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**NOTICE TO
SHAREHOLDERS
30 JUNE 2024**

MINING WITH PURPOSE

OUR 2024 REPORTING SUITE

This report is supplemented by and should be read with our full reporting suite, comprising Harmony's:

Integrated report, which provides our stakeholders with a balanced, holistic and transparent overview of our business model, strategy, performance and value creation.

Mineral Resources and Mineral Reserves report, produced in accordance with SAMREC and section 12.13 of the JSE Listings Requirements (as updated from time to time).

Environment, social and governance (ESG) report, which provides insight into our ESG performance for 2024 and over the past five years, along with our aspirations. It is intended as a useful guide to support analysis and provides information about our shared value.

Financial report, which includes the consolidated and separate parent company annual financial statements.

Remuneration report provides clear and comprehensive information on our remuneration policies and practices with the goal of aligning director pay and remuneration in general, with company performance and good governance.

Annual **Form 20-F** report filed with the United States Securities and Exchange Commission, in compliance with the listing requirements of the New York Stock Exchange.

Operational report, a supplementary report, which includes technical and operational information about our operations.

Climate action and impact report (previously the TCFD report), a supplementary report, which discloses our climate-related governance, risk management, strategy, metrics and targets.

↗ These reports and supporting documents are available at www.harmony.co.za.



Scan the **QR code** to download the 2024 reporting suite.

Feedback

We welcome your feedback on these reports.

If you have any comments or suggestions, contact our reporting team at: IARreports@harmony.co.za

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A coated paper made from 60% post-consumer waste created to guarantee total respect of the environment and of economic and social responsibilities.



■ Mine Waste Solutions pump station project



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given to shareholders that the annual general meeting (“**AGM**”) of Harmony Gold Mining Company Limited (“**Harmony** or **Company**”) will, as contemplated by section 63(2)(a) of the Companies Act 71 of 2008, as amended (“**Act**”) and clause 19 of the Company's memorandum of incorporation (“**MOI**”), be held entirely by electronic communication on Wednesday, 27 November 2024 at 11:00 (SA time), to conduct the business set out below and to consider, and adopt, if deemed fit, with or without modification, the ordinary and special resolutions set out in this Notice of AGM (“**Notice**”).

For more information about the online facility and the prescribed procedures and means of connecting thereto, please see the section titled “Electronic Participation” below in this Notice of AGM.

In terms of section 59(1)(a) and (b) of the Act, the board of directors of the Company (“**Board**”) has set the record date for the purpose of determining which shareholders of the Company are entitled to:

- » receive this Notice of AGM (being the date on which a shareholder must be registered in the Company's securities register to receive this Notice of AGM) as Friday, 18 October 2024; and
- » participate in and vote at the AGM (being the date on which a shareholder must be registered in the Company's securities register to participate in and vote at the AGM) as Friday, 22 November 2024. Accordingly, the last date to trade in order to participate in and vote at the meeting is Tuesday, 19 November 2024.

As the AGM will cater for Electronic Participation only, it will not be desirable nor practical for voting to take place by way of show of hands. Accordingly, the chairman has already determined that all voting will be by way of poll through the facility provided by the electronic online facilities. See further the section titled: “Electronic Participation” below in this Notice of AGM.

Presentation of annual financial statements

The audited consolidated annual financial statements of the Company, incorporating the reports of the auditors, the audit and risk committee, and the directors for the year ended 30 June 2024 will be presented to the shareholders of the Company at the AGM as required in terms of section 30(3)(d) of the Act, read with section 61(8)(a) of the Act.

The complete audited consolidated annual financial statements of the Company are available on Harmony's website at www.har.co.za.

Presentation of group social and ethics committee report

In accordance with regulation 43(5)(c) of the Act, the social and ethics committee's report on page 33 to 34 the ESG report 2024 (available on Harmony's website at www.har.co.za) will be presented to shareholders at the AGM.

Notice of alteration

1. The Company hereby publishes a notice of alteration of its MOI in accordance with section 17 of the Act to correct a patent error or defect in the MOI, as detailed below.
2. The Company held its electronic Extraordinary General Meeting (“**EGM**”) on 31 January 2024 in terms of which the requisite majority of shareholders approved all the ordinary and special resolutions, as set out in the notice of EGM dated, 14 December 2023, forming part of the Company's circular to shareholders published on the Company's website, and posted to the Company's shareholders, on 18 December 2023. As part of the aforementioned approvals, the shareholders of the Company approved certain amendments to the MOI.
3. Notwithstanding the amendment to the MOI on 31 January 2024, the version of the MOI that was filed with the Companies and Intellectual Property Commission does not reflect that the MOI was amended by special resolution of the shareholders of the Company on 31 January 2024. The board of directors of the Company resolved (by way of a resolution passed on 24 October 2024, to correct this patent error or defect in the MOI in terms of 17(1) of the Act by amending page 51 of the MOI by:
 - 3.1. deleting the words:
“This Memorandum of Incorporation was adopted by special resolution of the Shareholders on 28 November 2012 and amended by special resolution of the Shareholders on 5 December 2013 and again amended by special resolution of the Shareholders on 1 February 2018”, and
 - 3.2. replacing them with the words:
“This Memorandum of Incorporation was adopted by special resolution of the Shareholders on 28 November 2012 and amended by special resolution of the Shareholders on 5 December 2013 and again amended by special resolution of the Shareholders on 1 February 2018 and again amended by special resolution of the Shareholders on 31 January 2024”.
4. This notice of alteration of the MOI, will be filed with the Companies and Intellectual Property Commission within 10 business days of publication of the alteration in terms of this notice.



Resolutions for consideration and adoption

1. Ordinary resolution number 1:

Re-election of a director

“RESOLVED THAT Dr Mavuso Msimang, who retires by rotation at this annual general meeting in accordance with the MOI, and who is eligible and available for re-election, be and is hereby re-elected as a director of the Company with immediate effect.” (See Dr Mavuso Msimang’s resumé below).

