

ANGLO PLATINUM LIMITED
STATEMENT OF DIVISION OF RESPONSIBILITIES AMONGST THE CHAIRMAN,
THE LEAD INDEPENDENT NON-EXECUTIVE DIRECTOR AND THE CHIEF EXECUTIVE OFFICER

1. KEY RESPONSIBILITIES	1. KEY RESPONSIBILITIES	1. KEY RESPONSIBILITIES
Chairman	Lead Independent Non-Executive Director	Chief Executive Officer
1.1 The Chairman's principal responsibility is the effective running of the Board.	1.1 The Lead Independent Non-Executive Director shall preside at meetings of the Board of Directors of the Company in the absence of the Chairman and provide feedback to the Chairman and others, as appropriate, from such meetings.	1.1 The Chief Executive Officer's principal responsibility is running the Group's business profitably.
1.2 The Chairman is responsible for ensuring that the Board as a whole plays a full and constructive part in the development and determination of the Group's strategy and overall commercial objectives.	1.2 The Lead Independent Non-Executive Director's function is to provide leadership and advice to the Board without detracting from the authority of the Chairman, and at all times being aware that the role is in support of the Chairman and efficient functioning of the Board as a whole.	1.2 The Chief Executive Officer is responsible for proposing and developing the Group's strategy and overall commercial objectives, which he/she does in close consultation with the Chairman and the Board.
1.3 The Chairman is the guardian of the Board's decision-making processes. However, should the Chairman be in any way conflicted, then the Lead Independent Non-Executive Director (Deputy Chairman) shall assume this role whilst the Chairman is recused from participation, as required by good governance standards.	1.3 To guide the Chairman and Board on matters of good governance, particularly where there may be a perceived conflict of interests. In instances where the Chairman may be perceived to be conflicted, the Lead Independent Non-Executive Director has the power and authority to lead and co-ordinate the activities of the Board.	1.3 The Chief Executive Officer is responsible, with the executive team, for implementing the decisions of the Board and its Committees.

2. OTHER RESPONSIBILITIES	2. OTHER RESPONSIBILITIES	2. OTHER RESPONSIBILITIES
Chairman	Lead Independent Non-Executive Director	Chief Executive Officer
2.1 Running the Board and setting its agenda.	2.1 Consult with the Chairman and Company Secretary on the content of Agendas for Board meetings.	2.1 Providing input to the Board's agenda from him/herself and other members of the executive team.
2.2 Ensuring that Board agendas take full account of the important issues facing the Group and the concerns of all Board members. There should be an emphasis on strategic, rather than routine or operational issues.	2.2 Recommend to the Chairman or approve if appropriate, the retention of outside advisors and consultants to the Board regarding Board-wide issues.	2.2 Ensuring that he/she maintains a dialogue with the Chairman and Deputy Chairman on the important and strategic issues facing the Group, and proposing Board agendas to the Chairman which reflect these.
2.3 Ensuring that the Board receives accurate, timely and clear information on: <ul style="list-style-type: none"> • the Group's performance; • the issues, challenges and opportunities facing the Group; and • matters reserved to it for decision. 	2.3 Convene meetings of Independent Directors and Non-Executive Directors, as appropriate, and set Agendas for such meetings.	2.3 Ensuring that the executive team gives appropriate priority to providing reports to the Board which contain accurate, timely and clear and concise information.
2.4 Ensuring, with the advice of the Company Secretary where appropriate, compliance with the Board's approved procedures, including the schedule of Matters Reserved to the Board for its decision (as detailed in the Board Charter) and each Committee's Terms of Reference.	2.4 Respond directly to shareholder and other stakeholder questions and comments that are directed to the Lead Independent Non-Executive Director or to the Non-Executive Directors as a group, with such consultation with the Chairman and other Directors as the Lead Independent Non-Executive Director may deem appropriate.	2.4 Ensuring, in consultation with the Chairman and the Company Secretary as appropriate, that he/she and the executive team comply with the Board's approved procedures, including the schedule of Matters Reserved to the Board for its decision and each Committee's Terms of Reference.
2.5 Proposing to the Board, in consultation with the Deputy Chairman, Chief Executive Officer, Company Secretary and Committee Chairmen as appropriate:	2.5 To Chair the Company's Corporate Governance Committee and to Chair or serve on such other Board Committees as required by the Board from time to time.	2.5 Ensuring that the Chairman and Deputy Chairman are alerted to forthcoming complex, contentious or sensitive issues affecting the Group of which he/she might not otherwise be aware.

2. OTHER RESPONSIBILITIES (continued)	2. OTHER RESPONSIBILITIES (continued)	2. OTHER RESPONSIBILITIES (continued)
Chairman	Lead Independent Non-Executive Director	Chief Executive Officer
<ul style="list-style-type: none"> • a schedule of Matters Reserved to the Board for its decision; • Terms of Reference for each Board Committee; and • a Board Charter. 		
<p>2.6 Chairing the Nomination Committee, and, in that role, initiating change and succession planning in Board appointments to retain and build an effective and complementary Board, and to facilitate the appointment of effective and suitable members and Chairmen of Board Committees.</p>	<p>2.6 To perform such other duties as the Board of Directors may from time to time delegate to the Lead Independent Non-Executive Director.</p>	<p>2.6 Providing input to the Chairman and Company Secretary on appropriate changes to the schedule of Matters Reserved to the Board and Committee Terms of Reference.</p>
<p>2.7 Proposing, in conjunction with the Nomination Committee, the membership of Board Committees and their Chairmen.</p>	<p>2.7 Promoting the highest standards of integrity, probity and corporate governance throughout the Group and particularly at Board level.</p>	<p>2.7 Providing information and advice on succession planning, to the Chairman, the Nomination Committee, and other members of the Board, particularly in respect of Executive Directors and members of the Executive team.</p>
<p>2.8 Ensuring that there is effective communication by the Company with its shareholders, including by the Deputy Chairman, Chief Executive Officer, Finance Director and other executive management, and ensuring that members of the Board develop an understanding of the views of the major investors and other stakeholders in the Group.</p>		<p>2.8 If so appointed by the Board, serving on Committees of the Board including Chairing the Executive Committee.</p>

2. OTHER RESPONSIBILITIES (continued)	2. OTHER RESPONSIBILITIES (continued)	2. OTHER RESPONSIBILITIES (continued)
Chairman	Lead Independent Non-Executive Director	Chief Executive Officer
2.9 Ensuring that the performance of the Board as a whole, its Committees, and individual directors is formally and rigorously evaluated at least once a year.		2.9 Leading the communication programme with shareholders and other stakeholders
		2.10 Commenting on induction programmes for new Directors and ensuring that appropriate management time is made available for the process.
		2.11 Ensuring that the development needs of the Executive Directors and other senior management reporting to him/her are identified and met.
		2.12 Ensuring that performance reviews are carried out at least once a year for each of the Executive Directors. Providing input to the wider Board evaluation process.
		2.13 Promoting, and conducting the affairs of the Group with the highest standards of integrity, probity and corporate governance.

3. STATUS OF THIS STATEMENT
3.1 Any amendments to this statement are a Matter Reserved to the Board.
3.2 This statement is to be annexed to the Chief Executive's Job Description. In the event of any conflict between this statement and the Chief Executive's Job Description in so far as they may relate to his/her role as Chief Executive Officer, this statement shall take precedence.

APPROVED BY THE BOARD ON 4 FEBRUARY 2011