

<p><b>POLICY</b></p> <p><b>POLICY Nº:- DRDREM001</b></p>	<p><b>DRDGOLD LIMITED</b> (REG Nº 1895/000926/06)</p> <p><b>POLICY REGARDING GENDER AND RACE DIVERSITY AT BOARD LEVEL</b></p>	<p><b>VERSION Nº:- 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 paragraphs 3.84(i) and 3.84(j) of the JSE Listing Requirements, the Board of Directors ("**Board**") of DRDGOLD Limited ("**the Company**") is required to adopt a policy on the promotion of gender and race diversity respectively ("**Policy**") at Board level.

1.2 The Policy has been developed to comply with the amendments to the JSE Listings Requirements which came into operation on 19 June 2017.

2. **OBJECTIVES**

2.1 The Company supports the objectives of gender and race diversity at Board level.

2.2 The Company recognises that gender and race diversity at Board level which reflects the country's population demographics is an important facet of diversity and can ensure progressive representation on the Board and within the Company.

2.3 The Company recognises that gender and race 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 **NOMINATIONS COMMITTEE**

The Nominations Committee is primarily tasked with the nomination and appointment of directors to the Board. It has sub-delegated the development and implementation of the Policy on the promotion of gender and race diversity to the Social & Ethics Committee.

*26 October 2018*

**DATE UPDATED**



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3.2 **SOCIAL AND ETHICS COMMITTEE**

- 3.2.1 The Social and Ethics Committee ("SOETCO") shall, in compliance with section 74(5) of the Companies Act, 71 of 2008 read together with regulation 43 thereof, to report on non-financial aspects on environmental and socio-economic governance, including, *inter alia*, employment equity, diversity and broad-based black economic empowerment.
- 3.2.2 SOETCO shall establish relevant criteria for nominating and appointing a gender and racially diverse Board, with a view to procuring a broad spectrum of perspectives, expertise, skills, knowledge and experience from appropriately qualified persons to steward and manage the performance and affairs of the Company.
- 3.2.3 SOETCO is responsible for *inter alia* the development of framework policies and guidelines for the management of socio-economic transformation.
- 3.2.4 SOETCO shall be responsible for the implementation of the long-term strategy of the Policy.
- 3.2.5 SOETCO shall ensure that the Policy is, as far as is reasonably practicable, designed and implemented to ensure substantive equality and to *inter alia* substantially and meaningfully expand opportunities for historically disadvantaged persons, specifically women, to enter the mining industry.

3.3 **RESPONSIBILITIES**

The Board will ensure that there is appropriate and meaningful disclosure in the Company's Integrated Report of the promotion of gender and race 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 and race diversity at Board level and within the Company.

*26 October 2018*

**DATE UPDATED**



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<b>POLICY N<sup>o</sup>:-</b> <b>DRDREM001</b>	<b>POLICY REGARDING GENDER AND RACE DIVERSITY AT</b> <b>BOARD LEVEL</b>	<b>PAGE 3 OF 3</b>

3.4 **VOLUNTARY TARGETS**

The Company has set itself a voluntary target of 30% in respect of both gender and race diversity by the end of calendar year 2019 as contemplated in paragraphs 3.84(i) and (j) respectively of the JSE Listings Requirements.

3.5 **ANNUAL REVIEW**

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

3.5.2 The Board shall annually review and measure the level of diversity at Board level thereagainst.

3.6 **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.

3.7 **APPROVAL**

The Policy was initially recommended by SOETCO on 26 October 2016.

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**CHAIRMAN OF COMMITTEE**

*26 October 2018*

**DATE UPDATED**

