

# Vaal River Operations

## Mining Charter Report: 2013

Date of Submission: 31 March 2014

### Vaal River Operations Mining Rights:

- 12/2009MR (DMR Reference Nr: NW30/5/1/1/2/016MR) (Vaal River Operations: Moab Khotsong, Great Nologwa and Kopanang mines) (A Section 102 Application has been submitted on 28 May to incorporate the newly acquired Mine Waste Solutions into this Mining Right)
- 05/2008MR (DMR Reference Nr: NW30/5/1/2/2/04MR) (Edom and Kleinfontein)
- 80/2007MR (DMR Reference Nr: NW30/5/1/2/2/15MR) ("Moab Extension")

### New Order Mining Right:

- A portion of the Farm Altona 50HP (02/2010 PR (NW/30/5/1/1/2/10039MR). A section 102 Application has been submitted on Monday, 18 February 2013 to incorporate the Altona mining right area into the Grootdraai Mining Right. Once the Section102 has been granted, the Altona Mining Right will be withdrawn.

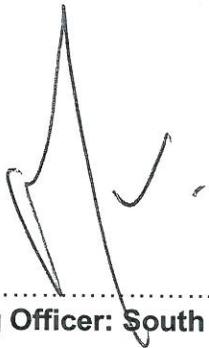


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28 March 2014

I, **Mike O'Hare**, the Chief Operating Officer, South Africa Region of AngloGold Ashanti Limited (Company), undersigned and duly authorized thereto by AngloGold Ashanti Limited, confirm that all information contained in this Mining Charter report for 2013 in is true and reflective of the AngloGold Ashanti's, South African Region's performance for 2013.

Signed at Johannesburg on 28 March 2014.



Signature: .....  
**Chief Operating Officer: South Africa Region**



## A. CONTEXT AND BACKGROUND

As was reported in the 2011 Social and Labour Plan Report the company submitted its Vaal River Operations Social and Labour Plan (SLP), as outlined below on 27 August 2010. The delay in the submission was due to the fact that during 2010, the Mining Charter was in the process of being reviewed by the government and relevant stakeholders, and it was envisaged that this process would be concluded during the first half of the year. Unfortunately, this was not the case and the Amended Mining Charter was only gazetted in September 2010, a few weeks after the submission of the above-stated SLP.

On 10 May 2011, the company received a letter from the DMR NW (North West Province) Regional Manager with respect to its application for “Farm Grootdraai” (ML 15/2000), directing it to reconsider some of the provisions of the above stated Social and Labour Plan. This precipitated a process of consultations with the NW DMR, unions and municipalities of Matlosana (operational area), Moqhaka (host communities) and OR Tambo (Labour sending area), aimed at reviewing the above-stated SLP in line with the DMR directive and agreement was reached during the consultation process with all the stakeholders. This resulted in the Revised SLP as submitted to the DMR on 16 November 2011.

The abovementioned consultations resulted in the company substantially increasing its financial provisions, taking into account the DMR’s directive and recommendations, in particular the recommendation that if “Farm Grootdraai” and Altona have to form part of the VR SLP, it would have to increase its financial provisions parallel to the above review of the SLP.

The company has subsequent to the submission of the abovementioned Revised SLP, engaged with the DMR to get guidance on the SLP Implementation Plan. These resulted in the parties reaching the understanding that issues raised by the DMR subsequent to the submission of the abovementioned SLP, will be dealt with in the abovementioned Implementation Plan due for submission together with the 2011 SLP Report.

On the 24 July 2012 the company again received another letter similar to the one it received on 10 May 2011. The company was of the view that the DMR was frustrating its efforts to implement its Social and Labour Plan projects by continuously moving the goals posts and therefore escalated its grievances in this regard to the office of the Deputy Minister of Mineral resources. A meeting between the parties including the Director of Mineral Regulations was held at the office of the Deputy Minister on 21 August 2012 facilitated by the Head of Department at that office. The parties agreed on the way forward to finalising the Social and Labour Plan which included further consultations with the Matlosana Municipality on the new projects that would replace that the DMR NW office had rejected namely; the James Motlatsi Stadium, Hawkers Shelter and the upgrading of the Market Hall. To this end the company embarked on another process of consultations with the Matlosana Municipality which was concluded on 9 November 2012 when the parties agreed on the replacement projects namely the Swimming Pool in Tigane, The School Sports facilities in Tigane, the Sanitation project in Khuma and Kanana and the Township/ land development in Khuma. The company subsequently forwarded the signed agreement between itself and the Matlosana Municipality to the DMR. On the 5th December 2012 the DMR informed the company in writing that it’s Social and Labour Plan would be approved provisional to it submitting an updated Social and Labour Plan. The above stated DMR letter also gave permission to the company to proceed with the implementation of its Social and Labour Plan projects.

The company submitted the Revised VR SLP to the DMR offices on the 5 March 2013 and the SLP was then approved and registered at the Mining Titles office on 10 October 2013. This also resulted in the granting of the Mining Right Grootdraai.

The above stated prolonged process leading to the approval of the Social and Labour Plan has led to the delay in the execution of the company’s LED projects. However the company had through its Social and Institutional Fund and its Enterprise Development Fund continued to discharge its social responsibility by continuing to support financially and otherwise the NGOs and SMMEs in Matlosana, Moqhaka and Labour Sending Areas in particular, the OR Tambo District Municipality. Also, the company has, as reported in 2011, already put in place structures, plans, processes and mechanisms that would enable it to deliver all its committed projects from 2010 beginning

2013 once the approval was given to it by the DMR. Now that the DMR has officially approved the company's Social and Labour Plan, we are confident that all projects committed in the Social and Labour Plan would be delivered as contained in the Implementation Plan and Schedule as submitted to the DMR in the 3<sup>rd</sup> quarter of 2013. For example, the Sonata Junior Primary School project at Libode in the Eastern Cape was handed over at the launch by the Ministers of Minerals and Basic Education on 3 April 2013 and the Vaal River Technical High School Science Laboratory and Computer Center were completed and handed over to the School Management. We have also completed the building of 5 additional classrooms at Vuyani Mawethu Secondary School, 4 additional classrooms at Thea Merafe Primary School, and 5 additional classrooms at Are- Bokeng Primary School which are ready to be officially handed over to the beneficiaries in the 2<sup>nd</sup> quarter of 2014.

