

CODE OF CONDUCT 2018



BRINGING SOCIAL AND
ENVIRONMENTAL BENEFITS TO
THE HISTORICAL MINING AREA



DRDGOLD
LIMITED

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MESSAGE FROM THE CHAIRMAN AND CEO

Our business has evolved and adapted in recent years in accordance with our P³ business philosophy, which stands for People. Planet. Profit.

We believe in disclosure and transparency and the moral principles that govern our behaviour are outlined in our Code of Conduct. The changes to our business have necessitated an update to the Code, which continues to outline our values: how we aim to conduct our business; the way in which we behave; and the rights our business partners can expect in our dealings with them.

The Code is not meant to be prescriptive, or to replace our individual or collective morality, but does describe how the Company intends to be seen, and respected, as a business.

We therefore believe that every director, officer or employee representing the Company should respect the maxim: 'do unto others as you would have them do unto you'.

G C Campbell

Chairman

February 2018

D J Pretorius

Chief Executive Officer

CODE OF CONDUCT

At DRDGOLD, we believe that integrity and good conduct are the foundation of our business, and we are committed to conducting business ethically and legally throughout our surface retreatment organisation. To this end, our people are the moral fibre of the organisation. They are expected to uphold the highest ethical and business standards at all times, even if maintaining such high ethical standards results in a loss of business.

TIP-OFFS HOTLINE

DRDGOLD has created an anonymous and confidential environment for employees to report on workplace corruption through a tip-off hotline. Clear and unambiguous procedures govern both the reporting and investigation of alleged and proven improper or illegal activities at DRDGOLD, as well as ensuring that 'whistleblowers' are protected.

Any complaints or reports of threats, interference, reprisal, retaliation and intimidation against those who report, or disclose possible improper or illegal activities will be investigated and acted upon immediately. Employees who come forward to report any potential or illegal activities will be protected.

The compliance officer will be responsible for investigating tip-offs. He will inform the relevant parties of his findings in connection with the alleged misconduct and, if required, a full investigation will be undertaken and appropriate corrective actions will be implemented.

- Under no circumstances will the identity of the 'whistleblower' (informant) person who provided the information be revealed
- Anonymity is guaranteed

AROUND THE CLOCK CONTACT DETAILS

(24 hours a day, 365 days a year)

Free call: 0800 205 315

Free fax: 0800 007 788

Email: report@tip-offs.com

FreePost: KZN 138, Umhlanga Rocks, 4320

Visit www.tip-offs.com to fill in the form – and to get more information.

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INTRODUCTION

PURPOSE AND APPLICATION OF THE CODE

The Code describes the fundamental principles that should govern the everyday business conduct of DRDGOLD Limited, (the Company) in its dealings with its various stakeholders. This Code has been endorsed by the Company's board and senior management, and applies to all employees, officers and directors, irrespective of seniority, within every entity owned or controlled by the Company.

COMMITMENT

The Company and its associates and business partners, including its employees, commits itself to maintaining in all its activities the highest standards of competence, integrity and ethical behaviour, thereby ensuring that its reputation is beyond reproach.

The Company is committed to free, fair and transparent business competition and is equally committed to competing ethically and in compliance with the laws that foster and facilitate competition in the marketplace.

The Company is committed to being a law-abiding entity in all aspects of its business.

The Code has received the total commitment of the board and senior management of the Company who recognises their responsibility to provide ethical leadership in the exercise and execution of their duties.

The Code represents a non-negotiable commitment to doing the right thing.

POLICY

The Company is committed to a policy of:

- Fair dealing and integrity in the conduct of its business
- Promoting a corporate culture that is non-sectarian
- Socially and environmentally responsible behaviour

The Company requires its employees, officers and directors to adhere to and be bound by the Code and to always:

- Act in good faith, with the utmost honesty and integrity
- Act with integrity in dealings with fellow employees, officers or directors and other stakeholders
- Refrain from any behaviour or activity that involves criminal intent and which may result in financial loss or prejudice to the Company
- Comply with the spirit and letter of the laws, regulations and standards governing the industry and associated occupations and professions
- Behave in a way that is professional and beyond reproach
- Be aware of the health and safety risks in the workplace, and comply with all the relevant health and safety standards
- Conduct oneself in a safe and appropriate manner and ensure that a safe working environment for fellow employees and other stakeholders is not compromised
- Refrain from using corporate information for any purpose other than that for which it was intended
- Maintain the confidentiality of company information, even after the termination of employment for whatever reason
- Refrain from engaging in practices or pursuing private interests which could conflict with those of the Company, or which could result in the Company suffering losses or damages as a result.

