



CODE OF CONDUCT

COD 001

DOCUMENT USERS : **ALL HARMONY DIRECTORS AND EMPLOYEES**

PERSON RESPONSIBLE FOR KEEPING DOCUMENT CURRENT : **GROUP COMPANY SECRETARY**

Revision	Prepared	Reviewed	Approved	Date	Description
1	iThemba Governance and Statutory Solutions (Pty) Ltd	Social & Ethics Committee	Board	28 October 2011	Finalised for use
2	Legal, Governance & Ethics Department	Social & Ethics Committee	Board	August 2013	Finalised for use
3	Management Ethics Committee	Exco and Social & Ethics Committee	Board	25 May 2016	Finalised for use
4	Management Ethics Committee	Exco and Social & Ethics Committee	Board	13 August 2018	Finalised for use
5	Management Ethics Committee	Exco and Social & Ethics Committee	Board	7 May 2021	Finalised for use
6.	Management Ethics Committee	Exco and Social & Ethics Committee	Board	12 May 2023	Finalised for use



HARMONY GOLD MINING COMPANY LIMITED

(Any reference to “Harmony”, “the Harmony group”, “our” or “the company” in this document, is a reference to Harmony Gold Mining Company Limited and its subsidiary companies.)

CODE OF CONDUCT

Message from the Chief Executive Officer (CEO)

We believe ethical conduct is inherently the right thing to do. History proves a direct correlation between sustainable business success and consistent ethical behaviour. The continued success of Harmony depends on the highest levels of integrity across all aspects of our business. We want all our stakeholders to view Harmony as the company they can trust – therefore we have to be unequivocal about our values and the way in which these values find expression in our daily behaviour.

Harmony's Code of Conduct ("the Code") has been developed to commit and respond to the challenges of unethical conduct in a business environment. Harmony acknowledges the constitutions of the countries in which we operate as the supreme laws of those countries, and commits itself to abide by all applicable legislation in the territories in which it conducts business. Harmony is also committed to sound corporate governance. However, this Code goes beyond our legal and institutional responsibilities by formalising our values.

The Code is based on principles, rather than rules. The complexity of business makes it impractical to formulate a code of conduct that provides detailed rules for every conceivable situation where ethical considerations may be relevant. We trust that our employees will apply the ethical principles enshrined in our values:

Safety, Accountability, Achievement, Connected and Honesty and described in more detail in this Code in a way that consistently results in ethical business conduct.

These principles are obvious and universal, and have as their prime focus: honesty, integrity and respect for people.

Your conduct will be judged by how you live by Harmony's values, and how you have met the intention and spirit of the ethical principles informing this Code. Good relations with all our stakeholders are the key to our success. You can help build healthy relationships by behaving honestly, with integrity and with respect for all people. Failure to do so will erode the trust and undermine the foundations on which we build our lives and our business.

This is your Code of Conduct and it is relevant to you. The Code does not exempt anyone.

You are sincerely requested to: Read it. Understand it. Follow it. Live it.

Original, signed document filed

On behalf of the Board

Peter Steenkamp

Chief Executive Officer

Harmony Gold Mining Company Limited

1. Introduction

1.1 Purpose of the Code

The purpose of the Code, is twofold:

- Promote ethical behaviour; and
- Prevent unethical behaviour.

in all aspects of Harmony's business.

As such, the Code is intended to direct the Harmony group, its board of directors, its officers, its employees (whether permanent, fixed-term, contract or temporary) and all contractors, agents and other service providers to the highest standards of ethical conduct. None of the above persons is exempt from this Code, and it applies to all persons at all levels and grades within Harmony.

1.2 The spirit of the Code

The spirit of the Code is to "do the right thing, even when no-one is watching". The Code is aimed at ensuring consistency in the way in which the company's values are interpreted and lived. The Code is not a set of rules. It should be viewed as essential, principle based, practical guidelines that will help employees understand the behaviours that are required to live the company values.

Accordingly, the Code should be applied by reading and interpreting it as a whole. It should also be read in conjunction with Harmony's Behavioural Code, which sets out Harmony's values in more detail.

A code of conduct cannot cover all possible ethical challenges, or provide answers to all ethical challenges. Therefore, the spirit and not merely the letter of the Code should be reflected in our actions.

1.3 Why we have a code of conduct

Ethical behaviour ensures sustained stakeholder trust. Stakeholder trust brings about investor confidence, customer loyalty, the attraction and retention of talented employees, accountable supply chain relations and respect of the industry regulator. Unethical behaviour, on the other hand, may cause the loss of stakeholder trust, and may therefore have severe financial implications.

A company that ascribes to ethical behaviour acquires a good reputation over time that will attract ethical stakeholders and business partners. Following this Code, and therefore our values and principles, one can avoid situations that may damage one's reputation or that of Harmony.

The Code provides guidance on behaviours that reflect the values of the company. Our values represent our basic convictions about what we believe to be good, right and just. We aspire to them, and consider them to be congruent with being a responsible corporate citizen.

Harmony's values are:

- SAFETY: No matter the circumstances, safety is our main priority;
- ACCOUNTABILITY: We are all accountable for delivering on our commitments;
- ACHIEVEMENT: Achievement is core to our success;
- CONNECTED: We are all connected as one team;
- HONESTY: We uphold honesty in all our business dealings and communicate openly with stakeholders.

1.4 Who the Code applies to

As stated above, the Code is intended to direct the Harmony group, its board of directors, its officers, its employees (whether permanent, fixed-term, contract or temporary) and all contractors, agents and other service providers to the highest standards of ethical conduct

As such, the Code applies to:

- all director's officers and employees of Harmony (whether permanent, fixed-term, contract or temporary) (in this Code referred to collectively as "**Employees**")
- all Associates of Harmony. In this Code "**Associates**" refers to suppliers, contractors, consultants, agents and other service providers of Harmony.

Each of these persons is required to act consistently with the Code when doing business with or on behalf of Harmony, as the case may be. Associates will be made aware of the Code as it applies to their dealings with Harmony and its Employees and be encouraged to adopt and uphold similar principles and standards.