During 2013, the company held the Mandating and Implementation Committee meetings with the Matlosana and OR Tambo Municipalities to sign off on the SLP Projects Implementation Schedules. Community Briefing Sessions were held with local NGOs, SMME's and NPOs in Matlosana and OR Tambo during the course of June 2013. The Future Forum meeting with all the recognised unions to brief them of the progress with regards to the SLP projects and programs was held on the 21 June 2013. On 28 May 2013, the company submitted a Section 102 for Ministerial consent to incorporate the newly acquired Mine Waste Solution into the Vaal River Mining Rights (including amendments to the Environmental Management Programme (EMP) and Mine Works Programme (MWP)). The Section 102 required an amendment to the SLP, and this portion of the Section 102 was submitted on 12 December 2013. The company is awaiting final approval of this amendment.

The Company held **Special Mandating Committee** meetings on 29 October and 20 November 2013 with OR Tambo District Municipality and Matlosana Local Municipality, respectively, at which the parties agreed to alternative projects to replace those that have been found not feasible to be implemented by December 2014 as per the 2010-2014 SLP and additional project/funding for Mine Waste Solution (MWS) in support of **AGA's MPRDA Section 102 Mining Rights** application lodged with the Department of Mineral Resources (DMR). This led to the company's application in terms of **Section 102 and Regulation 44 (of the MPRDA)** for amendments to the approved Social and Labour Plan for AngloGold Ashanti Vaal River Operations to be lodged at the North West DMR offices on 12 December 2013.

Much as the above stated consultation process delayed the implementation of the local economic development projects, it has had positive spin offs in the sense that it has fostered a relationship based on trust between the company, the DMR, Labour, NGO's, SMMEs, and the Municipalities which would enable the projects to be implemented smoothly as well as paving the way for the smooth SLP approval process into the future.

Finally it should be noted that the company's South African Regional Offices have moved to the West Wits area near the TauTona operations in the Carletonville area.

## B. EXECUTIVE SUMMARY

The following are the salient points in this report as they relate to the company's progress towards achieving its Mining Charter (MC) obligations of this reporting period:

**1. Reporting** – The company submitted its 2012 Annual Report to the DMR on the 28th March 2013. This report was externally audited by Ernst & Young Inc.

**2. Ownership** – The company has achieved 26.8% HDSA ownership as at the end of December 2013.

**3. Housing and Living Conditions** – At the end of the reporting period, 100% of the Vaal River (VR) Operations residences were converted into single accommodation against the Mining Charter target of 75%, and 100% of the residences were also converted into family units against the Mining Charter target of 75% during the reporting period. With respect to Home Ownership the company (at Chamber of Mines level) and organised labour reached an agreement on the Home Ownership Scheme which is now in the process of being implemented. With respect to nutrition, the Chamber of Mines Research Organisation (COMRO) report was used as a guide in terms of the dietary requirements.

**4. Procurement and Enterprise Development** – At the end of December 2013, the VR Operations achieved 67% on Capital Goods against the 2013 Mining Charter target of 30%, 54% against the MC target of 40% for "Consumable Goods" and 59% on Services against the MC target of 60%. It is also worth noting that our Procurement is centralised and splitting it into West Wits and Vaal River as directed by the DMR, results in actuals for the region that are exclusive of the central spend. It is therefore our view that the SA Regional numbers are the better reflection of our performance.

Thus, as much as the Vaal River did not achieve its target 2013 of 60% on Services, it is worth noting that as a Region we have improved our performance in this regard from 43% in 2012 to 57% by end of 2013. This huge improvement is attributed to a concerted effort by the company to encourage all suppliers to comply with the Mining Charter requirements. As reported previously the misalignment between the Mining Charter and the BBBEE Code presents the company with the challenge as certain companies are rated highly in terms of their BEE status in accordance with the BBBEE Code even if their ownership status is below the 26% required by the Mining Charter. This obviously poses a risk that the company may not achieve the Mining Charter target of 70% on Services by 2014 despite all its efforts aimed at achieving such a target.

**5. Employment Equity (EE)** – The VR Operation progressed well towards the achievements of the 2013 annual targets as set by the revised Mining Charter with the exception of Senior Management level. An overall of 31.3% at Senior Management level was achieved against the annual target of 35%. The Senior Management level remains a concern and the company has put steps to achieve the 40% target by end 2014. The Vaal River Operation has already met its 2014 targets at Middle Management level, Junior Management level, female representation and, core and critical skills.

The SA Region workforce profile has declined in the last quarter of 2013 due to restructuring in accordance with the operational requirements of the business. However, the company has taken cognisance of the transformation commitments during this process, and is confident that it will meet all its Mining Charter targets with respect to employment equity. Vaal River Operation adheres to the guidelines with respect to Women in Mining as set in the Mining Charter by committing to a baseline of 10% women representation by 2014. The Vaal River Operation has exceeded the 10% target by achieving 15.4% of female representation in the workforce as at the end of December 2013.

**6. Human Resources Development (HRD)** – The company has done exceptionally well in terms of implementation of its Community Human Resources Development Programmes (CHRDP), in particular the Bursaries, Internships and Portable Skills to the Host and major Labour Sending Areas. These programmes have been highly valued by all stakeholders especially the beneficiaries.

However, in the areas of ABET, In Service Bursaries and National Certificate Vocational (NCV), we have been unable to achieve the 2013 targets. With respect to ABET there was over planning due to the inaccurate data contained in the Form Q as many of the employees' qualifications were not correctly captured. This has since been rectified and the plan changed accordingly. With respect to In Service Bursaries fewer than planned nominations were received primarily due to the restructuring that took place at management level. However this has been offset by a large number of employees (264 of which 89% are HDSAs) who are studying at Institutions of Higher Learning on a part time basis through our Study Assistance Scheme. With regards to NVCs, we continued to get less than planned applications in spite of all the efforts we put to try and attract candidates into this programme. A MPRDA Section 102 application will be lodged with the DMR in the 1<sup>st</sup> quarter of 2014 to amend the targets/plans of the above mentioned programmes in the SLP.

The Vaal River expenditure as a percentage of the total annual payroll as at end December 2013 was 6.70% against the Mining Charter target of 4.5%, mainly due to additional financial provision for the CHRDP aimed at alleviating youth unemployment in our Host and Labour Sending Areas.

