

# FORM OF PROXY

To be completed by certificated shareholders and dematerialised shareholders with 'own name' registration only



**HARMONY GOLD MINING COMPANY LIMITED**

Incorporated in the Republic of South Africa

Registration number: 1950/038232/06 (Harmony or Company)

JSE share code: HAR

NYSE share code: HMY

ISIN code: ZAE 000015228

For completion by registered members of Harmony who are unable to attend the annual general meeting of the Company to be held at the Hilton Hotel, 138 Rivonia Road, Sandton, Johannesburg, South Africa (see map on inside back cover), on Monday, 23 November 2015 at 11:00 (SA time) or at any adjournment thereof.

I/We (please print names in full)	
of (address)	
being the holder/s of	shares in the company, do hereby appoint:
1	or, failing him/her
2	or, failing him/her

the chairman of the annual general meeting, as my/our proxy to attend, speak and, on a poll or ballot, vote on my/our behalf at this annual general meeting of members or at any adjournment, and to vote or abstain from voting as follows on the ordinary and special resolutions to be proposed at such meeting:

	FOR	AGAINST	ABSTAIN
1. Ordinary resolution 1: To re-elect Fikile De Buck as a director			
2. Ordinary resolution 2: To re-elect Modise Motloba as a director			
3. Ordinary resolution 3: To re-elect Patrice Motsepe as a director			
4. Ordinary resolution 4: To re-elect Joaquim Chissano as a director			
5. Ordinary resolution 5: To re-elect John Wetton as a member of the audit and risk committee			
6. Ordinary resolution 6: To re-elect Fikile De Buck as a member of the audit and risk committee			
7. Ordinary resolution 7: To re-elect Simo Lushaba as a member of the audit and risk committee			
8. Ordinary resolution 8: To re-elect Modise Motloba as a member of the audit and risk committee			
9. Ordinary resolution 9: To re-elect Karabo Nondumo as a member of the audit and risk committee			
10. Ordinary resolution 10: To reappoint the external auditors			
11. Ordinary resolution 11: To approve the remuneration policy			
12. Ordinary resolution 12: General authority to issue shares for cash			
13. Ordinary resolution 13: Amendments to the share plan			
14. Special resolution 1: To approve non-executive directors' remuneration			
15. Special resolution 2: Financial assistance to related and inter-related companies			

Please indicate with an 'X' in the appropriate spaces above how you wish your vote to be cast. If no indication is given, the proxy may vote or abstain as he/she sees fit.

Signed at 2015	this	day of
Signature		
Assisted by me, where applicable (name and signature)		

Completed forms of proxy must be lodged with Link Market Services South Africa Proprietary Limited by no later than 11:00 on **Thursday, 19 November 2015**.

**Please read the notes and instructions on the reverse side.**

# NOTES

1. A form of proxy is only to be completed by those ordinary shareholders who are:
  - registered holders of ordinary shares in certificated form; or
  - holders of dematerialised shares of the Company in their own name.
2. If you have already dematerialised your ordinary shares through a central securities depository participant (CSDP) or broker and wish to attend the annual general meeting, you must request your CSDP or broker to provide you with a letter of representation or instruct your CSDP or broker to vote by proxy on your behalf in terms of the agreement entered into between yourself and your CSDP or broker.
3. A member may insert the name of a proxy or the names of two alternative proxies of the member's choice in the space provided. The person whose name stands first on the form of proxy and who is present at the annual general meeting of shareholders will be entitled to act to the exclusion of those whose names follow.
4. On a show of hands, a member of the Company present in person or by proxy will have one (1) vote irrespective of the number of shares he/she holds or represents, provided that a proxy will, irrespective of the number of members he/she represents, have only one (1) vote. On a poll, a member who is present or represented by proxy will 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 him/her bears to the aggregate amount of the nominal value of all the shares issued by the Company.
5. A member's instructions to the proxy must be indicated by inserting the relevant numbers of votes exercisable by the member in the appropriate box. Failure to comply will be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he/she deems fit in respect of all the member's votes exercisable. A member or the proxy is not obliged to use all the votes exercisable by the member or by the proxy, but the total of votes cast and in respect of which abstention is recorded may not exceed the total of votes exercisable by the member or by the proxy.
6. Forms of proxy (enclosed) must be dated and signed by the shareholder appointing a proxy and must be received at the offices of the transfer secretaries, Link Market Services South Africa Proprietary Limited, 13th Floor, Rennie House, 19 Ameshoff Street, Braamfontein, Johannesburg, 2001 (PO Box 4844, Johannesburg, 2000, fax number: +27 86 674 2450, email: meetfax@linkmarketservices.co.za) by no later than 11:00 (SA time) on **Thursday, 19 November 2015**.
7. Completing and lodging this form of proxy will not preclude the relevant member from attending the annual general meeting and speaking and voting in person to the exclusion of any proxy appointed in terms hereof.
8. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity or other legal capacity must be attached to this form of proxy, unless previously recorded by the transfer secretaries or waived by the chairman of the annual general meeting.
9. The completion of blank spaces overleaf need not be initialled. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
10. Despite the foregoing, the chairman of the annual general meeting may waive any formalities that would otherwise be a prerequisite for a valid proxy.
11. If any shares are jointly held, all joint members must sign this form of proxy. If more than one of those members is present at the annual general meeting either in person or by proxy, the person whose name appears first in the register will be entitled to vote.