Dr Mavuso Msimang

Lead independent non-executive director

Appointed: March 26, 2011

Qualifications:

- » MBA (Project Management)
- » BSc

Committee memberships:

- » Nomination committee (Chairperson)
- » Social and ethics committee

Mavuso was appointed to the board on 26 March 2011. He has 28 years’ experience in management at executive level, and was involved in the successful transformation and restructuring of several state-owned entities over a period of 16 years until 2010.

He held several senior positions in public sector organisations, including South African Tourism, South African National Parks and the State IT Agency (SITA), where he successively served as chief executive officer. He also worked for a couple of South African non-governmental organisations. Mavuso retired from the civil service in 2010 following a three-year stint as Director-General at the Department of Home Affairs. He served as the CEO of the Oliver and Adelaide Tambo Foundation.

Before the onset of democracy on South Africa, he worked for international development agencies, the World University Service of Canada and CARE International which posted him to Ethiopia and Kenya, respectively, as their country representative. He also held senior management positions with the United Nations Children’s Fund and the World Food Programme. Currently, Mavuso serves on various civic society, environmental management and private sector boards. He is a co-founder of African Parks Network and its Emeritus Board Member. Mavuso is the immediate-past chairman of Corruption Watch and is a public commentator on good governance, and against corruption.

The percentage of voting rights required for ordinary resolution number 1 to be adopted: more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders of the Company present at the AGM or represented by proxy and entitled to exercise voting rights on ordinary resolution number 1.

Notice of annual general meeting continued

2. Ordinary resolution number 2:

Re-election of a director

"RESOLVED THAT Vishnu Pillay, who retires by rotation at this annual general meeting in accordance with the MOI, and who is eligible and available for re-election, be and is hereby re-elected as a director of the Company with immediate effect." (See Vishnu Pillay's resumé below).

Vishnu Pillay

Independent non-executive director

Appointed: May 8, 2013

Qualifications:

- » BSc (Hon)
- » MSc

Committee memberships:

- » Remuneration committee (Chairperson)
- » Technical committee
- » Investment committee
- » Nomination committee

Vishnu was appointed to the board on 8 May 2013. He was executive head: joint ventures and exit operations of Anglo American Platinum Limited, a position he retired from on 31 December 2018. Before joining Anglo American Platinum in 2011, he was executive vice-president and head of South African operations for Gold Fields Limited and, prior to that, vice-president and head of operations at Driefontein Gold Mine.

His 35-year mining career was shared between Gold Fields Limited and Anglo American Platinum. It was briefly interposed with a two-year period in 2004 with the Council for Scientific and Industrial Research in South Africa, where he was director of mining technology and group executive for institutional planning and operations.

Vishnu also previously served on the board of Foskor Proprietary Limited as an independent non-executive director.

The percentage of voting rights required for ordinary resolution number 2 to be adopted: more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders of the Company present at the AGM or represented by proxy and entitled to exercise voting rights on ordinary resolution number 2.



3. Ordinary resolution number 3:

Re-election of a director

“RESOLVED THAT Karabo Nondumo, who retires by rotation at this annual general meeting in accordance with the MOI, and who is eligible and available for re-election, be and is hereby re-elected as a director of the Company with immediate effect.” (See Karabo Nondumo’s resumé below).

Karabo Nondumo

Independent non-executive deputy chairperson

Appointed: May 3, 2013

Qualifications:

- » BAcc
- » HDip (ACC)
- » CA (SA)

Committee memberships:

- » Social and ethics committee (chairperson)
- » Audit and risk committee
- » Investment committee
- » Nomination committee

Karabo was appointed to the board on 3 May 2013. She is an entrepreneur who has interests in provision of industrial supplies and investments. She held executive head roles within Vodacom Business and Mergers & Acquisitions at Vodacom Group. She is a previous CEO of AWCA Investment Holdings Limited. She was an associate as well as executive assistant to the chairman at Shanduka Group.

Karabo is a qualified Chartered Accountant and a member of the South African Institute of Chartered Accountants (SAICA) and African Women Chartered Accountants (AWCA). She has extensive experience in the Telecommunications, Financial Services and Mining sectors. She is an independent non-executive director of: Harmony Gold Mining Company Limited (Chair: social and ethics; member of nomination; investment; and audit and risk sub-committees); Sanlam Limited (Chair: social and ethics; member of risk and compliance; audit and actuarial, HR and nomination sub-committees); TCI-Tiso Proprietary Limited (Chair: finance and risk committee) and MTN Group Operating companies in Swaziland, Zambia, Uganda and Rwanda (Chair: audit and risk committee).

She is an advisory member of Senatla Capital and a trustee of Mabindu and Ubuntu-Botho Women’s Trusts.

Previous board roles include MTN Group Operating companies in Sudan and South Sudan, Brightrock Holdings Limited; Merafe Resources Limited; SA Express Airways SOC Limited; Rolfes Holdings Limited and Richards Bay Coal Terminal.

The percentage of voting rights required for ordinary resolution number 3 to be adopted: more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders of the Company present at the AGM or represented by proxy and entitled to exercise voting rights on ordinary resolution number 3.

Notice of annual general meeting continued

4. Ordinary resolution number 4:

Re-election of audit and risk committee member

"RESOLVED THAT John Wetton, who is a non-executive director of the Company, be and is hereby re-elected as a member of the Company's audit and risk committee, with immediate effect, to hold office until the next AGM." (See John Wetton's resumé below).

John Wetton

Independent non-executive director

Appointed: July 1, 2011

Qualifications:

- » CA (SA)
- » FCA

Committee memberships:

- » Audit and risk committee (chairperson)
- » Social and ethics committee
- » Remuneration committee
- » Investment committee

John was appointed to the board on 1 July 2011. He spent his professional career with Ernst & Young Incorporated (EY) in the United Kingdom and South Africa mainly in corporate audit.

He attended several post qualification programmes including those presented by the University of Cape Town Graduate School of Business, Harvard Business School and Gordon Institute of Business Science.