At Harmony we strive to influence all our stakeholders to observe standards similar to ours. All Associates will be required to sign a copy of this Code as an undertaking that they will abide by the purpose and spirit of the Code in addition to the agreement they enter into with Harmony. For the avoidance of doubt, this Code also applies to Associates dealing with government officials on behalf of Harmony. All interaction with any government on behalf of Harmony should be clearly documented. Harmony's gift policy should at all times be adhered to.

1.5 Company obligations in respect of the Code

- The Company must disclose the adoption of its Code of Conduct or any amendments to the Code to all its Employees and (to the extent applicable) its Associates.
- The Company must disclose promptly and publicly any waivers of the Code by the Harmony board;
- The Code of Conduct must be posted on the Company's website, or on other platforms or through other media as the Board of Directors considers is appropriate. The Company undertakes that it will make a copy of the Code available to any person who requests it.
- The Code of Conduct must be incorporated by reference in Employee and Associate contracts.
- The Code of Conduct must be included in Employee induction and training programmes.

2. Ethics management structures

Part 5.1 of the King Report on Corporate Governance for South Africa, 2016 (King IV) states that:

- 1) The board should lead ethically and effectively;
- 2) The board should govern the ethics of the organisation in a way that supports the establishment of an ethical culture; and
- 3) The board should ensure that the organisation is, and is seen to be, a responsible citizen.

Harmony's Social and Ethics Committee (S&EC) is constituted as a statutory committee in respect of its statutory duties in terms of sections 72(8) of the Companies Act, 2008 (**"the Companies Act"**) and regulation 43 of the Companies Regulations, 2001 (**"the Regulations"**) and a board committee in respect all other duties that the board has delegated to it, including to have a strategic and oversight role to ensure that ethics is managed effectively in the company and supports an ethical culture. The S&EC identifies the company's material ethics issues and ensures that these issues are dealt with and reported on.

The CEO is responsible to set the ethical tone and create an ethical culture in the Harmony group. To further assist the CEO in meeting his responsibilities, and to report to the board on ethics matters, a Management Ethics Committee has been established at the company. The Management Ethics Committee is actively responsible for the management of ethics in the organisation. In the process it provides ethical guidance to the board, the CEO, executive and senior management as well as Harmony's employees; it ensures that the ethical values are communicated; it assists business and functional leaders in assessing acceptable outcomes in cases where adjudication is required; it oversees the process for handling breaches of business conduct; it advises employees on ethical matters; it ensures the integrity of policies, procedures and practices; it manages conflicts of interest; it develops and implements ethics awareness and other ethics training programmes, good governance and anti-corruption measures; and monitors and reports on policy issues, compliance with the Code, unethical behaviour and corrupt activities.

Heads of Departments (HOD's) and line managers have a specific responsibility to support the CEO and Management Ethics Committee in upholding a high standard of business conduct. HODs must take all reasonable steps to ensure that the people for whom they are responsible are aware of and uphold the behaviours outlined in the Code. These include:

- consistently demonstrating ethical behaviour;
- undertaking activities to foster a culture in which Employees understand their responsibilities; feel comfortable raising concerns without fear of victimisation or retaliation; are encouraged to work according to the values in the Code; and are rewarded for such behaviour;
- making certain that mandatory company policies, standards and procedures are accessible, understood and adhered to;
- embedding the requirements of the Code into existing systems; for example, recruitment, evaluation of performance and the reward of employees, performance management processes, employment and supply contracts, Employee induction and training programmes and industrial agreements;
- responding promptly and assertively to Employees' legitimate concerns and questions

- about business conduct issues and seeking further assistance if required;
- establishing internal processes that address risk areas in relation to ethical business conduct and ensuring that actual or potential breaches are appropriately investigated and managed;
- ensuring all business conduct breaches are reported promptly through appropriate channels;
- taking or recommending appropriate actions, sanctions and remedies to address business conduct issues and breaches of Harmony's ethical standards.

3. Behavioural guidelines

In this section the main ethical expectations the company holds of its Employees in terms of their behaviour, are explained.

Employees need to understand the contents of this Code and Harmony's Behavioural Code and the obligations contained therein. Employees should also be aware of the relevant legislation and policies that underpin the contents of this Code.

3.1 People and Safety

3.1.1 Health, Safety, Environment and Social Performance

At Harmony we consider that the future of mining depends on responsible social and environmental conduct. As such, we have an ethical obligation, and Employees have a duty in this regard, to ensure that:

- they contribute to, and thus must not jeopardise, the health and safety of their immediate work environments. They must at all times strictly adhere to all health and safety regulations and policies;
- they are alert to all risks that may compromise the health and safety of their co-workers and immediately inform their managers of situations that may pose any physical threat to any Employee or Associate;
- they are aware of potential damage a mining operation may cause to the environment and immediately inform their managers of their suspicions or concerns;
- they respect the importance of the relationship between Harmony and its surrounding communities and the potential social impact a mining operation may have on these communities. Employees must contribute to building respectful and honest relationships with these communities, and immediately inform their managers of potential negative impact situations.

3.1.2 Equal opportunity

Harmony is committed to developing and maintaining a diverse workforce and to providing a work environment in which every Employee is treated fairly, respectfully and with dignity. Employees should have the opportunity to realise their potential and to contribute to Harmony's business success.

Employees are expected to be aware of Harmony's commitment to equality in employment and upholding human rights, and to abide by and support these commitments in their work environments.

Employment, development opportunities and promotion at Harmony are offered and

provided on merit. All Employees and applicants for employment are treated and evaluated according to their job-related skills, qualifications, abilities and aptitudes. Making any evaluation on the basis of attributes unrelated to job performance (for example, race, colour, gender, religion, lawful personal associations, national origin, age, disability, political beliefs, marital status, sexual orientation, and family responsibilities) constitutes unlawful discrimination, is contrary to this Code and is prohibited.

Procedures/actions

Employees are encouraged to speak up against discrimination, and should be able to do so without fear of intimidation or retribution.

3.1.3 Harassment or bullying

Harmony does not tolerate any form of harassment or bullying in any of our workplaces. People are the foundation of our success, and all our people are to be treated fairly, respectfully and with dignity.

Employees must never engage in actions or behaviours that entail harassment. Harassment is an action, conduct or behaviour that a reasonable person would find unwelcome, humiliating, intimidating or offensive. Such behaviour includes but is not limited to oppressive or unreasonable demands; rude, violent, scathing or sarcastic speech; and the manipulation of Employees into doing things that violate their dignity or the dignity of other persons.

