

# FORM OF PROXY

**For use only by AngloGold Ashanti shareholders holding ordinary shares in certificated form (certificated shareholders) and AngloGold Ashanti shareholders who have dematerialised their ordinary shares and whose shareholding is recorded in their own name in the sub-register maintained by their Central Securities Depository Participant (CSDP) or broker (dematerialised "own name" shareholders) in respect of the annual general meeting of the shareholders of AngloGold Ashanti to be held at 11:00 (South African time) on Wednesday, 16 May 2018 in The Auditorium, 76 Rahima Moosa Street, Newtown, Johannesburg, South Africa and at any adjournment or postponement of the annual general meeting.**

I/We

(Name in BLOCK LETTERS)

of

(Address in BLOCK LETTERS)

being a shareholder(s) of the company, holding  ordinary shares in AngloGold Ashanti, do hereby appoint:

1.  or failing him/her,
2.  or, failing him/her,
3.  the chairman of the annual general meeting

as my/our proxy to attend, speak and, vote on my/our behalf at the 74<sup>th</sup> annual general meeting of the shareholders of AngloGold Ashanti to be held in The Auditorium, 76 Rahima Moosa Street, Newtown, Johannesburg, on Wednesday, 16 May 2018, at 11:00 (South African time) and at any adjournment or postponement thereof, and to vote or abstain from voting as follows on the ordinary and special resolutions (with or without modification) to be proposed at such meeting:

Please indicate with an "X" in the appropriate spaces how votes are to be cast	For	Against	Abstain
<b>1. Ordinary resolution 1 (1.1. to 1.4) – Re-election of directors</b>			
1.1 Mr AH Garner			
1.2 Mrs NP January-Bardill			
1.3 Mr R Gasant			
1.4 Mrs KC Ramon			
<b>2. Ordinary resolution 2 (2.1 to 2.5) – Appointment of Audit and Risk Committee members</b>			
2.1 Mr R Gasant			
2.2 Mr MJ Kirkwood			
2.3 Mr RJ Ruston			
2.4 Ms MDC Richter			
2.5 Mrs SV Zilwa			
<b>3. Ordinary resolution 3 – Re-appointment of Ernst &amp; Young Inc. as auditors of the company</b>			
<b>4. Ordinary resolution 4 – General authority to directors to allot and issue ordinary shares</b>			
<b>5. Ordinary resolution 5 (5.1 and 5.2) – Separate non-binding advisory endorsement of the AngloGold Ashanti Remuneration Policy and Implementation Report</b>			
5.1 Remuneration Policy			
5.2 Implementation Report			
<b>6. Special resolution 1 – Remuneration of non-executive directors</b>			

Please indicate with an "X" in the appropriate spaces how votes are to be cast	For	Against	Abstain
7. <b>Special resolution 2</b> – General authority to acquire the company's own shares			
8. <b>Special resolution 3</b> – General authority to directors to issue for cash, those ordinary shares which the directors are authorised to allot and issue in terms of ordinary resolution 4			
9. <b>Special resolution 4</b> – General authority to provide financial assistance in terms of Sections 44 and 45 of the Companies Act			
10. <b>Ordinary resolution 6</b> – Directors' authority to implement special and ordinary resolutions			

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2018

Name in BLOCK LETTERS \_\_\_\_\_ Signature \_\_\_\_\_

(Initials and surname of joint holders, if any)

This form of proxy is not for use by holders of American Depositary Shares, CHESSE Depositary Interests, Ghanaian Depositary Shares or dematerialised shareholders who do not hold shares in their own name.

### Notes and summary of rights in terms of section 58 of the Companies Act

1. A signatory to this form of proxy may insert the name of a proxy or the name of an alternative proxy of the signatory's choice in the blank spaces provided with or without deleting "the chairman of the annual general meeting", but any such deletion must be signed in full by the signatory. Any deletion not complying with the foregoing will be deemed not to have been validly effected. The person present at the annual general meeting whose name appears first on the list of names overleaf, shall be the validly appointed proxy for the shareholder at the annual general meeting.
2. Please insert an "X" in the recant space according to how you wish your votes to be cast. However if you wish to cast your votes in respect of a lesser number of shares than you own in the company, insert the number of shares held in respect of which you wish to vote. A shareholder or the proxy is not obliged to use all the votes exercisable by the shareholder or by the proxy, or to cast all those votes in the same way, but the total of votes cast, and in respect whereof abstention is directed, may not exceed the total of the votes exercisable by the shareholder or the proxy. Failure to comply with the above or to provide voting instructions or the giving of contradictory instructions will be deemed to authorise the proxy to vote or abstain from voting at the annual general meeting as he/she deems fit in respect of all the shareholder's votes exercisable at the annual general meeting if the shareholding is not indicated in the form of proxy, the proxy will be deemed to be authorised to vote the total shareholding registered in the shareholder's names.
3. A proxy may not delegate his/her authority to act on behalf of the shareholder, to another person.
4. A vote given in terms of an instrument of proxy shall be valid in relation to the annual general meeting notwithstanding the death, insanity or other legal disability of the person granting it, or the revocation of the proxy, or the transfer of the shares in respect of which the proxy is given, unless notice as to any of the aforementioned matters shall have been received by the share registrars not less than twenty-four hours before the commencement of the annual general meeting, or at any adjournment thereof.
5. Any alteration or correction made to this form of proxy must be signed in full and not initialled by the signatory.
6. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the share registrars of the company in South Africa or Ghana.
7. A minor must be assisted by his/her parent/guardian unless the relevant documentary evidence establishing his/her legal capacity

is attached to this form of proxy or has been previously recorded by the share registrars of the company in South Africa or Ghana.

8. When there are joint holders of shares and if more than one such joint shareholder be present or represented then the person whose name appears first in the securities register in respect of such shares or his/her proxy, as the case may be, shall alone be entitled to vote in respect thereof.
9. The completion and lodging of this form of proxy will not preclude the shareholder who grants the proxy from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should such shareholder wish to do so.
10. The chairman of the annual general meeting may reject or accept any form of proxy which is completed and/or received otherwise than in accordance with these notes, provided that he, in the event of acceptance, is satisfied as to the manner in which the shareholder concerned wishes to vote.
11. The appointment of a proxy or proxies:
  - 11.1 is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder at the annual general meeting;
  - 11.2 is revocable in which case a shareholder may revoke the proxy appointment by:
    - 11.2.1 cancelling it in writing or making a later inconsistent appointment of a proxy; and
    - 11.2.2 delivering a copy of the revocation instrument to the proxy and to the company.
12. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of:
  - 12.1. the date stated in the revocation instrument, if any; or
  - 12.2. the date on which the revocation instruments was delivered, to the proxy and the company as aforesaid.
13. It is requested that completed forms of proxy should be returned to one of the undermentioned addresses no later than 11:00 (South Africa time) on Monday, 14 May 2018. Any forms of proxy not lodged by this time may be handed to a representative of Computershare Investor Services or the chairperson of the AGM at the venue before the commencement of the meeting.

**Computershare Investor Services Proprietary Limited**  
Rosebank Towers, 15 Biermann Avenue, Rosebank  
Johannesburg 2196  
(PO Box 61051, Marshalltown 2107), South Africa  
Proxy@Computershare.co.za

**NTHC Limited**  
Martco House, Off Kwame Nkrumah Avenue  
PO Box K1A 9563 Airport, Accra, Ghana

**Forms of proxy not so returned by the relevant time may be lodged immediately prior to the proxy exercising any rights of the shareholder at the annual general meeting (or any adjourned meeting) with the chairman thereof.**