**7. Mine Community Development** – Much as the delay in the approval of the SLP by the DMR led to the backlog in terms of implementation of the Local Economic Development (LED) projects, the company was able to deliver on many of the projects as contained in the SLP primarily due to the positive relationship between it and the DMR which enabled us to start with the projects whilst awaiting for the official approval of the SLP from the DMR. To this end we have been able to deliver the following projects during this reporting period- the Sonata Primary School in Libode-Eastern Cape, where we built 6 classrooms, an administration block and a block of toilets.

We have also completed the building of 5 additional classrooms at Vuyani Mawethu Secondary School in Khuma, 4 additional classrooms at Thea Merafe Primary School in Jouberton, and 5 additional classrooms at Are- Bokeng Primary School in Kanana, all of which will be officially handed over to the Management of the Schools in the 2<sup>nd</sup> quarter of 2014. The other critical development has been the agreement in principle that has been reached between the Jobs Fund and the company with respect to co-funding on matching basis of the three Business Development Parks, i.e Matlosana, Merafong and OR Tambo District Municipality. It is envisaged that the parties will sign and launch this project early in the 2<sup>nd</sup> quarter of 2014 for OR Tambo with the Merafong and Matlosana to follow in quarter two and three respectively.

We are also on track with respect to the remaining LED projects, save for those which the company and the municipalities have agreed to change namely, the Township/Land Development Project and the Sanitation whose budgets will be deployed to the Botshabelo Clinic project in Khuma, the Solid Waste Management System Project and the Mine Waste Solutions Project (pending approval of the SLP by the DMR) whose budgets will be redeployed to the Agriculture project, the Swimming Pool and School Facility project in Tigane will be combined into a single project to be built at the new Community Sports Complex. The other projects to be extended to the 2015-2019 SLP cycle will be the Urban Planning and Formalisation of Non-Urban AGA Land & Property Holdings, Business Development Parks (Matlosana and OR Tambo) and the Meat Processing Plant. To this end a Section 102 application to amend the SLP was lodged with the office of the DMR on 12 December 2013.

The company has also implemented its Stakeholder and Communication strategies resulting in it having structured relationships with the Matlosana Local Municipality and OR Tambo District Municipality. The Mandating and Implementing Committees established in terms of the MOUs have enabled the parties to meet on a quarterly basis to deal with SLP projects implementation and other community related issues. We have also introduced the Sustainable Development Projects 2012-2013 Community Report (attached to this report), which was distributed on the 30<sup>th</sup> of May at the COO Community Briefing in Matlosana and at subsequent briefings by the SVP Sustainability in OR Tambo. This report was also distributed at all the subsequent SLP project launches and Quarterly engagements with all stakeholders.

**8. Sustainable Development and Growth** – With respect to **Environment Management** the company revised and resubmitted its Environmental Management Programme (EMP) during the fourth quarter of 2011 following the DMR’s comments on the initial submissions made in 2009. The DMR approved the revised Vaal River EMP during the 1st Quarter 2012. With respect to **Health and Safety** commitments, the company also complied with the commitments in the Mining Industry Tri-Partite Action Plan on Health and Safety.

**9. Beneficiation** – The status as reported in 2012 remains the same and we await further guidance from the pending MPRDA Amendment Bill.

**10. Definition of “employee”** – In the engagements with the DMR, it was brought to the attention of the company that the MPRDA’s definition of an “employee” includes those of contractors. An Action Plan has been put in place to engage with the major contractors on how they will have to comply with the relevant pillars of the SLP and submit their reports to the company on an annual basis, beginning end of 2012, for inclusion in the company’s Annual Reports to the DMR. This process is ongoing.

**11. Assurance** – This report was externally audited by Ernst & Young Inc.

## Mining Charter Scorecard

The table below indicates Vaal River operations progress as at end of the 2013 reporting period as per the Scorecard for the Broad-Based Socio-Economic Empowerment Charter for the South African Mining Industry:

|   | Element   | Description   | Measure  | 2014 MC Compliance Targets  | Progress Achieved By  |                             |                             |                             |
|---|---|---|--|---|---|-----------------------------|-----------------------------|-----------------------------|
|   |   |   |  |   | 2010 Actual   | 2011 Actual                 | 2012 Actual                 | 2013 Actual                 |
| 1 | <b>Reporting</b>                                | Has the company reported the level of compliance with the charter for the calendar year                 | Documentary proof of receipt from the department   | End March   | 100%  | 100%                        | 100%                        | 100%                        |
| 2 | <b>Ownership</b>                                | Minimum target for effective HDSA ownership   | Meaningful economic participation  | 26% by 2014   | 26%   | 26,8%                       | 26,8%                       | 26,8%                       |
|   |   |   | Full shareholder rights  | 26% by 2014   | 26%   | 26,8%                       | 26,8%                       | 26,8%                       |
| 3 | <b>Housing and living conditions</b>            | Conversion and upgrading of hostels to attain the occupancy rate of one person per room.                | Percentage reduction of occupancy rate towards 2014 target.  | Occupancy rate of one person per room                                   | 29%   | 46%                         | 64%                         | 100%                        |
|   |   | Conversion and upgrading of hostels into family units   | Percentage conversion of hostels into family units against units available for conversion  | Family units established  | 40%*  | 70%*                        | 80%                         | 100%                        |
|   |   | Home Ownership  | Implement initiatives to facilitate home ownership e.g. preference surveys, advice on purchasing homes, training on benefits of home ownership | Facilitate home ownership for all mine employees, with organised labour | The company (at Chamber of Mines level) and organised labour reached an agreement on the Home Ownership Scheme which is now in the process of being implemented. Pilot project has been given Board approval. Financial institution and developer have been identified and appointed. Town Planning process in progress. House designs and layouts being finalized with all stakeholders. |                             |                             |                             |
| 4 | <b>Procurement &amp; Enterprise Development</b> | Procurement spent from BEE entity   | Capital goods  | 40%   | 39%   | 39%                         | 34%                         | 67%                         |
|   |   |   | Services   | 70%   | 29%   | 39%                         | 46%                         | 54%                         |
|   |   |   | Consumable goods   | 50%   | 40%   | 52%                         | 53%                         | 59%                         |
|   |   | Multi-national suppliers contribution to the social fund<br><b>(New requirement of revised charter)</b> | Annual spend on procurement from multi-national suppliers  | 0.5% of procurement value   | Awaiting the DMR's guidance   | Awaiting the DMR's guidance | Awaiting the DMR's guidance | Awaiting the DMR's guidance |
| 5 | <b>Employment Equity</b>                        | Diversification of the workplace to reflect the country's demographics to attain competitiveness.       | Top Management (F Band)  | 40%   | 25% **  | 40% **                      | 40%                         | 37.5%                       |
|   |   |   | Senior Management (E Band)   | 40%   | 22.20 %   | 26.4% <sup>1</sup>          | 32.1%                       | 31.3%                       |
|   |   |   | Middle Management (D Band)   | 40%   | 35%   | 43.4% <sup>2</sup>          | 46.7%                       | 47.4%                       |
|   |   |   | Junior Management (C Band)   | 40%   | 48.5%   | 52.6% <sup>3</sup>          | 53.2%                       | 53.1%                       |
|   |   |   | Core Skills  | 40%   | 49.0% **  | 52.3%                       | 52.4%                       | 51.4%                       |