Procedures/actions

Employees are encouraged to speak up against harassment and bullying. Should this not remedy the situation, Employees should seek advice from their line manager, another senior manager or the Ethics Officer. Employees are also encouraged to report any incident of harassment or bullying that they observe, whether or not they are themselves victims.

Bullying is repeated harassment directed towards an individual or group of individuals that creates a risk to the physical or mental health or safety of the targeted person(s).

Workplace harassment or bullying should not be confused with feedback, advice or counselling on work performance or work-related behaviour of an individual or group, which might include critical comments. A critical distinction is the motive and the manner of delivery: feedback or counselling is intended to assist Employees to improve work performance or change poor work behaviour, and should be constructive, work-related and communicated in a professional manner. Feedback which does not reflect these distinctives may constitute harassment.

All our people are responsible for ensuring that they consider the implications of their behaviour at all times and take necessary corrective steps. Harmony Employees:

- Do not physically or verbally intimidate or humiliate others including the use of social media to embarrass, humiliate or offend;
- Never make inappropriate jokes or comments (If you are unsure of whether something might be inappropriate, assume that it is);
- Never distribute or display offensive or derogatory material, including pictures, magazines and computer monitor displays

- Never access or distribute offensive or derogatory material, including by means of the intranet or any other company electronic or other communications system or privately on the internet, face book, twitter or any other form of social media; and
- Are not afraid to speak up and tell people when their actions upset them. Explain why and ask them to stop.

All Employees have the right to be treated with respect, dignity and equality. You are encouraged to confront the perpetrator directly and/or report their behaviour to your manager. Harassment and bullying can result in disciplinary action and may lead to the dismissal of the perpetrator

Procedures/actions

Challenge someone if you find their behavior hostile, intimidating or humiliating.

3.1.4 Human Rights

Harmony's Human Rights Policy articulates the fundamental elements of Harmony's approach to Human Rights and how it demonstrates its commitment to respect Human Rights in line with the UN Guiding Principles on Business and Human Rights.

We conduct our activities in a manner that respects human rights as set out in the laws and constitutions of the countries in which we operate. Harmony's approach to respecting human rights consists of several core elements, including adherence to corporate policies, compliance with applicable laws and regulations, regular dialogue and engagement with our stakeholders and contributing, directly or indirectly, to the general wellbeing of the communities within which we operate.

We seek business partners and suppliers that observe standards similar to ours. Every employee should understand the human rights issues in their workplace and follow Harmony's commitments, standards and policies.

3.2 Corrupt Practices

3.2.1 Bribery and Corruption

Bribery and corruption exposes Harmony, you and any other person involved to severe civil and criminal consequences, as well as disciplinary action which could result in the termination of employment. It also has highly prejudicial outcomes for society in general. Consequently, Harmony is determined to eradicate this behaviour in all its forms.

The Harmony Gold Anti-Bribery and Corruption Policy articulates the fundamental elements of Harmony's approach to bribery and corruption.

A bribe is offering, giving, agreeing to give, accepting, receiving or accepting to receive anything of value in order to improperly influence a decision or obtain an improper advantage. The thing of value need not be money, and can come in many forms. For example, it could be an expensive gift, an overseas holiday, the repayment of a debt owed or giving a job to the relative of a person. The improper benefit derived usually involves winning work or lucrative contracts, or in the case of bribes to government officials, obtaining licenses or permits that a person or

company is not entitled to. Corruption is the abuse of a position of power, and it usually involves a government official using their position to benefit themselves. Bribery and corruption can be done directly or indirectly, and very often middlemen are used to facilitate the crime. Facilitation payments are a specific form of bribery and corruption whereby a low level payment is made to a government official to induce them to do their job more quickly. For example, a border official may be paid to let goods pass through the border more quickly to avoid delays in the delivery of the goods.

Harmony has a zero tolerance approach towards any form of bribery or corruption. For the avoidance of doubt, Harmony will not pay bribes or engage in any form of corruption, and all Employees and Associates of Harmony are strictly prohibited from doing so. If an Employee engages in any form of bribery or corruption, they will be subject to disciplinary action. If an Associate engages in any form of bribery or corruption, Harmony will review the legal relationship with the Associate and seek to exercise legal action against the Associate (which may include terminating the contract, instituting civil action to recover any losses incurred and instituting criminal action, depending on the circumstances).

Procedures/actions

Employees are required to report all occurrences and suspicions of bribery and corruption. Even turning a blind eye to one's suspicions of bribery and corruption can result in a possible liability or disciplinary action against for the Employee personally.

3.2.2 Insider Trading

Employees are involved in insider trading when they trade in shares or other securities for themselves or others while in possession of non-public (inside) information which has a material effect on the price or value of those shares or other securities (e.g. relating to Harmony or the companies doing business with Harmony); or when someone else obtains this information from an employee (an insider) and then trades in those shares or other securities. In both cases the exclusive knowledge possessed by the employee, and subsequent action, leads to an unfair advantage for that person and his/her associates.

It is a criminal offence to deal in Harmony shares or other securities knowing that one has inside information. It is also a criminal offence to encourage another person to deal or discourage another person from dealing in Harmony shares affected by the inside information if one knows that one has inside information, even if the encouraging or discouraging is not successful. Securities include common stock or other debt or equity securities, options or shares held in Harmony investment and retirement plans. It is also illegal to purchase or sell the securities of another company if you have material non-public information about that company.

Employees must never use any material non-public information about Harmony or the companies doing business with Harmony for personal gain. In addition, you must never pass any material non-public information on to others who may purchase or sell Harmony securities or the securities of other companies. Providing a "tip" to someone who then buys or sells securities is a criminal offence and if the other person then deals while in possession of inside information, that is also an offence.

“Non-public information” is information that is known within the company and has not been publicly released. “Material information” is information that a reasonable investor would consider important when deciding to buy or sell securities. Examples of non-public information that could be considered material include:

- financial forecasts;
- changes in sales, market share or production;
- changes in debt ratings or analyst upgrades or downgrades of Harmony securities;
- earnings, dividends or stock splits;
- proposed mergers, acquisitions or divestitures;
- marketing plans; and
- strategic plans.

