

# GhDS VOTING INSTRUCTION FORM



ANGLOGOLD ASHANTI LIMITED  
(Incorporated in the Republic of South Africa) • Registration number 1944/017354/06  
ISIN: ZAE000043485 • JSE Share code: ANG • ("AngloGold Ashanti" or "the company")

## For completion by holders of Ghana Depository shares in the company (GhDSs)

This Voting Instruction Form is to enable you to instruct NTHC Limited, as Depository, how to vote on the resolutions to be considered at the annual general meeting of the company to be held on Wednesday, 4 May 2016 or any adjournment thereof as detailed below on your behalf.

Please note: every 100 GhDSs has one underlying AngloGold Ashanti ordinary share and carries the right to one vote.

I/We

being the registered holder(s) of [redacted] GhDSs, direct NTHC Limited to vote for me/us in respect of all the GhDSs held in my/our name(s) at the 72nd annual general meeting of the company to be held in The Auditorium, 76 Rahima Moosa Street, Newtown, Johannesburg, South Africa on Wednesday, 4 May 2016 at 11:00 (South African Time) and at any adjournment thereof, as follows:

Please indicate with an "X" in the appropriate spaces how votes are to be cast	For	Against	Abstain
<b>1. Ordinary resolution 1 – Re-election of directors</b>			
1.1 Mr R Gasant			
1.2 Mr MJ Kirkwood			
1.3 Mr S Venkatakrisnan			
1.4 Mr D Hodgson			
<b>2. Ordinary resolution 2 – Reappointment of Ernst &amp; Young Inc. as auditors of the company</b>			
<b>3. Ordinary resolution 3 – Re-election of Audit and Risk Committee members</b>			
3.1 Mr R Gasant			
3.2 Prof LW Nkuhlu			
3.3 Mr MJ Kirkwood			
3.4 Mr RJ Ruston			
3.5 Mr A Garner			
3.6 Ms M Richter			
<b>4. Ordinary resolution 4 – General authority to directors to allot and issue ordinary shares</b>			
<b>5. Ordinary resolution 5 – Amendments to increase the aggregate limit of ordinary shares of AngloGold Ashanti to be utilised for the purpose of the Share Incentive Schemes</b>			
<b>6. Ordinary resolution 6 – Amendments to the Share Incentive Schemes</b>			
<b>7. Ordinary resolution 7 – Non-binding advisory endorsement of the AngloGold Ashanti remuneration policy</b>			

Please turn over

Please indicate with an "X" in the appropriate spaces how votes are to be cast	For	Against	Abstain
8. <b>Special resolution 1</b> – Approval of non-executive directors' remuneration			
9. <b>Special resolution 2</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			
10. <b>Special resolution 3</b> – General authority to acquire the company's own shares			
11. <b>Special resolution 4</b> – General authority to provide financial assistance in terms of sections 44 and 45 of the Companies Act			
12. <b>Special resolution 5</b> – The creation of C redeemable preference shares of no par value			
13. <b>Special resolution 6</b> – Amendment of Company's Memorandum of Incorporation			
14. <b>Ordinary resolution 8</b> – Directors' authority to implement special and ordinary resolutions			

### Notes:

- The right to vote on the resolution need not be exercised, neither need all the votes be cast in the same way but the total of the votes cast and in respect of which abstention is directed may not exceed the total of the votes exercisable.
- Any alteration or correction made to this Voting Instruction Form must be signed in full and not initialled by the signatory.
- In the case of joint holders of GhDSs, any one holder may sign the Voting Instruction Form.
- Documentary evidence establishing the authority of a person signing the Voting Instruction Form in the capacity as Power of Attorney must be attached, unless previously recorded by the Depository.
- A minor must be assisted by his/her parent/guardian and relevant documentary evidence establishing his/her legal capacity must be attached to the Voting Instruction Form, unless previously recorded by the share registrars.
- NTHC Limited may not delegate its authority to act on behalf of the shareholder, to another person.
- Signature of this Voting Instruction Form on behalf of a company must be in accordance with that company's constitution and the signatory must state his/her office in the company concerned.
- Completed Voting Instruction Forms should be returned to NTHC Limited, Martco House, off Kwame Nkrumah Avenue, P.O. Box KIA 9563 Airport, Accra, Ghana no later than 11:00 (Accra time) on Friday, 29 April 2016.

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2016

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

*(Initials and surname of joint holders of GhDSs, if any)*

It is understood that, if this form is not signed and returned, the Depository will not vote for or against the resolution on behalf of the shareholder.