When EY integrated globally, he had a business development role across sub-Saharan Africa and was also part of the team that led the strategic integration of EY's practices and services throughout sub-Saharan Africa.

For several years he led EY's mining group and acted as senior partner for many of the firm's major mining and construction clients. He was a member of EY's executive management committee (board) and was, until retirement, a member of the EY Africa Governance Board.

The percentage of voting rights required for ordinary resolution number 4 to be adopted: more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders of the Company present at the AGM or represented by proxy and entitled to exercise voting rights on ordinary resolution number 4.

5. Ordinary resolution number 5:

Re-election of audit and risk committee member

"RESOLVED THAT, subject to ordinary resolution number 3 being passed, Karabo Nondumo, who is a non-executive director of the Company, be and is hereby re-elected as a member of the Company's audit and risk committee with immediate effect to hold office until the next AGM." (See Karabo Nondumo's resumé under ordinary resolution number 3).

The percentage of voting rights required for ordinary resolution number 5 to be adopted: more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders of the Company present at the AGM or represented by proxy and entitled to exercise voting rights on ordinary resolution number 5.



6. Ordinary resolution number 6:

Re-election of audit and risk committee member

"RESOLVED THAT Given Sibiyi, who is a non-executive director of the Company, be and is hereby re-elected as a member of the Company's audit and risk committee, with immediate effect, to hold office until the next AGM." (See Given Sibiyi's resumé below).

Given Sibiyi

Independent non-executive director

Appointed: May 13, 2019

Qualifications:

- » BComm
- » BAcc
- » CA (SA)

Committee memberships:

- » Audit and risk committee
- » Social and ethics committee

Given was appointed to the board on 13 May 2019. She is a chartered accountant and until 31 August 2014 was Head: Internal Audit at SekelaXabiso Proprietary Limited. She has over 30 years' experience in internal and external auditing, risk management, management consulting, corporate governance and forensic auditing. Prior to joining SekelaXabiso Proprietary Limited, she spent nine years at SizweNtsaluba VSP where she was Director: Forensics and where from 2005 she headed the Corporate Governance Services Division. She also worked for Anglo American Corporation as an internal auditor in the Group Audit Services Department from April 1994 to May 1996. Prior to that, she served articles at KPMG Aiken & Peat from 1991 to early 1994.

She has served as a member of the audit and risk committee for a number of entities, including as chairperson of the audit committee for Basil Read Holdings Limited, South African Express Airways SOC Limited and Brand South Africa. Previously a non-executive director of Chapter Zero South Africa, she has now been requested to assist temporarily as a part-time Chief Operating Officer. She is a non-executive board member of Ithala SOC Limited, where she chairs both the audit and compliance committee and the social, ethics and sustainability committee. She served as an audit committee member of the Presidency for three years and as chairperson for a further 3 years until December 2022 and currently chairs the audit and risk committee of the Composers, Authors and Publishers Association (CAPASSO).

The percentage of voting rights required for ordinary resolution number 6 to be adopted: more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders of the Company present at the AGM or represented by proxy and entitled to exercise voting rights on ordinary resolution number 6.

7. Ordinary resolution number 7:

Re-election of audit and risk committee member

"RESOLVED THAT Bongani Nqwababa, who is a non-executive director of the Company, be and is hereby re-elected as a member of the Company's audit and risk committee, with immediate effect, to hold office until the next AGM." (See Bongani Nqwababa's resumé below).

Bongani Nqwababa

Independent non-executive director

Appointed: May 18, 2022

Qualifications:

- » B.Acc (Hons)
- » FCA
- » MBA

Committee memberships:

- » Investment committee (chairperson)
- » Audit and risk committee
- » Remuneration committee

Bongani was appointed to the board on 18 May 2022. He was Joint CEO of Sasol Limited. Prior to that, he was CFO and executive director at Sasol, Anglo American Platinum, Eskom and Shell Southern Africa.

He has over 30 years' experience in the mining, petrochemicals, and energy sectors globally and in South Africa.

Bongani is currently an independent non-executive director of the Development Bank of Southern Africa (DBSA), Discovery Bank Limited and African Rainbow Minerals Limited. He is Chairman of Babcock Ntuthuko Engineering and Babcock Plant Services in South Africa. He previously served on the board of Old Mutual plc as an independent non-executive director and chaired the SARS Audit Committee.

The percentage of voting rights required for ordinary resolution number 7 to be adopted: more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders of the Company present at the AGM or represented by proxy and entitled to exercise voting rights on ordinary resolution number 7.

8. Ordinary resolution number 8:

Re-election of audit and risk committee member

"RESOLVED THAT Martin Prinsloo, who is a non-executive director of the Company, be and is hereby re-elected as a member of the Company's audit and risk committee, with immediate effect, to hold office until the next AGM." (See Martin Prinsloo's resumé below).

Martin Prinsloo

Independent non-executive director

Appointed: May 18, 2022

Qualifications:

» CA(SA)

Committee memberships:

- » Audit and risk committee
- » Technical committee
- » Investment committee

Martin was appointed to the board on 18 May 2022. He has 30 years of corporate, project and structured finance experience, including eight years as financial director (CFO) of a JSE-listed company. Martin's early career progressed from KPMG through the Industrial Development Corporation after which he joined BoE Merchant Bank as director of Specialised Finance where he implemented several listing and funding transactions predominantly in the resources industry.

In 2003, he was appointed to Anglo Platinum as head of Corporate Finance and Business Development and acted in the capacity of executive head Finance (CFO) for just over a year before joining Royal Bafokeng Platinum as CFO in 2009. Martin invested into a private equity business, Fledge Capital in March 2019 and is also a non-executive director of a number of unlisted companies including Oasis Water Holdings Proprietary Limited.

The percentage of voting rights required for ordinary resolution number 8 to be adopted: more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders of the Company present at the AGM or represented by proxy and entitled to exercise voting rights on ordinary resolution number 8.