Whether any particular information could be considered “material” by a reasonable investor depends on specific circumstances. If it leads the investor to make an investment decision that would otherwise not have been made, then it is generally considered to be material. A major factor in determining whether information is material is the impact that information could have on the company’s financial condition or share price.

Procedures/actions

1. If you are in doubt as to whether non-public information in your possession is material, you should seek guidance from the Group Company Secretary.
2. You should familiarise yourself with Harmony’s ‘trading in shares and insider trading policy’ which would indicate under which circumstances you may be required to declare your trading in Harmony shares to the Group Company Secretary in writing. All newly appointed employees that already hold Harmony shares and that falls within the ambit of the definition of an “insider” as defined in the ‘trading in shares and insider trading policy’ must immediately declare such holding to the Group Company Secretary in writing upon appointment.

3.2.3 Receiving gifts, sponsorships and donations

Gifts must never:

- influence an employee’s or the company’s business decisions; or
- place an employee or the company under any obligation,

or cause others to perceive or suspect an influence or obligation.

Examples of what may constitute a “gift” include, but are not limited to, physical articles (e.g., household appliances, bottles or cases of liquor, airline tickets etc.), and tickets to sporting and entertainment events, sponsored holidays, and sponsored sport and hunting or fishing trips.

The company maintains a value cap on the receipt by employees of gifts and entertainment (hereinafter referred to as the “**maximum gift value**”), which gift value may not be exceeded. The maximum gift value is periodically reviewed, and is currently:

- R1 000.00 (one thousand rand) for South African employees (i.e., persons employed and residing in South Africa);

- The Australian Dollar or Papua New Guinean Kina equivalent of R 1 500.00 (one thousand five hundred rand), as the case may be, for HSEA employees (i.e., persons employed and residing in Australia or Papua New Guinea) (being 1.5 times the maximum gift value applicable in South Africa).

Breach of this policy, including the delivery of gifts to employees' residential addresses or to third parties or otherwise in order to circumvent this policy, can result in immediate suspension that may lead to dismissal, subject to due processes.

Specific examples are dealt with below:

3.2.3.1 Gifts

- Employees may accept gifts in the form of promotional material (i.e. calendars, ashtrays, folders, pens, etc.) with the name or logo of the giver on the item.
- Employees may accept occasional gifts having a value not exceeding their applicable maximum gift value in 3.2.3.
- Employees may not accept gifts that exceed their applicable maximum gift value in 3.2.3, nor may they accept gifts of a recurring nature of any value (except for promotional material as stated above). Employees may, under no circumstances, accept cash, cheques, promissory notes or gift vouchers of any value.

Procedures/actions

- 1 Employees should politely, but firmly, decline gifts that exceeds their maximum gift value, or recurring gifts (other than promotional material).
- 2 All gifts (including promotional materials) must be recorded on the electronic gift register. All non-permitted gifts (if already delivered to you) must be returned immediately and such return noted in the gift register.
- 3 All gifts that are received must be loaded on the electronic gifts management system within three business days of receiving the gift.
- 4 All gifts that are not approved or decline by line management will be automatically escalated to the Ethics Officer for decision (if there is no action or approval on gifts (three-day time lapse) the approval will automatically be escalated to the ethics officer for decision.
- 5 The gift register is presented to the Management Ethics Committee every quarter for review.

3.2.3.2 General sponsorships

- No donations or sponsorship of any value may be solicited or accepted from Associates of Harmony unless:
 - there is no ethically-compromising intent or consequence; and
 - such solicitation or acceptance has been duly authorised by the relevant Regional General Manager, the Ethics Manager or a member of the Executive Management.

Procedures/actions

1. Specific approval for acceptance of donations or sponsorships must be obtained from your Regional General Manager, the Ethics Manager or a member of the Executive Management who may decide on the matter or refer such request to the Management Ethics Committee. All such approvals must be reported to the Ethics Manager .
2. All sponsorship and solicitation requests must be requested on the electronic ethics management system.

3.2.3.3 Meals/Drinks and Entertainment

- Employees may accept invitations to meals/drinks and/or entertainment that are reasonably necessary or useful to expedite or promote Harmony's business matters, and which do not exceed in value their maximum gift value in 3.2.3. Employees must obtain prior approval before accepting invitations to meals/drinks and/or entertainment having a value in excess of their maximum gift value in 3.2.3.
- Employees must decline invitations to meals/drinks and/or entertainment that are intended to influence, or which may be

perceived as potentially influencing, the employee's unbiased decision-making, or which may, or may be perceived to, be ethically compromising.

Procedures/actions

1. Specific approval for acceptance of entertainment in excess of the maximum gift value in 3.2.3 must be obtained from your Regional General Manager, the Ethics Manager or a member of the Executive Management, prior to the event, who may decide on the matter or refer such request to the Management Ethics Committee. All such approvals must be reported to the Ethics Manager .
2. All entertainment requests must be made on the electronic ethics management system.

3.2.4 Travel

Employees' travel and accommodation must be paid for by Harmony if there is a business purpose for the travel. Employees must adhere to the travel policy in terms of internal car hire, accommodation as well as national and international flights.

3.2.5 Interaction with governments

Harmony may receive a request from a government official for travel assistance and hospitality directly or indirectly for the benefit of a government official. Such requests raise a potential bribery and corruption issue because the giving of an improper benefit to a government official is prohibited under both applications in country law and Harmony's Anti-Bribery and Corruption Policy. The provision of an improper benefit includes a circumstance where the benefit is provided to induce or regard the exercise of duties or functions of a government official. Facilitation payments are strictly prohibited.

Travel assistance and hospitality is only permitted under this Guideline if it meets four key requirements:

1. Has a proper business purpose

The travel or hospitality must be provided in connection with Harmony's business activities, or a matter that is relevant to Harmony or its activities. Any travel must not be for the personal or leisure purposes of the Official or (other than in an emergency situation) for purposes unrelated to the activities of Harmony.

2. Is not intended to, or capable of being perceived as an attempt to, improperly influence an official.

3. Complies with applicable laws and regulations, including any relevant Governmental codes.

4. **If provided in-kind** (i.e. Harmony must arrange the relevant travel assistance or hospitality at its cost) and not in the form of cash payments or other reimbursement (e.g. voucher) provided to the official.