|   | Element                           | Description   | Measure  | 2014 MC Compliance Targets  | Progress Achieved By  |  |  |  |
|---|-----------------------------------|---|--|---|---|--|--|--|
|   |                                   |   |  |   | 2010 Actual   | 2011 Actual  | 2012 Actual                                      | 2013 Actual  |
| 6 | <b>Human Resource Development</b> | Development of requisite skills, incl. support for South African based research and development initiatives intended to develop solutions in exploration, mining, processing, technology efficiency (energy and water use in mining), beneficiation, as well as environmental conservation and rehabilitation | HRD expenditure as percentage of total annual payroll (excl. mandatory skills development levy)            | 2010 = 3%<br>2011 = 3.5%<br>2012 = 4%<br>2013 = 4.5%<br>2014 = 5% | 5.1%  | 4.6%   | 5.82%  | 6.70%  |
| 7 | <b>Mine community development</b> | Conduct ethnographic community consultative and collaborative processes to delineate community needs analysis   | Implement approved community projects in line with IDP's of local and major labour sending municipalities. | Up-to-date project implementation                                 | R23 672 979 ****  | R 11 751 964.19 (Community Development) plus Community HRD R8 995 509 Which amounts to 1.1% NPAT | R29 272 157<br><br>This amounts to 2.78% of NPAT | R47 412 413.41<br><br>This amounts to 1158% of NPAT★ |
| 8 | <b>Sustainable Development</b>    | Improvement of the industry's environmental management  | Implementation of the approved EMPs  | 100%  | The DMR approved the revised Vaal River Environmental Management Programme (EMP) during the 1st Quarter 2012. Formal environmental performance assessments will be conducted on a two-yearly basis from the date of EMP approval. |  |  |  |
|   |                                   | Improvement of the industry's mine health and safety performance  | Implementation of the tripartite action plan on Health and Safety  | 100%  | N/A   | 100%   | 100%   | 97.1%  |
|   |                                   | Utilisation of South African based research facilities for analysis of samples across the mining value chain  | Percentage of samples in South African facilities  | 100%  | To be clarified   | To be clarified  | To be clarified                                  | 100%<br>All AGA samples done in RSA                  |
| 9 | <b>Beneficiation</b>              | Contribution of a mining company towards beneficiation (this measure is effective from 2012)  | Additional production volume contributory to local value addition beyond the base-line                     | Section 26 of the MPRDA (percentage above baseline)               | To be clarified   |  |  |  |

#### Legend

|                |  |
|----------------|--|
| *              | Family Units: No specific targets set by the Mining Charter. We have measured ourselves on actual units converted against total units available for conversion                       |
| **             | Clarity regarding definition of core skills is required. AGA definition is all employees with core positions within Mining, Engineering, MRM and Metallurgy disciplines.             |
| ***            | The 4.6% is the figure which includes white males. It should be noted that when we exclude WM, the HDSA contribution is at 6.59%   |
|                | This figure is for the entire AGA-SAR operations including Corporate Office and excluded Community HRD programmes.   |
| 1              | 31.3% HDSA representation at Senior Management level. If we take into account the EAP of White females(6%), HDSA representation remains at 26.2%                                     |
| 2              | 47.4% HDSA representation at Middle management level. If we take into account the EAP of White females(6%), HDSA representation is 35.5%   |
| 3              | 53.1% HDSA representation at this level. If we take into account the EAP of White females(6%), HDSA representation is 50.7%  |
| <b>EE Note</b> | Female representation in the workforce currently stands at 13.5% against the previous charter target of 10%  |
| <b>Note★</b>   | The NPAT figure of 1158% is due to the loss recorded in Vaal River as a result of the lower production, lower gold price levels as well as the impairment of the Zaaiploats project. |

The following tables reflect information captured in the templates which are required by the DMR:

## Reporting & Contact Details

| REPORTING ON COMPLIANCE WITH MINING CHARTER: 31 DECEMBER |  | 2013            |
|--|--|-----------------|
| <b>Name of mining company</b>                            | <b>AngloGold Ashanti</b>   |                 |
| <b>Postal address</b>                                    | PO Box 8044, Western Levels, 2501  |                 |
| <b>Operations covered by report</b>                      | <b>MINING RIGHTS:</b> <ul style="list-style-type: none"> <li>▪ 12/2009MR (DMR Reference Nr: NW30/5/1/1/2/016MR) (Vaal River Operations: Moab Khotsong, Great Nologwa and Kopanang mines)</li> <li>▪ (A Section 102 Application has been submitted on 28 May to incorporate the newly acquired Mine Waste Solutions into this Mining Right)</li> <li>▪ 05/2008MR (DMR Reference Nr: NW30/5/1/2/2/04MR) (Edom and Kleinfontein)</li> <li>▪ 80/2007MR (DMR Reference Nr: NW30/5/1/2/2/15MR) ("Moab Extension")</li> </ul> <b>NEW ORDER MINING RIGHT:</b> <ul style="list-style-type: none"> <li>▪ A portion of the Farm Altona 50HP (02/2010 PR (NW/30/5/1/1/2/10039MR). A section 102 Application has been submitted on Monday, 18 February 2013 to incorporate the Altona mining right area into the Grootdraai Mining Right. Once the Section102 has been granted, the Altona Mining Right will be withdrawn.</li> </ul> |                 |
| <b>Details of person completing questionnaire:</b>       |  |                 |
| <b>Name</b>  | Mr SM Moloko for Mr M'O Hare   |                 |
| <b>Designation</b>                                       | Senior Vice President: Sustainable Development   |                 |
| <b>Tel</b>   | 018 700 3557   |                 |
| <b>Cell</b>  | 082 650 2543   |                 |
| <b>E-mail</b>  | smoloko@anglogoldashanti.com   |                 |
| <b>Comments (if any)</b>                                 |  |                 |
| <b>SUMMARY OF CHARTER SCORES (DMR OFFICE USE ONLY)</b>   |  |                 |
|  | <b>POINTS</b>  | <b>COMMENTS</b> |
| <b>OWNERSHIP (Yes / No)</b>                              |  |                 |
| <b>PROCUREMENT</b>                                       |  |                 |
| <b>EMPLOYMENT EQUITY</b>                                 |  |                 |
| <b>HUMAN RESOURCE DEV</b>                                |  |                 |
| <b>ACCOMMODATION (Yes / No)</b>                          |  |                 |
| <b>COMMUNITY DEVELOPMENT</b>                             |  |                 |
| <b>HEALTH AND SAFETY</b>                                 |  |                 |
| <b>ENVIRONMENT</b>                                       |  |                 |
| <b>SAMPLE ANALYSIS</b>                                   |  |                 |
| <b>TOTAL</b>   |  |                 |