The Company is committed to upholding and enforcing industry laws and standards and to be bound by the Code as follows:

- The Company acknowledges that all its employees have a right to work in a safe and healthy environment. This commitment is supported by ongoing training in occupational health and safety and the provision of certain medical services for its employees.
- All employees are entitled to fair employment practices. These include fair remuneration and the opportunity for advancement or promotion, based solely on knowledge, competence, experience and performance
- The Company respects and defends the rights of all employees to a working environment free of discrimination based on attributes unrelated to job performance. These include discrimination against race, gender, religious belief, political affiliation, age or disability

- All employees have the right to freedom of association and to act out this freedom within the bounds of the law, collective agreements and the rights of others.
- The Company's policies and procedures provide for disciplinary action to be undertaken when required. The Company will follow the appropriate measures allowed by law to ensure that transgressors are fully aware of and capable of performing and behaving at the required standard.
- The Company provides established procedures for employees to alert management to any concerns or feelings of injustice arising out of their employment
- The Company recognises that the environment represents a strategic resource for both current and future generations, and is committed to minimising the impact of its operations on the environment
- The Company recognises that we all share a very real responsibility to contribute to our local community, and the Company encourages employees to participate in religious, charitable, educational and civic activities

HONESTY AND GOOD FAITH DEALINGS

The Company is committed to preventing and eliminating bribery and corruption whenever it might occur and has a policy of not engaging in bribery, extortion and corruption in either the private or public sector.

Employees are not permitted to solicit, offer, promise, authorise or accept a bribe, kickback or any other payment including facilitation payments.

CONFLICTS OF INTEREST AND ACCEPTING GIFTS

Conflicts of interest arise when a director, officer or employee allows a personal or outside interest to interfere with or influence his or her job performance and responsibilities, or when a director, officer or employee engages in conduct that is not in the best interest of the Company.

The Company's directors, officers and employees are therefore expected to make or participate in business decisions and actions on behalf of the Company based on the best interests of the Company, and not based on personal relationships or benefits.

BUSINESS TRANSACTIONS AND PROCUREMENT

Purchase contracts and tender awards must be made based on quality, service, price and availability, within the parameters of the Company's Group Procurement Policy and any applicable laws.

The Company's purchasing power must not be used for personal or any related benefits.

FINANCIAL INTEREST IN A SUPPLIER, CUSTOMER, CONTRACTOR OR OTHER SERVICE PROVIDER

Directors, officers and employees are permitted to make bona fide investments. However, should the nature of their work require them to negotiate with any supplier, customer, contractor or other service provider in whom they (or their family members or related third parties) have a personal or financial interest, they must disclose the nature and extent of their interest to the CEO and seek their prior approval including, if necessary, recusing themselves from any decision-making process relating to that entity in which they (or their family members or related third parties) have an interest.

The Company is committed to afford suppliers of goods, services and capital fair opportunity to compete for the Company's business on the grounds of capability, competitive pricing, quality and service.

All the Company's dealings with suppliers, potential suppliers and financial institutions will be conducted in accordance with transparent sourcing policies and ethical procurement practices, based on the Company's procurement policies.

DECLARATION OF INTEREST

A declaration of interest procedure is in place whereby the employees at corporate as well as operational level are obliged to disclose their respective interests in any business arrangement with the Company or any customer, supplier, contractor or other service provider in which he or she or his or her family members or related third parties have a personal or financial interest to the office of the Company Secretary.

The members of the board are required to table a declaration of interest at every quarterly board meeting.

GIFTS, HOSPITALITY AND ENTERTAINMENT

Giving or receiving any payment or gift including a bribe or kickback is prohibited, except where such receipt is not in return for a favour. Such exceptions at the corporate level are governed by a requirement that the details of such exception, whether it be in the form of a gift, hospitality, entertainment or other favours, be entered in a gift register kept in the office of the CEO as a proper record of the same.