9. Ordinary resolution number 9:

Re-appointment of external auditors

"RESOLVED THAT Ernst & Young Incorporated be and is hereby reappointed as the external auditor of the Company to hold office from this AGM until conclusion of the next AGM."

The percentage of voting rights required for ordinary resolution number 9 to be adopted: more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders of the Company present at the AGM or represented by proxy and entitled to exercise voting rights on ordinary resolution number 9.

10. Ordinary resolution number 10:

Approval of remuneration policy

"RESOLVED, as a non-binding advisory vote in accordance with the recommendations of King IV Report on Corporate Governance for South Africa, 2016 ("King IV"), that the remuneration policy of the Company, as set out in the remuneration report (available on Harmony's website at www.har.co.za), be and is hereby approved."

As this matter is non-binding, no minimum voting threshold is needed. However, in the event that 25% (twenty-five percent) or more of the voting rights exercised on ordinary resolution number 10 are against such resolution, the Company shall engage with dissenting shareholders and implement measures, in the manner set out in the remuneration policy read with King IV.

11. Ordinary resolution number 11:

Approval of the implementation report

"RESOLVED, as a non-binding advisory vote in accordance with the recommendations of King IV, that the implementation report of the Company, as set out in the remuneration report (available on Harmony's website at www.har.co.za) be and is hereby approved."

As this matter is non-binding, no minimum voting threshold is needed. However, in the event that 25% (twenty-five percent) or more of the voting rights exercised on ordinary resolution number 11 are against such resolution, the Company shall engage with dissenting shareholders and implement measures, in the manner set out in the implementation report read with King IV.



12. Ordinary resolution number 12:

General authority to issue shares for cash

"RESOLVED THAT the board be and is hereby authorised as a general authority to issue authorised but unissued shares in the capital of the Company (including the grant or issue of options or convertible securities that are convertible into an existing class of equity securities) for cash (or the extinction of a liability, obligation or commitment, restraint or settlement of expenses) on such terms and conditions as the board may, from time to time, in its sole discretion deem fit, subject to the provisions of the Act and the Listings Requirements of the JSE Limited ("**JSE Listings Requirements**" and "**JSE**" respectively), provided that:

- the equity securities which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue;
- the equity securities must be issued to public shareholders, as defined in the JSE Listings Requirements, and subject to (e) below not to related parties;
- securities which are the subject of general issues for cash in the aggregate may not exceed 5% (five percent) of the Company's shares in issue as at the date of this Notice of AGM, excluding treasury shares – the number of shares available for the issue of shares for cash will therefore be limited to 30 996 775 shares, provided that:
 - this authority shall be valid until the Company's next AGM or for 15 (fifteen) months from the date on which this resolution is passed, whichever period is shorter, subject to the requirements of the JSE and any other restrictions set out in this authority;
 - the calculation of the Company's listed equity securities must be a factual assessment of the Company's listed equity securities as at the date of this Notice of AGM, excluding treasury shares;
 - any equity securities issued for cash under this authority during the period contemplated in (i) shall be deducted from the number set out in (c); and
 - in the event of sub-division or consolidation of issued equity securities during the period contemplated in (i), the existing authority will be adjusted accordingly to represent the same allocation ratio;
 - the maximum discount at which equity securities may be issued is 10% (ten percent) of the weighted average traded price of such equity securities measured over the 30 (thirty) business days prior to the date that the price of the issue is agreed between the Company and the party subscribing for the securities; and
- this approval expressly allows related parties to participate in a general issue for cash through a bookbuild process provided that:
 - related parties may only participate with a maximum bid price at which they are prepared to take-up shares or at book close price. In the event of a maximum bid price and the book closes at a higher price, the relevant related party will be "out of the book" and not be allocated shares; and
 - equity securities must be allocated equitably "in the book" through the bookbuild process and the measures to be applied must be disclosed in the SENS announcement launching the bookbuild.

In terms of the JSE Listings Requirements, the passing of ordinary resolution number 12 requires the approval of at least a 75% (seventy-five percent) majority of the votes cast by shareholders of the Company present at the AGM or represented by proxy at this AGM, and entitled to exercise voting rights on ordinary resolution number 12.

13. Special resolution number 1:

Pre-approval of non-executive directors' remuneration

"RESOLVED, in terms of section 66(8), read with section 66(9) of the Act, that the Company be and is hereby authorised to pay the following annual remuneration to its non-executive directors for their services as non-executive directors (together with the value-added tax thereon, if applicable) for a period of (two) 2 years from the date of this AGM or until the non-executive directors' remuneration is amended by way of special resolution of the shareholders, whichever comes first:

Directors' remuneration (R'000)

	Board					Committee											
	Annual Retainer				Attendance Fee ¹	Audit and risk		Social and ethics		Remuneration		Nomination		Investment		Technical	
	Chairman	Deputy chair	LID ²	Member	Member	Chair	Member	Chair	Member	Chair	Member	Chair	Member	Chair	Member	Chair	Member
Current	1 892,7	696,4	623,5	417,7	32,9	405,4	204,1	284,0	154,7	284,0	154,7	284,0	154,7	284,0	154,7	284,0	154,7
Proposed	1 993,3	731,2	654,9	438,6	34,5	425,7	214,3	298,2	169,8	298,2	162,4	298,2	162,4	298,2	162,4	298,2	162,4
Increase	5,3%	5,0%	5,0%	5,0%	4,9%	5,0%	5,0%	5,0%	9,8%	5,0%	5,0%	5,0%	5,0%	5,0%	5,0%	5,0%	5,0%

¹ Only payable per board meeting attended.

² Lead independent director.

Ad hoc fees: R23 578 ad hoc meeting/attendance to company business per day (5.5% increase).

The directors' remuneration set out above excludes value-added tax which the Company is authorised to pay, in addition to the above directors' remuneration, to those non-executive directors who are obliged to charge value added tax on their directors' remuneration.