A detailed electronic register of all payments made to government officials ("Payment Register") must be maintained (e.g. the payment of travel, accommodation and food costs of government officials during inspections, and/or payment of "per diem" amounts for incidentals) must be kept.

At a minimum, the Payment Register should record:

- the date of each visit;
- the purpose of each visit;
- the identity of the officials who attended;
- the arrangements that were made for payment of the travel, accommodation and food costs of such officials during the inspections, and/or payment of "per diem" amounts for incidentals; and
- the outcome of each visit, including any favourable or unfavourable amendments to regulatory obligations, permits etc.

The Payment Register should also contain copies of all correspondence with the relevant government department or officials regarding the visit (including copies of any requisitions, receipts or acknowledgement concerning per diem payments).

3.3 Conflicts of Interest

Harmony respects the privacy of its employees. However, on the job or in employees' personal time, nothing should conflict with employees' responsibility to Harmony or compromise, or appear to compromise, the quality of their work performance, commitment to work and the ability to make impartial business decisions.

In terms of our employment contracts, all Harmony employees are expected to serve the interests of the company faithfully and consistently, and to maintain professional relationships with clients, suppliers, contractors and the community. This implies that all potential or perceived conflicts of interests should be avoided.

A conflict of interest arises when an Employee participates in an activity or acquires another interest or loyalty that jeopardises, or could jeopardise, their judgment, objectivity or independence and jeopardise the Employee's reputation and that of Harmony. Employees must avoid any conflict of interests. Decisions made in their capacity as employees or representatives of Harmony must not be influenced by personal and private considerations.

Conflicts of interest can arise in many ways, but common **examples** involve:

- Having a second job that will impact negatively on your ability to fulfil your professional responsibilities towards Harmony, i.e. impairing on your time, doing business with Harmony as a representative of your own company, etc.;

- Receiving gifts or preferential treatment from any third party (e.g. consultants, suppliers or clients) valued at more than the maximum gift value in 3.2.3;
- Doing business on behalf of Harmony with any current or potential supplier, advisor, competitor or business associate of Harmony in which you, your spouse or life partner (as recognised by society, various religions or the law), close relative (e.g. parent, step-parent, child, step-child, sibling, step-sibling, nephew, niece, aunt, uncle, grandparent, grandchild, and spouse/partner of any of these) and spouse or life partners of close relatives, has an interest of any nature whatsoever;
- Accepting personal favours or any form of preferential treatment from any current or potential supplier, advisor, competitor or business associate of Harmony;
- Entering into any agreement, arrangement or understanding with any third party to the detriment of Harmony;
- Contracting with any third party, who is a current or potential supplier, advisor, competitor, or business associate of Harmony in one's private capacity or other than as a representative of Harmony, with unethical intent;
- Engaging in activities in your private capacity or other than as a representative of Harmony which may impact adversely on employees' ability to fulfil their obligations to Harmony whether as an employee, officer or director, with integrity and in the best interests of Harmony;
- Taking up temporary or casual employment with another employer whilst on annual leave or on any other leave of absence.
- When you, or one of your family members, receive improper personal benefits as a result of your position in Harmony.

Procedures/actions

1. You must immediately declare to your HOD on the electronic ethics management system any matter before a business decision is made that could influence or be perceived to influence your decisions or actions at Harmony. The HOD must acknowledge receipt and he/she must clarify issues with the employee where after the employee will be required to submit the disclosure electronically to the Ethics Officer or Ethics Manager . The Ethics Officer will record the employee's declaration in a register.
2. All disclosures for decision must be disclosed on the electronic ethics management system.
3. Give your HOD all the relevant facts in writing if you believe there is an actual or potential conflict of interest.
4. Note all actual or perceived conflicts of interest at the appropriate forums and meetings.
5. Withdraw from decision-making that creates, or could be perceived to create, a conflict of interest.
6. Be impartial, professional and competitive in your dealings with Associates.
7. The HOD must ensure that he or she assists the employee to understand the requirements of the Code in this regard and provide guidance in writing or consult with the Ethics Officer or Ethics Manager where an uncertainty arises.
7. Employees must renew their declarations every second year.
8. Members of the Executive Committee and Ethics Committee must renew their declarations

Employees can be active in their own time in community, government, educational and other non-profit organisations, provided that they comply with relevant laws, regulations and Harmony policies. Employees can acquire interests in other businesses and perform external professional activities in their own time if no actual or potential conflict of interest would or could result, no Harmony time and other resources are used, and on the basis that Harmony business will receive priority.

Procedures/actions

1. Employees shall not without prior written authority from the Ethics Officer or Ethics Manager, undertake any other work for remuneration.
2. All disclosures for decision must be disclosed on the electronic ethics management system.
3. All employees who act as a director or member of another company or organisation (which may include a trust, close corporation and becoming an official of a professional body or sporting club) have to declare their positions to the relevant HOD and the Ethics Officer or Ethics Manager in writing. This also applies if you plan to use your knowledge or position for external material gain. If in doubt, please consult your HOD or the Ethics Officer or Ethics Manager.
4. If an employee has any interest in another business/company/trust, irrespective of whether the business/company provides a service to Harmony or not, the employee has to report it to his/her HOD in writing. Irrespective of this requirement, employees will not be required to declare any interest in a business/company/trust held solely for the purpose of property investment.
5. The HOD must acknowledged receipt and he/she must clarify issues with the employee where after the employee will be required to submit the acknowledgement on the system to the Ethics Officer or Ethics Manager, who will record the employee's interest in a register. The Ethics Officer or Ethics Manager is required to submit the register to the Management to the Ethics Committee as and when in the view of the Ethics Officer there is a potential conflict when the new entry is made.
6. The Management Ethics Committee is required to review the register on a quarterly basis. Each declaration will receive a written letter from the Ethics Officer. If a conflict exists, the written letter from the Ethics Officer or Ethics Manager will detail the action required from the employee to resolve/eliminate the conflict.

3.4 Money Laundering and terrorist financing

Harmony could be exploited by criminals to launder money or fund criminal activities. Money laundering typically involves intentional steps to attempt to conceal the origins of the proceeds of a crime. Harmony strictly prohibits any form of money laundering involving its business. Employees and Associates are prohibited from engaging in any conduct that may result in Harmony being a part of money laundering in any way, and Employees and Associates must report any suspicions of money laundering involving Harmony.

