executive officers.

**3. MEMBERSHIP**

The Committee will be composed of not less than two (2) 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") and the listing standards of the New York Stock Exchange ("NYSE").

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 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, the resignation shall take effect immediately upon receipt by the Board Chair.

The primary management liaison for the Committee shall be the Chief Legal 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. The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any persons it deems appropriate in order for it to fulfill its responsibilities.

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 search firms, independent legal, financial and other advisors 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.

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

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:

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## 5.1 Board and Committee Membership

- 5.1.1 Regularly review the Board's structure, size, composition, operations, performance and effectiveness and make recommendations to the Board with regard to any adjustments deemed necessary or appropriate based on the criteria outlined in this Charter, current best practices in corporate governance and any other factors the Committee deems appropriate.
- 5.1.2 Determine and periodically review with the Board the criteria and qualifications for membership, which include whether the candidate:
- 5.1.2.1 Is independent pursuant to the listing standards of the NYSE;
  - 5.1.2.2 Is accomplished in his or her field and has a reputation, both personal and professional, that is consistent with the image and reputation of the Company;
  - 5.1.2.3 Is financially literate in accordance with the listing standards of the NYSE. The Committee also will determine if a candidate satisfies the criteria for being an "audit committee financial expert", as defined by the SEC;
  - 5.1.2.4 Has other relevant attributes, including with respect to: personal and professional experience; skills; expertise; race, ethnicity, gender, sexual orientation, age, education and cultural background; time availability in light of other commitments; and dedication;
  - 5.1.2.5 Would enhance the diversity of the Board in terms of the aforementioned criteria;
  - 5.1.2.6 Has knowledge of the Company and issues affecting the Company, including, among other things, environmental, social and governance matters;
  - 5.1.2.7 Has knowledge and understanding of technology and its practical applications to business operations, including, but not limited to, information technology and cybersecurity;
  - 5.1.2.8 Is committed to enhancing shareholder value;
  - 5.1.2.9 Fully understands, or has the capacity to fully understand, the legal responsibilities of a director and the governance processes of a public company;
  - 5.1.2.10 Is of high moral and ethical character and would be willing to apply sound, objective and independent business judgment and to assume broad fiduciary responsibility;
  - 5.1.2.11 Has, and would be willing to commit, the required hours necessary to discharge the duties of Board membership;
  - 5.1.2.12 Has any interlocking relationships or conflicts of interest;
  - 5.1.2.13 Is able to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company; and
  - 5.1.2.14 Is able to suggest business opportunities to the Company.
- 5.1.3 Make recommendations to the Board with respect to determinations of director independence.
- 5.1.4 Have responsibility for identifying, screening and recommending candidates for Board membership and recommend such individuals to the Board to be presented for shareholder approval at the annual meeting or for appointment by the Board to fill a vacancy.
- 5.1.5 Receive and review shareholder recommendations for director candidates.
- 5.1.6 Review all nominations for re-election of directors and report to the Board regarding the results of such review.
- 5.1.7 Consider annually the eligibility for re-election of directors.
- 5.1.8 Review any resignations submitted by directors to the Board and recommend to the Board whether to accept or reject such resignations.
- 5.1.9 Review the structure, size and composition of the committees of the Board and recommend to the Board for its approval directors to serve as members and chair of each committee. In recommending a director for appointment to a committee, the Committee shall consider any required qualifications as set forth in the committee's charter, the needs of the committee in light of its purpose and responsibilities and the existing composition of the committee, the benefits of periodic rotation of committee members and any other factors the Committee deems appropriate.
- 5.1.10 Review the continued appropriateness of Board membership in the event that a director whose business or professional affiliations or responsibilities have changed from the time they were first elected to the Board (due to retirement, resignation or otherwise) volunteers to resign from the Board if such change could materially adversely affect the director's service on the Board and decide whether to accept or reject such resignation.
- 5.1.11 Review directors' notifications of invitations to serve on the board of another public company or an appointment



to serve on the audit committee or compensation committee of another public company board.

- 5.1.12 Formalise the appointment of Board members through the execution of an agreement between the Company and such Board members.

## **5.2 Succession Planning**

- 5.2.1 Ensure that formal succession plans for the Board, Chief Executive Officer, Chief Financial Officer and any other senior executive officers deemed appropriate by the Committee are developed, implemented and reviewed periodically to provide for long-term succession and succession in emergency situations.
- 5.2.2 Identify and recommend to the Board a replacement for the Chief Executive Officer, Chief Financial Officer and other senior executive officers when necessary or appropriate.

## **5.3 Board Performance Evaluation and Development**

- 5.3.1 Coordinate the annual performance evaluation of the Board and its committees to determine whether they are functioning effectively and meeting their objectives and goals, including by reviewing the self-assessments of the other committees. The Committee shall solicit comments from all directors, senior executive officers and any other persons it deems appropriate.
- 5.3.2 Coordinate the annual performance evaluation of management (including the Company Secretary).
- 5.3.3 Ensure the implementation of action plans emanating from such annual performance evaluations.
- 5.3.4 Develop and oversee the formal induction programme for new directors as well as the development and implementation of continuing professional development programmes for existing directors and mentorship of inexperienced directors.

## **5.4 Corporate Governance**

- 5.4.1 Advise the Board periodically with regard to significant developments in the law and practice of corporate governance, as well as the Company's compliance with applicable laws and regulations, and make recommendations to the Board on all matters of corporate governance and on any remedial action to be taken.
- 5.4.2 Periodically review the Company's corporate policies and recommend any proposed changes to the Board for approval.
- 5.4.3 Periodically collect and review with the Board information regarding the diversity of the Board members.
- 5.4.4 Periodically review and recommend to the Board proposed changes to the Company's organisational documents.
- 5.4.5 Review shareholder proposals relating to corporate governance matters and recommend to the Board the Company's response to such proposals.
- 5.4.6 Review and approve all disclosures pertaining to corporate governance in the Company's Annual Report on Form 20-F, the Company's UK Annual Report (including in particular, but without limitation, the Directors' Report contained therein) and any other reports that are publicly disclosed.

## **5.5 Other**

- 5.5.1 Periodically review and recommend director compensation for service on the Board and Board committees to the Board, subject to full discussion and approval by the Board, and recommend any changes to the Board.
- 5.5.2 Consider and recommend to the Board for approval additional policies relating to the Committee's mandate as set out in this Charter.

## **6. MEETINGS**

The Committee shall meet in person or remotely at least twice annually, 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.

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