The percentage of voting rights required for special resolution number 1 to be adopted: at least 75% (seventy-five percent) of the voting rights exercised on the resolution by shareholders of the Company present at the AGM or represented by proxy and entitled to exercise voting rights on special resolution number 1.

Note: The accompanying explanatory notes can be found on page 12.

Notice of annual general meeting continued

Electronic participation

In accordance with the provisions of the Act and the MOI, the AGM will be conducted entirely through electronic communication. The electronic meeting facilities will permit all participants to be able to communicate concurrently with each other without an intermediary, and to participate reasonably effectively in the meeting. Voting via the electronic facility will be the only method available to shareholders to vote their shares at the AGM.

Shareholders who wish to electronically participate in and/or vote at the AGM are required to complete the Electronic Participation Application Form attached hereto and email same to The Meeting Specialist Proprietary Limited ("**TMS**") at proxy@tmsmeetings.co.za or contact them on +2781 711 4255/+2784 433 4836/ +2761 440 0654 as soon as possible, but in any event no later than 11:00 (SA time) on Monday, 25 November 2024.

If shareholders who hold dematerialised shares without own name registration wish to participate in the AGM, they should instruct their central securities depository participant ("**CSDP**") or broker to issue them with the necessary letter of representation to participate in the AGM, in the manner stipulated in their Custody Agreement. These instructions must be provided to the CSDP or broker by the cut-off time and date advised by the CSDP or broker, to accommodate such requests.

TMS will assist shareholders with the requirements for electronic participation in, and/or voting at the AGM. TMS is further obliged to validate (in correspondence with Harmony and, in particular, Harmony's transfer secretaries, JSE Investor Services Proprietary Limited ("**Transfer Secretaries**") and shareholders' CSDPs) each such shareholder's entitlement to participate in and/or vote at the AGM, before providing it with the necessary means to access the AGM and/or the associated voting platform.

Shareholders will be liable for their own network charges in relation to electronic participation in and/or voting at the AGM. Any such charges will not be for the account of the JSE, Harmony, the Transfer Secretaries and/or TMS.

None of Harmony, the Transfer Secretaries or TMS can be held accountable in the case of loss of network connectivity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth and/or power outages which prevents any such shareholder from participating in and/or voting at the AGM.

Shareholders are strongly encouraged to have a stable internet connection with sufficient bandwidth capabilities to participate in the AGM. Shareholders are strongly encouraged to submit their proxies beforehand, even if they intend to participate in the AGM, to ensure that their votes are counted in the event of any delays or disruptions to the shareholder's network connectivity and/or loss of network connectivity by such shareholder during any part of the AGM.

Identification, proxies and voting

Shareholders are reminded that:

- » a shareholder eligible to participate in and vote at the AGM is entitled to appoint a proxy (or proxies) to participate in and vote at the AGM in place of the shareholder – shareholders are referred to the proxy form attached to this Notice of AGM in this regard;
- » a proxy need not also be a shareholder of the Company;
- » in terms of section 63(1) of the Act, any person participating in a meeting of shareholders must present reasonably satisfactory identification and the person presiding at the AGM must be reasonably satisfied that the right of any person to participate in and vote (whether as shareholder or as proxy for a shareholder) has been reasonably verified – acceptable forms of verification include a green bar-coded or smart card identification document issued by the South African Department of Home Affairs, a South African driver's licence or a valid passport; and
- » this Notice of AGM includes the attached form of proxy.

All beneficial owners whose shares have been dematerialised through a CSDP or broker, other than with "own name" registration, must provide their CSDP or broker with their voting instructions in terms of their custody agreement should they wish to vote at the AGM. Alternatively, they may request their CSDP or broker to provide them with a letter of representation, in terms of their custody agreements, should they wish to participate in the AGM.

Unless you advise your CSDP or broker, in terms of your agreement, by the cut-off time stipulated therein, that you wish to participate in the AGM or send a proxy to represent you, your CSDP or broker may assume that you do not wish to participate in the AGM or send a proxy.



Forms of proxy attached hereto must be dated and signed by the shareholder of the Company appointing a proxy and, for the sake of good order, are urged (but not required) to be submitted to the offices of the Transfer Secretaries by no later than 11:00 (SA time) on Monday, 25 November 2024.

In compliance with section 58(8)(b)(i) of the Act, a summary of the rights of a shareholder to be represented by proxy is set out immediately below:

- » An ordinary shareholder entitled participate in and vote at the AGM may appoint any individual (or individuals) as a proxy or proxies to participate in and vote at the AGM in the place of such shareholder. A proxy need not be a shareholder of the Company.
- » A proxy appointment must be in writing, dated and signed by the shareholder of the Company appointing a proxy and, subject to the rights of a shareholder to revoke such appointment (as set out below), remains valid only until the end of the AGM.
- » A proxy may delegate its authority to act on behalf of a shareholder of the Company to another person, subject to any restrictions set out in the instrument appointing the proxy.
- » Irrespective of the form of instrument used to appoint a proxy, the appointment of a proxy is suspended at any time and to the extent that the shareholder of the Company who appointed such proxy chooses to act directly and in person in exercising any rights as a shareholder of the Company.
- » Unless the proxy appointment expressly provides otherwise, the appointment of a proxy is revocable by the shareholder of the Company in question cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the Company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder of the Company as of the later of (a) the date stated in the revocation instrument, if any; and (b) the date on which the revocation instrument is delivered to the Company as required in the first sentence of this paragraph.
- » If the instrument appointing the proxy or proxies has been delivered to the Company, as long as that appointment remains in effect, any notice required by the Act or the MOI to be delivered by the Company to the shareholder of the Company, must be delivered by the Company to (a) the shareholder of the Company, or (b) the proxy or proxies, if the shareholder of the Company has (i) directed the Company to do so in writing; and (ii) paid any reasonable fee charged by the Company for doing so.

Attention is also drawn to the notes to the form of proxy.

Completing a form of proxy does not preclude any shareholder of the Company from participating in the AGM.