# 1. Ownership

| 1. REPORT ON OWNERSHIP FOR 31 DECEMBER                      |  |  | 2013   |
|---|--|--|--|
|   |  | % <i>meaningful economic participation</i> (1)   | % full shareholder rights (1)  |
| 1.1   | Percentage HDSA ownership credits of company (%) (Target in 15% in 2010 and 26% in 2014)                     | 26.8% (please note that 20.8% of this resides with ARMgold Limited in respect of assets sold to ARM) | 26.8% (please note that 20.8% of this resides with ARMgold Limited in respect of assets sold to ARM) |
|   |  | (1) Please provide details separately if figures are not the same                                    |  |
|   |  | TOTAL (Rm)   |  |
| 1.2   | South African market capitalisation of company (Rm)  |  |  |
| 1.3   | Total current value of HDSA transaction (Rm)   |  |  |
| 1.4   | Nature of HDSA Ownership Credits   | Percentage of company based on equity and units of production  |  |
| 1.4.1   | Percentage HDSA credits earned through transfer of shares or issue of new shares to following beneficiaries: |  |  |
|   | a) BEE entrepreneurs   | 1.50% (Izingwe)  |  |
|   | b) Employees (e.g. ESOPs)  | 4.5% (91.5 % of beneficiaries are HDSA)  |  |
|   | c) Community interests   | 0  |  |
| 1.4.2   | Percentage HDSA credits earned through sale of assets to the following beneficiaries:                        |  |  |
|   | a) BEE company or consortium   | 22.30%   |  |
|   | b) Employees (e.g. ESOPs)  | 4.5%   |  |
|   | c) Community interests   | 0%   |  |
| 1.4.3   | Percentage HDSA credits earned by other means - provide short description                                    |  |  |
| 1.4.4   | TOTAL percentage HDSA ownership credits  | 26.80%   |  |
| <b>OWNERSHIP COMPLIANCE (DMR OFFICE USE ONLY) YES OR NO</b> |  |  |  |

## 2. Procurement

| 2. REPORT ON PROCUREMENT AND MULTINATIONALS FOR THE YEAR   |         |               |      |      |       |   |                                  |                                      |                                  |   | 2013                     |              |                      |
|--|---------|---------------|------|------|-------|---|----------------------------------|--------------------------------------|----------------------------------|---|--------------------------|--------------|----------------------|
| 2.1 PROCUREMENT  |         |               |      |      |       |   |                                  |                                      |                                  |   |                          |              |                      |
|  | Targets |               |      |      |       | Calendar year                           |                                  |                                      |                                  |   | Points (office use only) |              |                      |
|  | 2010    | 2011          | 2012 | 2013 | 2014  | Total Procurement spend (Rm)(1A)        | Non-Discretionary spend (Rm)(1B) | Discretionary Spend (Rm) (1A-1B =1C) | Spend with BEE Entities (Rm)(1D) | % Spend with BEE entities (1D as % of 1C)       | Maximum                  | Awarded 2010 | Awarded towards 2013 |
| 2.1.1 Procurement of capital goods   | 5%      | 10%           | 20%  | 30%  | 40%   | 561 123 317                             | 17 200 801                       | 543 922 517                          | 363 466 127                      | 67%   |                          | 5            | 5                    |
| 2.1.2 Procurement of services  | 30%     | 40%           | 50%  | 60%  | 70%   | 1 153 209 657                           | 28 328 504                       | 1 124 881 152                        | 610 692 707                      | 54%   |                          | 5            | 4                    |
| 2.1.3 Procurement of consumables   | 10%     | 15%           | 25%  | 40%  | 50%   | 1 021 179 277                           | 7 199 811                        | 1 013 979 466                        | 595 154 539                      | 59%   |                          | 2            | 2                    |
| Note: One point will be deducted for each full 2% below target   |         |               |      |      |       |   |                                  |                                      |                                  |   |                          |              |                      |
| 2.2 CONTRIBUTIONS BY MULTINATIONAL SUPPLIERS OF CAPITAL GOODS  |         |               |      |      |       |   |                                  |                                      |                                  |   |                          |              |                      |
| 2.2.1 Have all multinational suppliers of capital goods with operations in SA, provided evidence of contributing at least 0.5% of their income generated from your company, to social development?                         |         |               |      |      |       |   |                                  |                                      |                                  | YES/NO (if NO, provide full details separately) |                          |              |                      |
| Note: If your company does not procure any capital goods from multinational companies, the points in Section 2.1 are to be increased to 6 points each under Subsection 2.1.1 and 2.1.2 and 3 points under Subsection 2.1.3 |         |               |      |      |       |   |                                  |                                      |                                  |   |                          |              |                      |
| 2.2.2 Detail of procurement spend and contributions:   | Target  | Calendar year |      |      |       |   | Points (office use only)         |                                      |                                  |   |                          |              |                      |
|  |         |               |      |      |       |   | Maximum                          | Awarded                              |                                  |   |                          |              |                      |
| a) Your company's total spending on procurement of capital goods from multinational suppliers operating in SA (Rm)(2A)   |         |               |      |      |       | 1.00                                    |                                  |                                      |                                  |   |                          |              |                      |
| b) Total contribution by such suppliers to social development in respect of your company's procurement (Rm)(2B)  |         |               |      |      |       | Awaiting DMR to set up the social fund. |                                  |                                      |                                  |   |                          |              |                      |
| c) Percentage of procurement spend (2A as percentage of 2B)  | 0.5%    |               |      |      |       | 0.00%                                   | 3                                |                                      |                                  |   |                          |              |                      |
| 2.3 TOTAL POINTS FOR PROCUREMENT - 2010  |         |               |      |      |       |   |                                  |                                      |                                  |   |                          |              |                      |
| Total of 2.1.1, 2.1.2,2.1.3 and 2.2.2(c)   |         |               |      |      | 11.58 |   |                                  |                                      |                                  | 77%   |                          |              |                      |
| 2.3 TOTAL POINTS FOR PROCUREMENT – 2013  |         |               |      |      |       |   |                                  |                                      |                                  |   |                          |              |                      |
| Total of 2.1.1, 2.1.2,2.1.3 and 2.2.2(c)   |         |               |      |      | 10.88 |   |                                  |                                      |                                  | 73%   |                          |              |                      |