Terrorist financing is the provision of any form of financial or other support to any person or group that is declared to be a terrorist by an appropriate body such as the United Nations. Harmony strictly prohibits terrorist financing using any of its resources. Employees and Associates are prohibited from engaging in any conduct that may result in Harmony being a part of terrorist financing in any way, and Employees and Associates must report any suspicions of terrorist financing involving Harmony.

Procedures/actions

1. Employees need to conduct appropriate counterparty due diligence prior to the engagement with business partners, in order to understand their business and background and to determine the origin and destination of money and property.
2. All suspicious transactions or incidents of money laundering or terrorist financing must be reported.

3.5 Political Activity and Payments

Employees and Associates of Harmony have the right of freedom of association, and in their personal lives may choose to support political parties or candidates. However, Employees and Associates may not contribute Harmony funds or resources to political campaigns, political parties, political candidates or anyone associated with them. Employees and Associates must ensure their personal political activities are not represented to be those of

Harmony.

3.6 Safeguarding Information and Assets

Intellectual, physical and financial company assets are valuable and must be preserved and protected.

3.6.1 Protection of Assets

Harmony's assets may include property (including intellectual property), time, proprietary information, corporate opportunities and funds, as well as equipment used by individuals, such as mobile phones and computers. Data, information or electronic communications created or stored on Harmony's computers or other electronic media, including personal information, are Harmony's records and are, therefore, Harmony's property. Appropriate precautions should be taken to prevent waste, loss, theft, damage, misuse or infringement of assets. This includes not allowing Harmony resources to be destroyed, disposed of, sold, loaned or donated without appropriate approvals. Harmony assets need to be used appropriately and responsibly.

All Harmony's assets have been acquired for business purposes and should only be used for the business purposes for which they are intended. Employees therefore accept that possession of the company's assets entrusted to them require the assets to be preserved, protected and only used for the intended purpose. This also applies to the use of Harmony's assets by employees for private work (e.g. DIY, gardening, removal services). Any theft, or unauthorised possession, of the company's assets constitutes illegal and criminal conduct, and no protection will be offered by Harmony to employees against criminal proceedings in such cases.

Employees spending working hours on private business are in breach of their employment contracts and expose themselves to the company disciplinary code. This includes access to social media that is not related to company business.

All computer software loaded onto the company's computers should be properly licensed. There are no exceptions to this rule. Harmony may report illegal use to the proper authorities. Refer to Harmony's IT policy which is incorporated into this Code by reference for additional guidance and information.

Intellectual Property (IP) assets and rights, including patents, trademarks, know-how and trade secrets relating to Harmony's operations or technologies are among Harmony's most valuable assets. IP is a key strategic tool for achieving business objectives and must be managed with proper care. This includes all information that is not available to the public, e.g. budgets and performances against budget. Confidential information should never be disclosed to third parties, even when individuals are no longer employed by the company.

3.6.2 Confidential Information

Employees are required to treat all information to which they are or become privy by virtue of their position in Harmony including, without limitation, information pertaining to Harmony which is not in the public domain, in the strictest confidence. This obligation of confidentiality continues to legally bind employees, even beyond their tenure at Harmony. Employees do not disclose or use such information for

any purpose whatsoever other than the business purpose for which it was initially disclosed in the fulfilment of their duties to and position at Harmony. Employees refrain from speaking, lecturing, or presenting on the affairs of, or on matters or subjects relating to Harmony, without the written consent of the Executive Director: Stakeholder Relations and Corporate Affairs, Group Company Secretary, Executive: Legal and Investor Relations.

Procedures/actions

If there is uncertainty as to whether or not information is confidential or the purpose for which any information may be used, advice needs to be sought from the HOD or, ultimately, the Information and Compliance Officer or Group Company Secretary

3.6.3 Personal Information and Privacy

Harmony respects the basic right of individuals – including employees, customers and suppliers – to privacy. Data privacy and protection laws safeguard information about individuals.

Personal information means information or data relating to an individual who can be identified by that information or data alone, or in combination with other information or data which is in Harmony's possession. This information includes, but is not limited to, name and contact details, employment and financial information, age and nationality. Information on race or ethnic origin, religion or philosophical beliefs, health or sexual orientation, criminal behaviour or trade union membership is sensitive personal data and subject to strict controls.

Harmony only collects personal information in a lawful and fair manner, and in a way that is not unreasonably intrusive. It will not use or disclose such information for any purpose other than the purpose for which it is collected. To the extent permitted by law, Harmony reserves the right to monitor or audit employees' use of its information systems, and access electronic communications or information stored on Harmony's systems for maintenance, business needs or to meet a legal or policy requirement.

[Individuals' right to privacy needs to be respected. Applicable laws and Harmony's internal privacy policies need to be followed when gathering or using their data. Personal information about individuals needs to be protected from misuse. Correct procedures when collecting, using and sharing this data needs to be followed. Employees do not gather, handle, store, use or share [personal data] unless that information is really needed and they are legally required to share it.

Procedures/actions

1. Employees need to use appropriate physical and IT safeguards to protect personal data and information. Inform the Information Officer immediately when you become aware of or suspect any security lapses.
2. Inform individuals why you are collecting their personal information.
3. Aside from certain exceptions as prescribed by law, consent from an individual is required before any of his/her personal information can be disclosed to a third party. Confirm with the Information Officer whether an individual's permission is required or not, before using or sharing personal information.
4. Ask for advice from the Information before transferring [personal data] to someone in another country.

3.6.4 Records Management

Harmony's records must be prepared accurately and honestly, both by our accountants who prepare records of transactions and by any of us who contribute to the creation of records, for example, by submitting expense reports, job logs, measurements and time sheets. All of our records must be supported by sufficient documentation to provide a complete, accurate, valid and auditable record of the transaction. A record contains information that is evidence of a business activity or required for legal, tax, regulatory and accounting purposes or is important to Harmony business or corporate memory. It is the content that determines a record, and not its format. Records include contracts, audit reports, financial information, product specifications, corporate policies, guidelines and procedures, and minutes of meetings.

Fair and accurate records are essential for managing Harmony's business and maintaining the accuracy and integrity of the company's financial reporting and disclosure. This is true for both reports filed with the U.S. Securities and Exchange Commission and for other public communications. Our commitment to honesty is fundamental to the truthfulness of financial reports the company makes to the public.

