



SAFETY AND HEALTH COMMITTEE (the “Committee”)

Terms of reference

(Updated and approved by the Committee on 5 November 2018)



COMMITMENT



ACCOUNTABILITY



RESPECT



ENABLING



SAFETY

1. AUTHORITY AND PURPOSE

- 1.1. The Committee has been established by the board of directors (the “Board”) of Sibanye Gold Limited (“Sibanye-Stillwater” , or the “Company” or the “Group”) to assist the Board in its oversight of the effectiveness of Sibanye-Stillwater’s safety and health programmes and to keep the Board informed in regard to Sibanye-Stillwater’s objectives and compliance with and maintenance of standards in this area. The health and safety of employees will remain a high priority issue for the Committee.
- 1.2. The Committee acts in accordance with its delegated authority of the Board, as recorded in these terms of reference, and is accountable to the Board. To this end the Committee must make recommendations for approval by the Board.
- 1.3. The Committee shall establish an annual work plan for each year to ensure that all relevant matters are covered by the agendas of the meetings planned for the year.
- 1.4. The Committee shall annually undertake self-assessment of its performance.
- 1.5. These terms of reference are subject to the provisions of the Companies Act, 2008, as amended (the “Act”), the Memorandum of Incorporation of Sibanye-Stillwater and any other applicable law or regulatory provision.

2. COMPOSITION OF COMMITTEE AND CHAIR

- 2.1. The Committee shall comprise at least three non-executive directors, of whom a majority shall be independent non-executive directors. Members of the Committee, including the Committee chairperson (“Committee Chair”) (who shall be appointed from among the ranks of the independent non-executive directors), shall be appointed and may be removed by the Board, on the recommendation of the Nominating and Governance Committee.
- 2.2. The Company Secretary or their designee shall act as secretary to the Committee.
- 2.3. Suitably qualified persons may be invited to attend Committee meetings or consulted by the Committee from time to time to render such specialist services as may be necessary to assist the Committee in its deliberations on any particular matter. Such persons do not form part of the quorum for Committee meetings and shall not be entitled to vote at Committee meetings.

The Committee Chair (or in his or her absence, an alternative member of the Committee) shall be present at Sibanye-Stillwater's annual general meeting to assist the chairperson of Sibanye-Stillwater (the "Board Chair") in answering questions concerning safety and health or supporting policies and their development and/or implementation.

3. **DUTIES OF THE COMMITTEE**

3.1. The duties of the Committee are to:

- 3.1.1. oversee and monitor on behalf of the Board, on an ongoing basis, how the consequences of the Company's activities and outputs affects its status as a responsible corporate citizen. This oversight and monitoring would be performed against measures and targets that have been agreed upon by management in the following areas:
 - 3.1.1.1. workplace: health and safety;
 - 3.1.1.2. society: including public health and safety;
- 3.1.2. evaluate with management Sibanye-Stillwater's record of conformance with its commitment and principles as well as compliance with relevant rules, laws, regulations and external standards, and report any conclusions and/or proposed responses with respect to that performance to the Board;
- 3.1.3. evaluate whether adequate and timeous investigations are conducted into any incidents;
- 3.1.4. recommend to the Board policies and guidelines for matters relating to safety and health;
- 3.1.5. review reports on the policies and performance in relation to the management of health and safety of Sibanye-Stillwater, its divisions and the group of entities of which Sibanye-Stillwater forms part and the progressive implementation of its safety and health policies;
- 3.1.6. review and approve the safety and health policies and associated policies that are developed and subsequently applied at Sibanye-Stillwater's operations;

- 3.1.7. monitor compliance by Sibanye-Stillwater's operations with recommendations made by the Committee and management pursuant to any investigation of incidents;
 - 3.1.1. ensure that information systems have been designed and installed which timeously and accurately extract relevant information of both a leading and lagging nature for presentation and explanation to the sub-committee;
 - 3.1.2. ensure that the information and reports from management are interrogated in committee to identify any trends and events, which are materially affecting or are likely to materially affect, the health and safety performance of the company;
 - 3.1.3. review, with management, Sibanye-Stillwater's policies on risk management relating to safety and health matters;
 - 3.1.4. encourage independently managed subsidiaries, associates and divisions to develop policies, guidelines and practices in keeping with Sibanye-Stillwater's safety and health policies;
 - 3.1.5. monitor key indicators relating to accidents and incidents and, where appropriate, ensure that they are communicated to other companies managed by or associated with Sibanye-Stillwater;
 - 3.1.6. consider national and international regulatory and technical developments with regard to safety and health;
 - 3.1.7. recommend the disclosure of safety and health issues to the Board for approval; and
 - 3.1.8. recommend to the Board to engage an external assurance provider to provide assurance over material elements of the safety and health part of the annual report and evaluate the independence and credentials of the external assurance provider.
- 3.2. The Committee will report its findings and recommendations regarding the above to the Board for consideration and will review with the Board an appropriate response to such findings and recommendations at the Board meeting following each Committee meeting.