### 3. Employment Equity

| 3. Employment Equity   |                                 |                                    |                      |        |        |        |        |               | 2013                     |                  |
|--|---------------------------------|------------------------------------|----------------------|--------|--------|--------|--------|---------------|--------------------------|------------------|
| 3.1 Number of employees (NOTE: Place an employee in the category that best resembles his/her job. Do not double count)   |                                 |                                    |                      |        |        |        |        |               |                          |                  |
| Category   | African                         |                                    | Coloured             |        | Indian |        | White  | Subtotals (A) | White                    | Grand totals (B) |
|  | Male                            | Female                             | Male                 | Female | Male   | Female | Female |               | Male                     |                  |
| Top management   | 1                               | 1                                  | 0                    | 0      | 0      | 0      | 1      | 3             | 3                        | 6                |
| Senior management  | 9                               | 2                                  | 2                    | 1      | 3      | 2      | 11     | 30            | 57                       | 87               |
| Middle Management  | 72                              | 32                                 | 10                   | 4      | 10     | 8      | 81     | 217           | 226                      | 443              |
| Junior Management  | 815                             | 215                                | 28                   | 15     | 0      | 8      | 201    | 1282          | 930                      | 2212             |
| Core & Critical Skills (1)   | 5887                            | 975                                | 37                   | 3      | 0      | 0      | 5      | 6907          | 140                      | 7047             |
| Total of the above   | 6784                            | 1225                               | 77                   | 23     | 13     | 18     | 299    | 8439          | 1356                     | 9795             |
| <p>These are skills necessary and inextricably linked to day-to-day operations OR skills that enhance the performance of an operation and are in scarce supply. This could include artisans, engineers incl rock engineers, professionals (i.e. recognized by a professional body), specialists (e.g. surveyor, safety, geologist, metallurgist, winding engine driver, environmental, etc.), technologists, technicians, and persons with mining specific qualifications or licenses.</p> |                                 |                                    |                      |        |        |        |        |               |                          |                  |
| 3.2 Percentage HDSAs at different levels   |                                 |                                    |                      |        |        |        |        |               |                          |                  |
|  | Subtotals as in table above (A) | Grand totals as in table above (B) | A as percentage of B | TARGET |        |        |        |               | Points (office use only) |                  |
|  |                                 |                                    |                      | 2010   | 2011   | 2012   | 2013   | 2014          | Maximum                  | Awarded (2)      |
| Top management   | 3                               | 6                                  | 50.00                | 20%    | 25%    | 30%    | 35%    | 40%           | 3                        |                  |
| Senior management  | 30                              | 87                                 | 34.48                | 20%    | 25%    | 30%    | 35%    | 40%           | 4                        |                  |
| Middle Management  | 217                             | 443                                | 48.98                | 30%    | 35%    | 40%    | 40%    | 40%           | 3                        |                  |
| Junior Management  | 1282                            | 2212                               | 57.96                | 40%    | 40%    | 40%    | 40%    | 40%           | 1                        |                  |
| Core and Critical Skills   | 6907                            | 7047                               | 98.01                | 15%    | 20%    | 30%    | 35%    | 40%           | 5                        |                  |
| TOTAL  | 8439                            | 9795                               | 86.16                |        |        |        |        |               | 16                       | 0                |
| Note: One point will be deducted for every full 0.5% below target  |                                 |                                    |                      |        |        |        |        |               |                          |                  |