Senior financial officers and others responsible for the accuracy of financial reporting have an additional responsibility to ensure that adequate internal controls exist to achieve truthful, accurate, complete, consistent, timely and understandable financial and management reports. The applicable reporting standards as set by Corporate Financial Reporting must be followed at all times.

Both company policy and various laws, such as the Sarbanes Oxley Act of 2002 (SOX), require the completeness and accuracy of our records. Any attempt to conceal or misstate information in company records is a serious offence and may result in disciplinary action and criminal prosecution. Each of us is responsible for reporting any suspected violations of the company's accounting policies and procedures. You should report any suspected violation of these policies to the Ethics Officer or Ethics Manager or the Harmony Ethics Hotline.

Employees need to understand which information constitutes a record. A record must be properly managed and disposed of when no longer of value. Failure to manage records effectively can lead to significant business risks that may have negative financial, competitive, reputation, compliance and regulatory consequences and can breach legal, accounting, tax and regulatory requirements.

Individuals must manage their records in accordance with the record retention periods as prescribed in the relevant laws and regulations. The Harmony's Records Management and Retention policy provides a guide as to the retention periods of specific records.

3.7 Communications

3.7.1 Business Communications

Good communication is not only a precondition for a successful business operation, but also illustrates respect for others, e.g. by listening properly, giving the other person the opportunity to express his or her views. Successful communication is two-directional, not only from senior management to general

staff, but also from the latter to the former.

Harmony employees, in their business communications, do not:

- mislead
- write speculative opinions
- exaggerate
- comment disparagingly on other Harmony employees or management decisions
- engage in 'casual conversation' on sensitive or confidential matters, or
- joke about serious matters.

3.7.2 Company letterheads

3.7.2.1 Only authorised employees are allowed to utilize company letterheads. This includes Heads of Departments, Executive Management, and Chairman of internal committees.

3.7.2.2 Employees that are not included above must receive permission from relevant executive before using the company letterhead

3.7.3 Public Disclosures

Misleading the public can be a regulatory offence. Inaccurate and delayed information disclosure can damage Harmony's reputation and affect its share price. As a company listed on several stock exchanges, Harmony is required to comply with the disclosure obligations of these entities.

Any written or oral communication made publicly on behalf of Harmony is a public disclosure. Harmony will immediately make public any information or any major development related to its business which either a reasonable person would expect to have a material effect on the share price or a reasonable investor is likely to use as part of the basis for making investment decisions. This disclosure has to occur without delay and before such information is released to others. Public disclosures must only be made by authorised Harmony spokespersons.

An employee is not permitted to engage with the investment community, make public disclosures or address the media about Harmony's business activities. Please consult the company's communications policies in this regard.

Procedures/actions

1. Employees approached by the media must politely decline to comment and refer the media to the communications team.

4. Contravention of the code

In most instances it is clear what constitutes ethical business conduct. Harmony has a policy of zero tolerance of unethical conduct irrespective of whether the consequences for Harmony resulting from the unethical conduct are big or small. Matters dealt with

Specifically, in the Code and in official Harmony policies, standards and procedures are regarded as matters in respect of which there is ethical clarity. "Zero tolerance" in this context means that managers may not simply ignore clear deviations from Harmony's Code of Conduct in their areas of responsibility and should take such formal developmental,

corrective or disciplinary action as may be appropriate in view of the seriousness of the deviation. Failure to take such action is in itself unethical. Depending on the severity of the transgression, employees may face disciplinary or legal action, including possible dismissal.

Where violation or contravention of the provisions of this Code is concerned, disciplinary action (the outcome of which may include dismissal) will be taken, irrespective of the extent of the contravention. If applicable, legal proceedings may also be instituted against parties concerned and cases may be handed to the relevant Police or Law Enforcement Agencies for investigation and criminal prosecution. In the event of conviction by a court, the information regarding the matter concerned will be recorded in the employee's company personnel records and may be conveyed to future potential employers who may request references for the employees concerned.

Associates will, if implicated in any contravention, be prohibited from doing any business with Harmony. Associates shall refrain from giving gifts or providing other benefits of whatever nature to Harmony employees. Agreements with Associates should incorporate the relevant provisions of this Code and require compliance by reference.

If employees believe that their own actions have, or may have, contravened the Code, or if employees suspect that a contravention of this Code has been committed by another employee or contractor of Harmony, they should immediately follow the process set out in the sections marked "Where to find help" and "Reporting unethical behaviour" below. They need not confront the individual concerned.

5. Where to find help

It has been stated before that the Code is not intended to provide answers to every conceivable question that an employee might have. Also, the laws that govern our activities are often complex, but ignorance does not relieve us of our obligation to comply.

The practical guidelines provided in this document will not always be sufficiently detailed or appropriate for a specific situation. When confronted with an ethical issue or uncertainty, you could ask yourself the following questions:

- 1. Is it legal?**
- 2. Is it aligned to Harmony's values?**
- 3. Is it fair to all stakeholders?**
- 4. Am I prepared to read about my decision in tomorrow's newspaper?**

For an action to be classified as 'ethical', one should be able to answer 'yes' to ALL four questions (three out of four would not be good enough).

If you still have doubts about what the right thing is to do, you should always ask for help. Equally so if you are uncertain as to how to apply the Code in a specific situation.

The following easy steps can be followed to ensure that you do the right thing:

- Ask your HOD for advice. The HOD needs to respond to you in writing. The HOD is expected to keep a register of all questions relating to ethics. These questions are submitted to the Management Ethics Committee on a quarterly basis.
- If you are not comfortable to discuss your question with your HOD, or should you not be satisfied with the explanation/advice you receive, you could approach a senior manager.
- If uncertainty persists, the matter should be referred to the Ethics Officer or Ethics

Manager. If the consequences of a decision may be material from a reputational or values point of view, the Ethics Manager will refer the matter to the Management Ethics Committee for clarification and/or decision. Your query will be treated as confidential.

You can also contact any of the above individuals if you are unhappy with any aspect of this Code, or if you believe that the activities of directors or other employees are in contravention of the Code. Again, your query will be treated in the strictest confidence.

6. Reporting unethical behaviour

Every employee has an obligation to disclose any criminal and unethical conduct in the workplace. Note that employees are required to report all possible bribery and corruption.