By order of the Board

Harmony Gold Mining Company Limited

S Mohatla

Group company secretary

25 October 2024

Notice of annual general meeting continued

Annual general meeting explanatory notes

Presentation of annual financial statements

At the AGM, the directors must present the annual financial statements for the year ended 30 June 2024 to shareholders as required in terms of section 30(3)(d) of the Act, together with the reports of the directors, audit and risk committee and the auditors.

Presentation of group social and ethics committee report

At the AGM, the social and ethics committee must report, through one of its members, on matters within its mandate as required in terms of Regulation 43(5)(c) of the Act.

Ordinary Resolution Number 1:

Re-election of a director

In accordance with the JSE Listings Requirements, the MOI, section 68(1) read with section 70(3)(b)(i) of the Act, Dr Mavuso Msimang's appointment by the Board as a director of the Company must be confirmed at this AGM of the Company by a new election. (See Dr Mavuso Msimang's resumé under ordinary resolution number 1).

Ordinary Resolution Number 2:

Re-election of a director

In accordance with the JSE Listings Requirements, the MOI, section 68(1) read with section 70(3)(b)(i) of the Act, Vishnu Pillay's appointment by the board as a director of the Company must be confirmed at this AGM of the Company by a new election. (See Vishnu Pillay's resumé under ordinary resolution number 2).

Ordinary Resolutions Numbers 3:

Re-election of a director

In accordance with the JSE Listings Requirements, the MOI, section 68(1) read with section 70(3)(b)(i) of the Act, Karabo Nondumo's appointment by the board as a director of the Company must be confirmed at this AGM of the Company by a new election. (See Karabo Nondumo's resumé under ordinary resolution number 3).

Ordinary Resolutions Numbers 4 to 8:

Re-election of audit and risk committee

In terms of section 94(2) of the Act, a public company must, at each AGM, elect an audit committee comprising at least 3 (three) members who are directors and who meet the criteria of section 94(4) of the Act. Regulation 42 to the Act specifies that one third of the members of the audit committee must have appropriate academic qualifications or experience in the areas as listed in the regulation.

The board is satisfied that the proposed members of the audit and risk committee meet all relevant requirements.

Ordinary Resolution Number 9:

Re-appointment of external auditors

Ernst & Young Incorporated has indicated its willingness to continue in office and ordinary resolution 9 proposes the re-appointment of that firm as the Company's auditors. Section 90(3) of the Act requires the designated audit partner to meet the criteria as set out in section 90(2) of the Act.

The board is satisfied that Ernst & Young Incorporated meets all relevant requirements.

Ordinary Resolution Number 10:

Remuneration policy

King IV recommends that the remuneration policy of the Company be submitted to shareholders for consideration and for an advisory, non-binding vote to give shareholders an opportunity to indicate their support for or opposition to the material provisions of the remuneration policy.

Ordinary Resolution Number 11:

Approval of Implementation report

King IV recommends that the implementation report of the Company be submitted to shareholders for consideration and for an advisory, non-binding vote to give shareholders an opportunity to indicate their support for or opposition to the material provisions of the implementation of the remuneration policy.

At the time of finalising the remuneration policy and the implementation report in terms of ordinary resolutions 10 and 11, the effective implementation date of the Companies Second Amendment Act, No 17 of 2024, is yet to be announced. Upon implementation of the Companies Second Amendment Act, the Board will ensure compliance with the required provisions of the Act as amended by the Companies Second Amendment Act. Although the amendments to the Companies Act are not yet effective, the ratio of the total remuneration of the top paid 5% of our employees compared to that of the lowest paid 5% has been disclosed in the implementation report on a voluntary basis, in line with the disclosure in 2023.

In the event that 25% (twenty-five percent) or more of the votes are cast against ordinary resolutions number 10 and/or 11, the company undertakes to engage with dissenting shareholders in the manner stipulated in the remuneration report read with King IV.

Ordinary Resolution Number 12:

General authority to issue shares for cash

Ordinary resolution number 12 seeks to give the directors authority to issue the Company's listed securities for cash as permitted by the Act, the MOI and the JSE Listings Requirements.

The board confirms that there is no specific intention to use this authority as at the date of this Notice of AGM, but considers it advantageous to have the flexibility to take advantage of any business opportunity that may arise in future.

Special Resolution Number 1:

Pre-approval of non-executive directors' remuneration

In terms of section 66(8) read with section 66(9) of the Act, companies may pay remuneration to directors for their services as directors unless otherwise provided by the MOI and on approval of shareholders by way of a special resolution. Executive directors are not specifically remunerated for their services as directors but as employees of the Company and, as such, the resolution, as included in this Notice of AGM, requests approval only for the remuneration paid to non-executive directors for their service as directors of the Company. The proposed fees are recommended for approval for a period of 2 (two) years from the date of this AGM or until such time as the non-executive directors' remuneration is amended by way of special resolution of shareholders, whichever comes first.

The non-executive director fees were reviewed by the independent adviser and inflation related increases ranging from 4.9% to 5.3% were recommended for all board and board committee fees, apart from a 9.8% increase to the social and ethics committee fee to better align this fee to market benchmarks.

General

Shareholders and proxies participating in the AGM are reminded that section 63(1) of the Act requires that reasonably satisfactory identification be presented for such shareholder or proxy to be allowed to participate in the AGM.

FORM OF PROXY



To be completed by certificated shareholders and dematerialised shareholders with "own-name" registration only

Harmony Gold Mining Company Limited

(Incorporated in South Africa)

(Registration number: 1950/038232/06) JSE share code: HAR ISIN:

ZAE000015228 JSE share code: HAR NYSE: HMY

("Harmony" or the "Company")

For use by certificated shareholders and dematerialised shareholders with "own-name" registration who are unable to attend and vote at the AGM to be held entirely by electronic communication on Wednesday, 27 November 2024 at 11:00 (South African Standard Time) or at any adjournment thereof.