At the operational level, the same rules apply, and the register is kept in the office of the general manager or head of the operation.

CODE OF CONDUCT continued

OUTSIDE EMPLOYMENT AND DIRECTORSHIPS

Employees may not take up outside employment of any kind or engage in remuneration-based activities without the prior approval of the CEO.

Employees and officers may not hold outside directorships without the prior approval of the board, and should avoid any outside directorships that would create or appear to create:

- (a) Excessive demands on their time, attention and energy and which would deprive the Company of their best efforts on the job
or
- (b) A conflict of interest, which could interfere with, his or her independent exercise of judgement and which could therefore prejudice the Company's best interests

EMPLOYMENT PRACTICES

The Company is committed to fair and equitable employment and advancement opportunities for all people, regardless of race, creed or gender, and maintains equitable development programmes.

Selection of employees for positions at all operations within the Company is based on employment equity policies, job requirements, qualifications, experience, prior learning and potential.

The Company is committed to open and fair collective bargaining processes when dealing with trade unions.

TRANSFORMATION

As an organisation with its principal place of business and registered address in the Republic of South Africa, the Company acknowledges the importance of total commitment to transformation and empowerment in all aspects of its business.

Transformation initiatives include:

- Ownership structures in line with the relevant best practice codes on broad based black economic empowerment, in terms of the applicable legislation
- A recruitment policy based on the objective to employ the best professional and support staff who are representative of the racial, gender and cultural diversity and demographics of the Republic of South Africa
- Procurement policies that meet the transformation and empowerment goals set by the relevant guidelines on broad based black economic empowerment
- Skills development programmes that focus on the development of previously disadvantaged individuals in the employment of the Company
- Social responsibility initiatives primarily aimed at the upliftment and education of previously disadvantaged individuals and communities

OCCUPATIONAL HEALTH, SAFETY AND ENVIRONMENT

The Company is committed to:

- Achieving high standards of environmental care and to providing a safe and healthy workplace for employees, contractors and other affected persons
- Implementing internationally accepted safety, occupational health and environmental management systems
- Complying with all applicable legislation as a minimum requirement and implementing programmes and processes to achieve greater protection, where appropriate
- Conserving natural resources and reducing the environmental burden of waste generation and emissions to the air, water and land through strategies focusing on reducing, re-using, recycling and safe deposit of waste
- Applying continuous improvement methodologies to develop environmentally compatible processes which do not create unmanageable safety or health risks

It is the duty of every manager and supervisor to take all reasonable practical measures and precautions to prevent health risks or injury to employees and others and it is equally the personal duty of each employee to do everything to avoid health risks and injury to himself or herself and to others.

COMMUNITY

The Company is committed to promote the quality of life of the communities in which it is involved. The Company therefore accepts its social responsibility to the upliftment and welfare of these communities.

PERSONAL CONDUCT

Illegal acts by employees shall not be tolerated or condoned and shall be dealt with in accordance with existing disciplinary codes and the laws of the country.

Unethical payments or business transactions made or received, or participation in activities such as fraud, money laundering or bribery will under no circumstances be tolerated or condoned.

As a general guideline, no employee shall, apart from normal remuneration or benefits in terms of Company policies, use any Company resources for personal benefit or procure or receive directly or indirectly any monetary gain, inducement, commission or gift in respect of or in the course of his or her employment.

No improper use will be made of any Company assets or resources, including time.

Any conflict or potential conflict between the interests of the Company and that of the employee will be immediately disclosed to management.

No employee shall accept or retain for personal benefit or for the benefit of others, in respect of or in the course of his or her employment, any non-monetary gift, gain, benefit or entertainment, except items for normal advertising purposes or of insignificant value, unless reported to and approved of by their supervisor.

Business courtesies shall only be extended or given to outside parties in line with relevant policies or, in the absence of such policies, with management's consent.

No employee shall, without prior written permission from his or her employer company, perform any work or service for remuneration of any kind outside the scope of his or her employment; or act as a director, shareholder, partner, consultant or agent of any external undertaking, or actively participate in activities which could be in conflict with the interests of the Company.