In terms of the Protected Disclosures Act, 26 of 2000 no employee may be victimised or penalised by his or her employer as a direct result of having made a disclosure referred to above. By following this process, confidentiality will be maintained and the matter will be investigated without any fear, favour or discrimination.

If you have observed, or have information about unethical behaviour that occurred in the company, you are requested to report same in terms of Harmony's whistle blowing policy.

The Harmony Ethics Hotline number will be widely communicated in the organisation as part of the company's Ethics Management Plan and Programme.

If you have done something that may be unethical, you are obliged to report it to your HOD immediately.

Harmony prohibits any form of punishment; disciplinary or retaliatory action being taken against anyone for raising or helping to address a genuine unethical business conduct concern. Retaliation in whatever form may be grounds for discipline the results of which may including dismissal of the perpetrator.

All issues raised must be genuine and done in good faith. Malicious or mischievous allegations undermine our values and pose a serious impediment to the application and compliance with the Code. The company will take firm action against people who cause time and resources to be wasted in investigating such false reports.

Nothing in this Code shall prevent or hinder a party from reporting alleged misconduct to any regulator under any legislation or "whistle-blower" protection law or rule and does not prohibit or seek to impede a party from communicating directly with any regulator about a possible violation of any law.

7. Applicable legislation and company policies

All employees are expected to comply with the letter and the spirit of all applicable laws and regulations of the countries in which we operate.

This Code cannot describe every law, regulation or Harmony policy or procedure that may apply to you, however, we make specific reference to the requirements of King IV, the Companies Act of 2008 (as amended), the Sarbanes-Oxley Act of 2002, the United States Foreign Corrupt Practices Act of 1977, and where applicable, the Dodd-Frank Wall Street Reform and Consumer Protection Act and rules of all stock exchanges on which Harmony is listed.

Make sure you know the rules that apply to you, and comply with them.

The Code is supported by a range of policies, standards and procedures that are mandatory across all operations. Obtain copies of all policies, standards and procedures relevant to your work and if you are not sure of how to act or react in a particular situation, contact your Head of Department (HOD) or a senior manager for help.

The Code of Conduct reflects the ethical intent of several legislative requirements and is supported by a number of company-specific ethics-related policies, including those at all operations within the group. Some of these regulatory guidelines and policies are listed in the table below:

Guideline	Legislation and regulatory frameworks	Policy
General ethical principles and governance	<ul style="list-style-type: none"> • King IV • The South African Companies Act of 2008 • Sarbanes-Oxley • US FCPA (United States Foreign Corrupt Practices Act) • United Kingdom Anti-Bribery Act • Dodd-Frank Wall Street Reform and Consumer Protection Act • South African Consumer Protection Act 	Corporate Governance and Compliance Policy and Framework
Health, safety, environment and social performance	<ul style="list-style-type: none"> • Mine Health and Safety Act • Mineral and Petroleum Resources Development Act • National Environmental Management Act 	Health and Safety Policy Environmental Policy Stakeholder Engagement Policy
Equal Opportunity	<ul style="list-style-type: none"> • Labour Relations Act • Employment Equity Act 	Employment equity policy Preferential Procurement Policy
Human rights	<ul style="list-style-type: none"> • Bill of Rights (Chapter 2 of the Constitution of South Africa) • United Nations Global Compact 	
Corrupt practices	<ul style="list-style-type: none"> • The Prevention and Combating of Corrupt Activities Act • US FCPA (United States Foreign Corrupt Practices Act) • United Kingdom Anti-Bribery Act 	
Insider trading	<ul style="list-style-type: none"> • The Financial Markets Act, 19 of 2012 	<ul style="list-style-type: none"> • Harmony trading in shares and insider trading policy

Gifts and entertainment		Harmony Travel Policy and Non-Executive Director Travel, Accommodation and Entertainment Policy
Safeguarding information and assets		Harmony IT Policy
Personal Information and privacy	South African Promotion of Access to Information Act, 2 of 2000 Protection of Personal Information Act, 4 of 2013	
Records management	U.S. Securities and Exchange Commission Guidelines	<ul style="list-style-type: none"> • Harmony Corporate Financial Reporting • Harmony Records Management and Retention policy
Business communications		
Public disclosures		Social Media Policy Disclosure Policy
Reporting ethical transgressions	Protected Disclosures Act, 26 of 2000	

8. Applying the code internationally

It may happen that in some countries, Harmony is required to comply with legal obligations that are designed to redress historical issues of inequality and employment imbalances. For example, in South Africa, Harmony operates under the Black Economic Empowerment legislation. If such international legal obligations conflict with Harmony's policy, managers are required to provide clear instructions to employees as to how the Harmony policy will be applied. Harmony will seek to meet both its policy and legal obligations, but where this is not possible, the law of that particular country will take precedence.

Where differences exist as a result of local customs, norms, laws or regulations, the Code or local requirements must be applied – whichever of these sets the higher standard of behaviour.

Employees must familiarise themselves with and obey 1.) international human rights stipulations and 2.) the laws of the countries in which we operate and of the countries where we are listed on the stock exchanges, particularly in respect of bribery and corruption and ethical business practices.

9. Interpretation of the code

The interpretation of the code is delegated to the Management Ethics Committee. No amendments to this document may be made without the approval of the Harmony Chief Executive Officer.

10. Creating awareness

Formal training and awareness are provided and coordinated in terms of the company's Ethics Management Plan and Programme.

11. Employee declaration (Contracting companies do not have to complete this section, as the Code of Conduct forms an integral part of the signed agreement)

(To be completed and signed by employees on the first day of their employment with Harmony, or on a date that the company stipulates)

I, _____, the undersigned, with employee number:

_____, declare the following:

1. I have read and understand the information contained in the Behavioural Code and Code of Conduct (the Codes);
2. I acknowledge that the expectations conveyed by the Codes are legitimate and fair;
3. I agree that the company has a right to expect me do to the right thing as per the contents of the Codes;
4. I agree to abide by the requirements of the Codes;
5. I agree that I am obliged to provide information as required by the Codes; and
6. I am aware of my obligation to report behaviour that is in contravention of the Codes.

Signed at _____ on day _____ of _____ (month) of _____ (year).

Employee signature