Dematerialised shareholders without "own-name" registration must not complete this Form of Proxy but should timeously inform their nominee, or, if applicable, their CSDP or stockbroker of their intention to participate in and vote at the AGM electronically and request such nominee, CSDP or stockbroker to issue them with the necessary letter of representation to attend or provide such nominee, CSDP or stockbroker with their voting instructions should they not wish to attend the AGM electronically but wish to be represented by proxy at such meeting. Such shareholders must not return this Form of Proxy to the Transfer Secretaries.

Each Shareholder is entitled to appoint a proxy (who need not be a member of the Company) to attend, speak and vote in place of that shareholder at the AGM. Please read the notes to this form of proxy below.

I/We (please print names in full)

of (address)

being the holder/s of

shares in the Company, do hereby appoint:

1 or, failing him/her

2 or, failing him/her

The chairman of the annual general meeting, as my/our proxy to attend, speak and, on a poll or ballot, vote on my/our behalf at this annual general meeting of members or at any adjournment, and to vote or abstain from voting as follows on the ordinary and special resolutions to be proposed at such meeting:

ORDINARY RESOLUTIONS	For	Against	Abstain
Ordinary Resolution Number 1: To re-elect Dr Mavuso Msimang as a director			
Ordinary Resolution Number 2: To re-elect Vishnu Pillay as a director			
Ordinary Resolution Number 3: To re-elect Karabo Nondumo as a director			
Ordinary Resolution Number 4: To re-elect John Wetton as a member of the audit and risk committee			
Ordinary Resolution Number 5: To re-elect Karabo Nondumo as a member of the audit and risk committee			
Ordinary Resolution Number 6: To re-elect Given Sibiyi as a member of the audit and risk committee			
Ordinary Resolution Number 7: To re-elect Bongani Nqwababa as a member of the audit and risk			
Ordinary Resolution Number 8: To re-elect Martin Prinsloo as a member of the audit and risk committee			
Ordinary Resolution Number 9: To re-appoint the external auditors			
Ordinary Resolution Number 10: To approve the remuneration policy			
Ordinary Resolution Number 11: To approve the implementation report			
Ordinary Resolution Number 12: To approve a general authority to issue shares for cash			
SPECIAL RESOLUTIONS			
Special Resolution Number 1: To pre-approve non-executive directors' remuneration			

Please indicate with an 'X' in the appropriate spaces above how you wish your vote to be cast. If no indication is given, the proxy may vote or abstain as he/she sees fit.

Signed at _____ this _____ day of _____ 2024

Signature _____

Assisted by me, where applicable (name and signature) _____

Completed Forms of Proxy must be dated and signed by the shareholder appointing a proxy and must be lodged electronically with Transfer Secretaries. Shareholders are urged (but not required) to electronically deliver their completed Form of Proxy by no later than **11:00 (South African Standard Time)** on Monday, 25 November 2024 to meetingservices@jseinvestorservices.co.za.

Please read the notes and instructions on the reverse side.

NOTES TO FORM OF PROXY

1. A Form of Proxy is only to be completed by those shareholders who are:
 - a. registered holders of shares in certificated form; or
 - b. holders of dematerialised shares of the Company in their own name.
2. If you have already dematerialised your shares through a CSDP or broker and wish to participate in and vote at the AGM, you must request your CSDP or broker to provide you with a letter of representation or instruct your CSDP or broker to vote by proxy on your behalf in terms of the agreement entered into between yourself and your CSDP or broker.
3. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space provided. The person whose name stands first on the Form of Proxy and who is present at the AGM will be entitled to act to the exclusion of those whose names follow.
4. On a poll, a shareholder who is present or represented by proxy will be entitled to that proportion of the total votes in the Company which the aggregate amount of the nominal value of the shares held by him/her bears to the aggregate amount of the nominal value of all the shares issued by the Company.
5. A shareholder's instructions to the proxy must be indicated by inserting the relevant numbers of votes exercisable by the shareholder in the appropriate box. Failure to comply will be deemed to authorise the proxy to vote or to abstain from voting at the AGM as he/ she deems fit in respect of all the shareholder's votes exercisable. A shareholder or the proxy is not obliged to use all the votes exercisable by the shareholder or by the proxy, but the total of votes cast and in respect of which abstention is recorded may not exceed the total of votes exercisable by the shareholder or by the proxy.
6. Forms of Proxy (enclosed) must be dated and signed by the shareholder appointing a proxy and must be lodged electronically with JSE Investor Services Proprietary Limited. Shareholders are urged (but not required) to electronically deliver their completed Form of Proxy by no later than 09:00 (South African Standard Time) on Monday, 25 November 2024 to the offices of the Transfer Secretaries, JSE Investor Services Proprietary Limited, One Exchange Square, Gwen Lane, Sandown, Sandton, 2196 (PO Box 4844, Johannesburg, 2000 email: meetingservices@jseinvestorservices.co.za).
7. Completing and lodging this Form of Proxy will not preclude the relevant shareholder from electronically attending the AGM and speaking and voting electronically to the exclusion of any proxy appointed in terms hereof.
8. Documentary evidence establishing the authority of a person signing this Form of Proxy in a representative capacity or other legal capacity must be attached to this Form of Proxy, unless previously recorded by the Transfer Secretaries or waived by the chairman of the AGM.
9. The completion of blank spaces overleaf need not be initialled. Any alteration or correction made to this Form of Proxy must be initialled by the signatory(ies).
10. Despite the foregoing, the chairman of the AGM may waive any formalities that would otherwise be a prerequisite for a valid proxy.
11. If any shares are jointly held, all joint shareholders must sign this Form of Proxy. If more than one of those shareholders is present at the AGM either electronically or by proxy, the person whose name appears first in the Register will be entitled to vote.