## 4. Human Resource Development

| 4. HUMAN RESOURCE DEVELOPMENT (HRD) REPORT FOR THE YEAR 2013  |         |         |          |        |        |        |                              |              |       |                                |
|---|---------|---------|----------|--------|--------|--------|------------------------------|--------------|-------|--------------------------------|
| 4.1 Total HRD expenditure (excluding mandatory skills development levy) in R million  |         |         |          |        |        |        |                              |              |       |                                |
| Expenditure items   | African |         | Coloured |        | Indian |        | White                        | Total (HDSA) | White | Grand Total (Incl White Males) |
|   | Male    | Female  | Male     | Female | Male   | Female | Female                       |              | Male  |                                |
| a) Learnership  | 17.22   | 6.01    | 0.23     | 0.00   | 0.23   | 0.00   | 0.40                         | 24.08        | 3.53  | 27.61                          |
| b) Artisans and apprentices   | 2.09    | 1.40    | 0.14     | 0.00   | 0.00   | 0.00   | 0.00                         | 4            | 0.38  | 4.01                           |
| c) ABET Training  | 5.52    | 1.37    | 0.00     | 0.03   | 0.00   | 0.00   | 0.00                         | 6.92         | 0.01  | 6.93                           |
| d) Other training initiatives   | 114.75  | 14.61   | 1.42     | 0.18   | 0.21   | 0.08   | 2.90                         | 134.14       | 16.55 | 150.69                         |
| e) Bursaries and scholarships   | 15.28   | 7.00    | 0.55     | 0.12   | 0.12   | 0.88   | 4.69                         | 28.62        | 6.74  | 35.36                          |
| f) Transfer of skills and capacity building of mine communities   | 7.67    | 1.86    | 0.48     | 0.06   | 0.04   | 0.00   | 0.02                         | 10.13        | 0.45  | 10.57                          |
| g) Other school support & post matric programmes – additional costs   |         |         |          |        |        |        |                              |              |       | 5.02                           |
| h) Support for South African based research and development initiatives   | 0.24    | 0.10    | 0.00     | 0.00   | 0.00   | 0.01   | 0.10                         | 0.46         | 0.44  | 0.90                           |
| i) Total HRD expenditure (R million) (A)  | 162.75  | 32.34   | 2.82     | 0.38   | 0.59   | 0.98   | 8.11                         | 207.98       | 28.09 | 241.09                         |
| 4.2 Calculation of percentage of payroll  |         |         |          |        |        |        |                              |              |       |                                |
| a) Total HRD expenditure (R million) as per table above (A)   | 241.09  | TARGETS |          |        |        |        | Points (DMR office use only) |              |       |                                |
| b) Total annual payroll (Rm) (B)  | 3,599   | 2010    | 2011     | 2012   | 2013   | 2014   | Maximum                      | Awarded (1)  |       |                                |
| c) HRD expenditure as percentage of payroll (excluding skills levy)(A as % of B)  | 6.70%   | 3%      | 3.5%     | 4%     | 4.5%   | 5%     | 25                           |              |       |                                |
| NOTES: One point will be deducted for every full 0.1% below target.   |         |         |          |        |        |        |                              |              |       |                                |
| a) Learnership: Relates to all learners who were still on learnership programmes as at 31 December 2013   |         |         |          |        |        |        |                              |              |       |                                |
| b) Artisans and Apprentices: Relates to all Engineering learners who qualified as artisans during 2013  |         |         |          |        |        |        |                              |              |       |                                |
| g) Other school support & post matric programmes: Cost represented relates to funding for school library refurbishment, maths and science lab refurbishment, Star Schools and FET college workshop refurbishment. Cost not split per demographic grouping as it does not relate to individuals. |         |         |          |        |        |        |                              |              |       |                                |
| h) Support for South African based research and development initiatives: METF costs related to Vaal River   |         |         |          |        |        |        |                              |              |       |                                |

## 5. Accommodation

| 5. ACCOMMODATION REPORT FOR THE YEAR  |                           | 2013               |
|---|---------------------------|--------------------|
| Note: This report applies only to employees in company accommodation  |                           |                    |
| <b>5.1 Report in respect of 31 December 2012</b>  |                           |                    |
| a) Number of employees in company accommodation? (1A)   | 5801                      |                    |
| b) Number of these employees who share rooms with other employees?(1B)  | 2003                      |                    |
| c) Percentage of employees who share rooms with other employees (1B as % of 1A)   | <b>34.52%</b>             |                    |
| <b>5.2 Report in respect of 2013 and thereafter</b>   |                           |                    |
|   | <b>TARGET</b>             | <b>ACHIEVEMENT</b> |
| a) Number of employees in company accommodation at the end of the current calendar year? (2A)                           | n/a                       | 4259               |
| b) Number of employees who share rooms with other employees at the end of the <b>current</b> calendar year? (2B)        | n/a                       | 0                  |
| c) <b>TARGET 1:</b> Percentage of employees who share rooms with other employees at end of current year (2B as % of 2A) | 25%                       | <b>0%</b>          |
| d) Number of employees who share rooms with other employees at the end of the <b>previous</b> calendar year? (2C)       | n/a                       | 2003               |
| e) Reduction in number of employees (2B minus 2C = 2D)  | 25%                       | <b>-2003</b>       |
| f) <b>TARGET 2:</b> Percentage decline in shared accommodation (2D as % of 2C)  | 25% improvement per annum | <b>-100%</b>       |
| <b>ACCOMMODATION COMPLIANCE (office use only) YES OR NO</b>   |                           |                    |
| 5.4 How many employees who shared rooms at the end of the previous year, moved to one person per room?                  |                           | <b>1266</b>        |
| 5.4.1 How many employees who shared rooms at the end of the previous year, moved to family accommodation?               |                           | <b>0</b>           |

## 6. Community Development

| 6. MINE COMMUNITY DEVELOPMENT REPORT FOR THE YEAR  | 2013             |
|--|------------------|
| <b>6.1 Consultation process</b>  |                  |
| a) Did the company consider the profiles of relevant communities, and identify credible leaders of the communities?  | Yes              |
| b) Did the company consult with such leaders prior to the implementation of projects?  | Yes              |
| c) Did the company consult with the leaders to identify projects within the needs analysis and prioritise such projects?   | Yes              |
| d) Did the company consult with the relevant Ward/Municipality to determine possibility of partnerships in respect of identified projects and the Ward/Municipality's Integrated Development Plan (IDP)? | Yes              |
| e) Has provision been made for the transfer of skills and capacity building within the relevant community?   | Yes              |
| <b>TOTAL NUMBER OF YES RESPONSES</b>   |                  |
| Points awarded: One point for each yes (Office use only)   | 5                |
| <b>Points maximum</b>  | <b>5 points</b>  |
|  |                  |
| <b>6.2 Expenditure on mine community development projects</b>  |                  |
| a) Expenditure on community development in R million (A)   | R47,4m           |
| b) Company's net profit after tax in South Africa (NPAT) (B)   | -R501,5m         |
| c) Indication of proportionality (i.e. A as percentage of B)   | 1158%            |
| d) Target (NOTE: The BBBEE Codes have a target of 1% of NPAT)  | n/a              |
| <b>Points maximum</b>  | <b>10 Points</b> |
| Points awarded (Office use only) (1)   |                  |
| <b>TOTAL POINTS AWARDED</b>  | <b>0</b>         |

NOTE: The Vaal River figure of 1158% of NPAT spend is due to the loss recorded in Vaal River as a result of the lower production, lower gold price levels as well as the impairment of the Zaaiplaats project.