All employees shall respect and not make improper use of any confidential and privileged information of the Company and shall not act on such information for personal gain.

No employee shall comment unfavourably on the products, management or operations of competitors.

No employee shall become actively involved in party politics during official working hours without the prior written consent of his or her employer company, and through such involvement become controversial to the detriment or embarrassment of the Company.

Employees are required to act with the necessary decorum that would not put the Company into disrepute for any reason whatsoever. To this end, employees are encouraged to behave in their personal lives in a way that will result in their being able to conduct themselves with dignity, integrity and credibility within and on behalf of the Company.

Employees shall not misuse their positions and/or the purchasing power of the Company to obtain goods, materials or services for personal use or benefit on terms that are not available to the general public or to all Company employees.

Employees shall respect the dignity, rights and cultural differences of other individuals and shall maintain interpersonal relationships with due regard to race, religion, national origin, gender, age, physical handicap or personal affiliation. Harassment and intimidation of any kind will not be tolerated.

CODE OF CONDUCT continued

CONFIDENTIAL INFORMATION AND EXTERNAL COMMUNICATION

Directors, officers and employees are expected to treat all information pertaining to the Company, and which is not already in the public domain, in the strictest confidence.

Employees and past employees are bound by the Company's non-disclosure agreement that covers the scope of the proprietary information and may not divulge such information to any third party without permission.

Except for the Chairman, CEO, CFO and the investor relations/communication consultant (the dedicated spokesperson of the Company), no director, officer or employee is permitted to speak, lecture, or present on the affairs of, or on matters or subjects relating to, the Company without the written consent of either the Chairman or the CEO.

COMMUNICATION WITH THE MEDIA AND/OR INVESTMENT COMMUNITY

No sensitive communication may be made to the media or investment community other than by the Company's CEO, CFO or investor relations/communication consultant.

GOVERNMENT RELATIONS AND POLITICAL ACTIVITIES

The Company recognises the government of the Republic of South Africa that has been democratically elected and will support such a government in the performance of its duties and responsibilities, as required by the Constitution and other relevant legislation.

The Company reserves the right to make its position known to, or to engage with government structures on any issue that affects the Company or any of its stakeholders. Such engagement will always be conducted in the spirit of transparency.

No employee, including any member of top or senior management, has the right to allow their party-political preferences to influence their dealings with government officials, when executing and exercising their duties; whilst acting in the stead of and on behalf of the Company.

The Company will not give support – financially or otherwise – to political parties or their representatives.

No employee may be reimbursed for participation in a political event or for any political contribution.

The Company respects the participation of employees in the political process of the country, as well as the right to their privacy with regards to their political preferences.

PROHIBITION AGAINST BRIBERY, FRAUD AND CORRUPTION

The Company's officers and employees are expected to comply with applicable laws in all countries to which they travel; in those where they operate; and in those where the Company does business. Such compliance includes laws prohibiting bribery, corruption and the conducting of business with specified individuals, companies or countries. Any activity that could be perceived as an attempt to improperly influence or mislead government officials to obtain favourable treatment must also be avoided.

Company policy, the United States Foreign Corrupt Practices Act and the laws of many other countries prohibit the Company and its officers, employees and agents from giving, or offering to give, money or anything of value to a foreign official, a foreign political party, a party official or a candidate for political office with the purpose, intended or otherwise, of influencing the official acts or decisions of that person or entity; and whereby as a result the Company obtains or retains business, or secures any improper advantage.

A foreign official is an officer or employee of any or all of the following: a government; any governmental department, agency or instrumentality thereof; a government-owned corporation; certain international agencies, such as the World Bank or the United Nations; any person acting in an official capacity on behalf of the World Bank, United Nations or such agency.

ACKNOWLEDGEMENT

I have received and read the Code of Conduct of DRDGOLD Limited (DRDGOLD), and I understand its contents. I agree to comply fully with the standards, policies and procedures contained in the Code and with DRDGOLD's related policies and procedures and will raise any concerns about possible misconduct with the appropriate persons. I acknowledge that the Code is a statement of policies for business conduct and does not, in any way, constitute an employment contract or an assurance of continued employment.

Printed name _____

Signature _____ Date _____



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