ELECTRONIC PARTICIPATION FORM



Electronic participation in the Harmony Gold Mining Company Limited electronic annual general meeting to be held on 27 November 2024

Harmony Gold Mining Company Limited

(Incorporated in South Africa)

(Registration number: 1950/038232/06) JSE share code: HAR ISIN:

ZAE000015228 JSE share code: HAR NYSE: HMY

("Harmony" or the "Company")

- » Shareholders or their proxies who wish to participate in the annual general meeting via electronic communication ("Participants"), must apply to the Company's meeting scrutineers to do so by emailing the form below ("the application") to the email address of the Company's meeting scrutineers, The Meeting Specialist (Proprietary) Limited ("TMS"), by no later than 11:00 (SA time) on Monday, 25 November 2024. The email address is as follows: proxy@tmsmeetings.co.za.
- » Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with "own-name" registration, should contact their Central Securities Depository Participant ("CSDP") or broker in the manner and time stipulated in their agreement with their CSDP or Broker:
 - to furnish them with their voting instructions; and
 - in the event that they wish to participate in the meeting, to obtain the necessary authority to do so.
 - participants will be able to vote during the annual general meeting through an electronic participation platform. Such participants, should they wish to have their vote(s) counted at the annual general meeting, must provide TMS with the information requested below.
- » Each shareholder, who has complied with the requirements below, will be contacted between 25 and 27 November 2024 via email/mobile with a unique link to allow them to participate in the electronic annual general meeting.
- » The cost of the participant's phone call or data usage will be at his/her own expense and will be billed separately by his/her own telephone service provider.
- » The cut-off time, for administrative purposes, to participate in the meeting will be 11:00am (SA time) on 25 November 2024.
- » The participant's unique access credentials will be forwarded to the email/mobile telephone provided below.

Application form

Name and surname of shareholder	_____
Name and surname of shareholder representative (if applicable)	_____
ID number of shareholder or representative	_____
Email address	_____
Mobile/cell number/Telephone number	_____
Name of CSDP or Broker (if shares are held in dematerialised format)	_____
SCA number/Broker account number or Own name account number	_____
Number of shares	_____
Signature	_____

By signing this form, I agree and consent to the processing of my personal information above for the purpose of participation in the general meeting.

Terms and conditions for participation at the Harmony Gold Mining Company Limited annual general meeting to be held on 27 November 2024 via electronic communication

- » The cost of dialling in using a telecommunication line/webcast/web-streaming to participate in the annual general meeting is for the expense of the participant and will be billed separately by the participant's own telephone service provider.
- » The participant acknowledges that the telecommunication lines/webcast/web-streaming are provided by a third party and indemnifies Harmony Gold Mining Company Limited, the JSE Limited and TMS and/or their third-party service providers against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the telecommunication lines/webcast/web-streaming, whether or not the problem is caused by any act or omission on the part of the participant or anyone else. In particular, but not exclusively, the participant acknowledges that he/she will have no claim against Harmony Gold Mining Company Limited, the JSE Limited and TMS and/or its third-party service providers, whether for consequential damages or otherwise, arising from the use of the telecommunication lines/webcast/web-streaming or any defect in it or from total or partial failure of the telecommunication lines/webcast/web-streaming and connections linking the telecommunication lines/webcast/web-streaming to the annual general meeting.
- » Participants will be able to vote during the annual general meeting through an electronic participation platform. Such participants, should they wish to have their vote(s) counted at the annual general meeting, must act in accordance with the requirements set out above.
- » Once the participant has received the link, the onus to safeguard this information remains with the participant.
- » The application will only be deemed successful if this application form has been fully completed and signed by the participant and delivered or emailed to TMS at proxy@tmsmeetings.co.za.

Shareholder name: _____

Signature: _____

Date: _____

Important: You are required to attach a copy of your identity document/driver's licence/passport when submitting the application.



ADMINISTRATIVE AND CONTACT DETAILS

Harmony Gold Mining Company Limited

Harmony was incorporated and registered as a public company in South Africa on 25 August 1950
Registration number: 1950/038232/06

Corporate office

Randfontein Office Park
PO Box 2, Randfontein, 1760, South Africa
Corner Main Reef Road and Ward Avenue,
Randfontein, 1759, South Africa

Telephone: +27 11 411 2000
Website: www.harmony.co.za

Directors

Dr PT Motsepe* (chairman)
KT Nondumo*^ (deputy chairman)
Dr M Msimang*^ (lead independent director)
PW Steenkamp** (chief executive officer)
BP Lekubo** (financial director)
Dr HE Mashego** (executive director)
B Nqwababa*^
VP Pillay*^
MJ Prinsloo*^
GR Sibiyi*^
PL Turner *^
JL Wetton*^

* Non-executive

** Executive

^ Independent

Investor relations

Email: HarmonyIR@harmony.co.za
Telephone: +27 11 411 6073 or +27 82 746 4120
Website: www.harmony.co.za

Company secretary

SS Mohatla
Email: companysecretariat@harmony.co.za
Telephone: +27 11 411 2359

Transfer secretaries

JSE Investor Services South Africa (Proprietary) Limited

(Registration number 2000/007239/07)
19 Ameshoff Street, 13th Floor, Hollard House, Braamfontein
Johannesburg, South Africa
PO Box 4844, Johannesburg, 2000, South Africa
Email: info@jseinvestorservices.co.za
Telephone: +27 861 546 572 (South Africa)
Fax: +27 86 674 4381

American Depositary Receipts (ADRs)

Deutsche Bank Trust Company Americas c/o Equiniti Trust Company LLC, Peck Slip Station

PO Box 2050, New York,
NY10271-2050
Email queries: db@astfinancial.com
Toll free (within US): +1 886 249 2593
Int: +1 718 921 8137
Fax: +1 718 921 8334

Sponsor

J.P. Morgan Equities South Africa (Proprietary) Limited

1 Fricker Road, corner Hurlingham Road, Illovo,
Johannesburg, 2196, South Africa
Private Bag X9936, Sandton, 2146, South Africa

Telephone: +27 11 507 0300
Fax: +27 11 507 0503

Trading symbols

JSE: HAR
NYSE: HMY
ISIN: ZAE000015228



■ Tshepong North