## 7. Health and Safety

| 7.HEALTH AND SAFETY COMPLIANCE REPORT 2013   |                          |         |      |      |      |                          |              |
|--|--------------------------|---------|------|------|------|--------------------------|--------------|
| Measure  | Achievement current year | TARGETS |      |      |      | Points (Office use only) |              |
|  |                          | 2011    | 2012 | 2013 | 2014 | Maximum                  | Awarded      |
| Implementation of culture transformation framework   | 65%                      | NA      | 50%  | 75%  | 100% | 2                        | 1.95         |
| Percentage of employees embarking on OHS representative training   | 5.2%                     | 2%      | 4%   | 6%   | 8%   | 2                        | 1.7          |
| Percentage of leading practices from MOSH Learning Hub investigated for implementation (1)                                   | 100%                     | 100%    | 100% | 100% | 100% | 2                        | 2            |
| Percentage of research findings from MHSC investigated for implementation (1)  | 100%                     | 100%    | 100% | 100% | 100% | 2                        | 2            |
| Health: Percentage of mandatory occupational health reports submitted  | 100%                     | 100%    | 100% | 100% | 100% | 2                        | 2            |
| Health: Adherence to HIV/AIDS and TB guidelines  | Achieved                 | Yes     | Yes  | Yes  | Yes  | 2                        | 2            |
| <b>TOTAL POINTS</b>  |                          |         |      |      |      | 12                       | <b>11.65</b> |
| (1) Only those leading practices and research findings completed during the current reporting period need to be investigated |                          |         |      |      |      |                          |              |

## 8. Environment

| 8. ENVIRONMENTAL MANAGEMENT COMPLIANCE REPORT FOR THE YEAR |   |   |  |        | 2013                     |         |
|--|---|---|--|--------|--------------------------|---------|
| Measure  | Requirements  | Item to consider:   | AGA Comments:  | Yes/No | POINTS (office use only) |         |
|  |   |   |  |        | Maximum                  | Awarded |
| <b>8.1 Implementation of approved EMPs</b>                 | 8.1.1 Assess performance towards achievement of the objectives, targets and Actions of the EMP. | a) Is the company in compliance with the requirements of MPRDA Regulation 55 on Monitoring and Performance Assessments of Environmental Management Programme/Plan | The DMR approved the revised West Wits Environmental Management Programme (EMP) during the 2nd Quarter 2012. Formal environmental performance assessments will be conducted on a two-yearly basis from the date of EMP approval.   | Y      | 3                        |         |
|  |   | b) If the company received feedback from DMR in relation to compliance to regulation 55, has the company acted thereon?   | No specific comments received on last Performance Assessment Report and Action Plan submitted to the DMR in 2005.  | Y      | 1                        |         |
|  | 8.1.2 Monitor and Evaluate environmental changes and update the EMP                             | Are all mining activities and related activities included in the existing approved EMP's and Amendments in terms of the MPRDA?                                    | All mining and related activities were included in the EMP approved in 2012 – any changes or future projects will either be incorporated through the two yearly EPA process or formally incorporated into EMP as Addendums / Amendments if required.   | Y      | 1                        |         |
|  | 8.1.3 Undertake environmental compliance auditing   | Have compliance audits been conducted (e.g. ISO 14001)?   | All AGA business units have retained ISO14001 certification since 2006, supplemented with annual AGA internal systems audits. External legal compliance audits conducted on a 2-yearly basis. In addition, compliance assessments are conducted on key environmental authorisations e.g. waste and water use licences (permits), CORs, etc. AGA corporate audits on compliance with AGA Standards. | Y      | 1                        |         |

| 8. ENVIRONMENTAL MANAGEMENT COMPLIANCE REPORT FOR THE YEAR    |  |   |   |        | 2013                     |         |
|---|--|---|---|--------|--------------------------|---------|
| Measure   | Requirements   | Item to consider:   | AGA Comments:   | Yes/No | POINTS (office use only) |         |
|   |  |   |   |        | Maximum                  | Awarded |
|   | 8.1.4 Periodic Assessment of the adequacy of Financial Provision                         | a) Are all closure liability assessments done for all operations?   | Closure Liability Assessments are updated annually for all operations and submitted to the DMR.   | Y      | 2                        |         |
|   |  | b) Is the closure liability adequately funded as per the prescribed method of financial provision in terms of the MPRDA | An AGA closure trust fund has been established and any shortfall between the trust fund and the closure liability estimates is covered by bank guarantees following annual audits of liability and trust fund financial statements. | Y      | 2                        |         |
| <b>8.2 Implementation of the approved Rehabilitation plan</b> | Progress towards implementation of the rehabilitation plan and concurrent rehabilitation | Are all operations with EMP commitments towards concurrent rehabilitation, up to date with the rehabilitation process?  | An extensive concurrent rehabilitation programme has been in place in AGA for many years and areas suitable for concurrent rehabilitation is identified and scheduled for rehabilitation on an annual basis.                        | Y      | 1                        |         |
| <b>8.3 Implementation of approved Closure Plan</b>            | Progress towards implementation of the closure plan                                      | Have closure plans been developed, taking into consideration sustainable closure?                                       | Interim Closure plans have been drafted detailing very specific closure objectives. Final closure plans will be developed and submitted for approval within the timeframes as specified in the EMP.                                 | Y      | 1                        |         |
| <b>TOTAL POINTS</b>   |  |   |   |        | 12                       |         |

## 9. Sample Analysis

| 9. REPORT ON ANALYSIS OF SAMPLES FOR THE YEAR 2013  |                 |             |             |             |  |
|---|-----------------|-------------|-------------|-------------|--|
| 9.1 Number of all samples across the value chain analysed per annum ( <b>A = 60 638</b> )   |                 |             |             |             | The company does gas, dust, medical sampling and others such as geology and metallurgy throughout the year. Analysis is done in house or with SA Companies |
| 9.2 Number of samples analysed at South African based research facilities and laboratories - internally or externally ( <b>B = 60 638</b> )                                       |                 |             |             |             |  |
| 9.3 Percentage of samples analysed at South African based organisations (B as % of A) = <b>100%</b>   |                 |             |             |             |  |
| <b>TARGETS</b>  |                 |             |             |             |  |
|   | <b>2010</b>     | <b>2011</b> | <b>2012</b> | <b>2013</b> | <b>2014</b>  |
|   | <b>Baseline</b> | <b>25%</b>  | <b>50%</b>  | <b>75%</b>  | <b>100%</b>  |
| <b>9.4 TOTAL POINTS AWARDED (office use only)</b>   |                 |             |             |             | <b>POINTS</b>  |
| Maximum points  |                 |             |             |             | <b>5</b>   |
| Points awarded (1)  |                 |             |             |             |  |
| 1) One point will be deducted for each full 5 percentage points below target, e.g. if percentage in 9.3 above is 20%, one point will be deducted (only 4 points will be awarded). |                 |             |             |             |  |