4. **REMUNERATION**

- 4.1. Having regard to the functions performed by the members of the Committee, in addition to their functions as directors on the Board, members of the Committee may be paid such remuneration for serving on the Committee, as shall be recommended by the Nominating and Governance Committee and, to the extent required by the Act, approved by the shareholders of Sibanye-Stillwater in a general meeting.
- 4.2. Such remuneration shall be in addition to the remuneration such directors receive for service on the Board and on committees.

5. **MEETINGS**

- 5.1. The Committee shall meet at least once a quarter; provided that the Committee Chair or any other member of the Committee may call a meeting at any other time. The Committee shall report to the Board of Sibanye-Stillwater on its activities at the Board meeting following each Committee meeting.
- 5.2. The quorum at any meeting shall be three members of the Committee present in person or via telecommunication facilities.
- 5.3. Where the Committee Chair is not present within 15 minutes of the time stipulated for a Committee meeting, the Committee members present at the meeting must elect one of them to chair that meeting.
- 5.4. A meeting of the Committee may be conducted by electronic communication and/or one or more members may participate in a meeting of the Committee by electronic communication so long as the electronic communication facility employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate effectively in the meeting.
- 5.5. Each member of the Committee has 1 vote on a matter before the Committee and a majority of the votes cast on a resolution is sufficient to approve that resolution.
- 5.6. In the case of a tied vote the Committee Chair may not cast a deciding vote even if the Committee Chair did not initially have or cast a vote and the matter being voted on fails.
- 5.7. The Committee Chair may invite management representatives from all Sibanye-Stillwater operations to attend Committee meetings. It is expected that such invitees would, ordinarily, include the Executive Vice President: SA Region and Executive Vice President:

US Region and other senior Sibanye-Stillwater staff that contribute to the realization of the Company's strategic safety and health objectives.

- 5.8. The Committee Chair may consult members of the Committee at any time and may conclude any matter requiring the approval of the Committee by means of a round robin resolution to be approved by the full Committee. A round robin resolution of members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted, provided that each member has received notice of the matter to be decided upon and that the majority of the members have voted in favour of the matter. A round robin resolution may be executed in any number of counterparts and will have the same effect as if the signatures on the counterparts were on a single copy of the round robin resolution.
- 5.9. The Committee may specifically delegate to any one or more of its members authority to conclude any matter requiring the authority of the Committee. The outcome of any such delegation shall be reported to the Committee at its next meeting.

6. NOTICE AND PROCEEDINGS OF MEETINGS

- 6.1. The notice of each meeting of the Committee, confirming the venue, time and date and enclosing an agenda of items to be discussed, shall be forwarded to each member of the Committee at least five working days prior to the date of each meeting.
- 6.2. Unless varied by these terms of reference, meetings and proceedings of the Committee will be governed by Sibanye-Stillwater's Memorandum of Incorporation regulating the meetings and proceedings of directors and Committees.
- 6.3. Minutes of all meetings shall be circulated to all the members of the Committee within 2 weeks after the date of each meeting, and may also, if the Committee Chair so decides, be circulated to other members of the Board. Minutes must be formally approved by the Committee at its next meeting.

7. CONDUCT OF COMMITTEE MEMBERS

Committee members are expected to:

- 7.1. act in the Company's best interests, in good faith and with integrity and adhere to all relevant legal standards of conduct;

- 7.2. avoid conflicts of interest between their personal affairs and those of the Company or, where unavoidable, disclose any such conflict or potential conflict. For the avoidance of doubt, all members of the Committee shall declare any conflicts of interests in respect of any matters on the agenda at the start of each meeting;
- 7.3. disclose any information they may be aware of that is material to the Company and of which the Board is not aware, unless such director is bound by ethical or contractual obligations of non-disclosure;
- 7.4. keep all information learned by them, in their capacity as Committee members, strictly confidential;
- 7.5. exhibit the degree of care, skill and diligence that may reasonably be expected of a person carrying out the same functions in relation to the Company as those carried out by that person, and having the general knowledge, skill and experience of that person.

8. **COMMITTEE EXPENSES**

Sibanye-Stillwater will pay all expenses reasonably incurred by the Committee in executing its duties. The Committee must be provided with adequate resources in order to properly discharge its duties.

9. **GENERAL**

- 9.1. The Committee in carrying out its tasks under these terms of reference may obtain such outside or other independent professional advice as it considers necessary to carry out its duties.
- 9.2. These terms of reference may from time to time be amended pursuant to a resolution of the Committee, subject to the approval of the Board.
- 9.3. The activities of the Committee shall in no way impinge upon any delegations of authority or responsibility made by Sibanye-Stillwater and other individual companies or entities owned or controlled by Sibanye-Stillwater pursuant to relevant legislation, which may be in force at the time.
- 9.4. Subject to the above provisions and to the fullest extent permitted under relevant rules, laws and other regulations, the members of the Committee shall not attract any personal liability arising from their appointment, and the performance in good faith of their



functions as committee members. Sibanye-Stillwater shall indemnify members of the Committee against all and any claims arising from the execution of their functions.

- 9.5. The Committee has reasonable access to the information, including records, of Sibanye-Stillwater, and to the Company's property, employees, facilities and other resources, as well as to that or those, as the case may be, of the other entities within the Group, as may be necessary to discharge its duties and responsibilities. The Committee shall follow any relevant Board approved process in discharging any of its duties and responsibilities.