

<p><b>POLICY</b></p> <p><b>POLICY N<sup>o</sup>:- DRDREM001</b></p>	<p><b>DRDGOLD LIMITED</b> (REG N<sup>o</sup> 1895/000926/06)</p> <p><b>POLICY REGARDING GENDER DIVERSITY AT BOARD LEVEL</b></p>	<p><b>VERSION N<sup>o</sup>:- 1.0</b></p> <p><b>PAGE 1 OF 3</b></p>
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**1. INTRODUCTION AND PURPOSE**

- 1.1 In terms of paragraph 3.84(k) of the JSE Listing Requirements ("*Requirements*"), the Board of Directors ("*Board*") of DRDGOLD Limited ("*the Company*") is required to adopt a policy on the promotion of gender diversity ("*Policy*") at Board level.
- 1.2 The Policy has been developed to comply with the amendments to the Requirements which came into operation on 09 November 2015.

**2. OBJECTIVES**

- 2.1 The Company supports the objectives of gender diversity at Board level.
- 2.2 The Company recognises that gender diversity at Board level which reflects the country's population demographics is an important facet of diversity and can ensure progressive representation of women on the Board and within the Company.
- 2.3 The Company recognises that gender diversity and equitable representation at Board level are catalysts for social cohesion, transformation and competitiveness of the mining industry.

**3. IMPLEMENTATION OF THE POLICY**

**3.1 SOCIAL AND ETHICS COMMITTEE**

- 3.1.1 The Social and Ethics Committee ("*SOETCO*") shall establish relevant criteria for nominating and appointing a gender diverse Board, with a view to procuring a broad spectrum of perspectives, expertise, skills, knowledge and experience from appropriately qualified women to steward and manage the performance and affairs of the Company.
- 3.1.2 SOETCO is responsible for *inter alia* the development of framework policies and guidelines for the management of socio-economic transformation.

*26 October 2016*

**DATE UPDATED**

**OWNER:-**



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3.1.3 SOETCO shall be responsible for the implementation of the long-term strategy of the Policy.

3.1.4 SOETCO shall ensure that the Policy is, as far as is reasonably practicable, designed and implemented in a non-discriminatory and non-racial manner to ensure compliance with the objectives of the Mineral and Petroleum Resources Development Act, 28 of 2002 to *inter alia* substantially and meaningfully expand opportunities for historically disadvantaged persons, specifically women, to enter the mining industry.

3.2 **RESPONSIBILITIES**

The Board will ensure that there is appropriate and meaningful disclosure in the Company's Integrated Report of the promotion of gender diversity in terms of this Policy, the composition and structure of the Board and its Committees, the outcome of Board evaluation and any material actions arising, the Board appointment process and any other initiatives the Company has in place and the steps it has taken to promote gender diversity at Board level and within the Company.

3.3 **ANNUAL REVIEW**

3.3.1 SOETCO shall, on an annual basis, prepare and submit a report to the Board on the effectiveness and implementation of the Policy.

3.3.2 The Board shall annually review and measure the level of women participation at Board level thereagainst.

3.4 **ANNUAL REPORTING**

The Company shall, in compliance with the Requirements, report to shareholders in its annual report on how the Board, as the case may be, have considered and applied the Policy in the nomination and appointment of directors. The Board shall, if applicable, further report progress in respect thereof on agreed voluntary targets.

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3.5 **APPROVAL**

The Policy was recommended by SOETCO on .....*28*..... *OCTOBER* 2016



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**CHAIRMAN OF COMMITTEE**

26 October 2016

**DATE UPDATED**

**OWNER:-**

