

Sustainable Development 2009



GOLD FIELDS

2 0 0 9 A n n u a l R e p o r t E d i t i o n

Ethics and corporate governance.

Gold Fields is committed to ethical and fair business dealings and promotes a corporate culture that is non-sectarian and non-political and which is socially and environmentally responsible.

Gold Fields' people.

We are continually striving for an environment that encourages innovation, transformation and development, which will enable our ideas and aspirations.

Health and Safety.

Nick Holland, Chief Executive Officer of Gold Fields made the statement 'If we cannot mine safely, we will not mine'. This iconic statement has translated into a vast improvement on performance.



SUSTAINABLE DEVELOPMENT

OVERVIEW OF OUR PERFORMANCE

F2009 highlights

- Development of and full roll-out of the Safe Production Rules.
- Completion of the independent DuPont safety assessment and the development of action plans to address improvement opportunities.
- Despite international financial pressures, the Group avoided the implementation of any formal retrenchment processes.
- Development and implementation of the well-being strategy.
- ISO14001, OHSAS18001 and AS4801 certifications maintained.
- South Deep received ISO14001 certification, which means all the South African operations are now certified.
- Driefontein, Kloof and Beatrix all upgraded their OHSAS18001 to the 2007 version. South Deep is ready to be audited in the first quarter of F2010.
- The best ever safety year in F2009.
- Driefontein passed the milestone of two million fatality free shifts.
- South Deep passed the milestone of one million fatality free shifts.
- Beatrix passed the milestone of one million fatality free shifts.
- Awards received in Peru with regard to health and safety management and another for environmental and social initiatives.

- Cerro Corona achieved production with 27 per cent of its permanent workforce and 40 per cent of its contract workforce sourced from local communities.
- Gold Fields received an award for reporting on the Carbon Disclosure Project.
- Cyanide Management Code "Full Certification" and "Substantial Compliance" results.

F2009 lowlights

- Despite initiatives to prevent fatal accidents, 21 fatalities occurred during the year.
- Seven Level 3 environmental incidents occurred during the year.

Key focus areas for F2010

- Entrench the Safe Production Rules and reduce risk to all employees.
- Embed the culture of sustainable development within the organisation.
- Achieve improvements in our energy efficiency in the Group and progress our methane capture project at the Beatrix operation.
- Skills attraction and retention.
- ISO14001:2004 (Environmental Management System) certification at Cerro Corona.
- Further utilisation of the AA1000SES to guide our stakeholder engagement processes.
- OHSAS18001 certification for South Deep.

SUSTAINABLE DEVELOPMENT POLICY STATEMENT

Gold Fields Limited seeks to operate in a manner that presents a platform for responsible investment. This will be achieved by integrating sustainable development considerations into the decision-making process. The result will be an appropriate balance of the Company's requirements to perform financially, to strive toward world-class standards in environmental management and to ensure broad social benefit.

To attain the vision, Gold Fields commits to:

- Undertake its business activities in a manner that is ethical and adheres to sound systems of corporate governance;
- The development and safeguarding of its social capital and to uphold human rights as they apply to its operations;
- The deployment of effective risk management strategies;
- Continually improve its environmental, health and safety performance through formalised management systems and cycles of review;
- Contribute to the conservation of biodiversity and to design and develop appropriate post-mining land uses in consultation with host communities and governments;
- The implementation of best practice with regard to material stewardship and supply chain management and to encourage or require, where practical, business partners, contractors and suppliers to adopt similar objectives;
- Investment in and supporting the socio-economic development of communities that are affected by its activities;
- Actively engage and communicate with all stakeholders in a manner that is open and participative; and
- Embark on a regular review of its processes and performance to ensure adherence to these commitments.

Employees of Gold Fields Limited are expected to play a fundamental role in achieving these commitments by:

- Integrating sustainable development principles into everyday practice; and
- Acting proactively and adhering to the Group's sustainable development policy.



Gold Fields had an impressive safety year with improvements throughout the Group. Driefontein achieved two million fatality free shifts following various initiatives introduced at the mine

In keeping with our past practices of reporting on materiality, we have again tailored the sustainable development section of this report in accordance with our sustainable development framework and associated issues that are material or significant. The company has an established culture of stakeholder engagement and it is through the outcomes of such engagements that materiality is often determined. Stakeholder engagement in the Group is extensive and is part of our daily activities. Stakeholder groups include:

- Employees and business partners;
- Industry and trade associations;
- Local communities;
- Non Governmental Organisations;
- Research institutions;
- Academia;
- Media;
- Global communities; and
- Regulatory authorities.

SUSTAINABLE DEVELOPMENT FRAMEWORK

In the last annual report we reported on the progress made with the development of a sustainable development framework for the Group. This framework was developed through a comprehensive process of reviewing numerous principles and best practice, as they apply to our organisation, and with regard to sustainable development. The approach that was followed, and the subsequent development of a new set of policies and an overarching framework, was not one of reinventing the wheel but rather one of consolidation of best practice within the group. This approach results from the fact that many of the best practices enshrined within various sustainable development principles are not new to Gold Fields. For many years we have implemented policies and protocols with regard to the various components of sustainable development and, as a result, this approach was a significant opportunity for all our operations to share knowledge and facilitate cross pollination. The process has culminated in the final version of our Sustainable Development Framework. This framework consists of an overarching sustainable development policy with the following supporting policies:

An appropriate balance between the Group's requirements to perform financially, and to continually strive toward world-class standards in environmental management and to ensure broad social benefit.

- Occupational Health and Safety;
- Human Rights;
- Ethics and Corporate Governance;
- Risk Management;
- Environment;
- Material Stewardship and Supply Chain Management;
- Community and Indigenous Peoples; and
- Stakeholder Engagement.

The Sustainable Development Framework was approved by the Board. Gold Fields is fully committed to the International Council on Mining and Metals (ICMM) and to the United Nations Global Compact and their respective associated principles. In light of our commitment to the principles of the ICMM and the Global Compact, we have reviewed the terms of reference of the Safety, Health, Environment and Community subcommittee of the Board. The terms of reference have been amended to include a commitment to the principles of the ICMM and the Global Compact as well as a commitment to our own Sustainable Development Framework, which supports the aforementioned. As a result

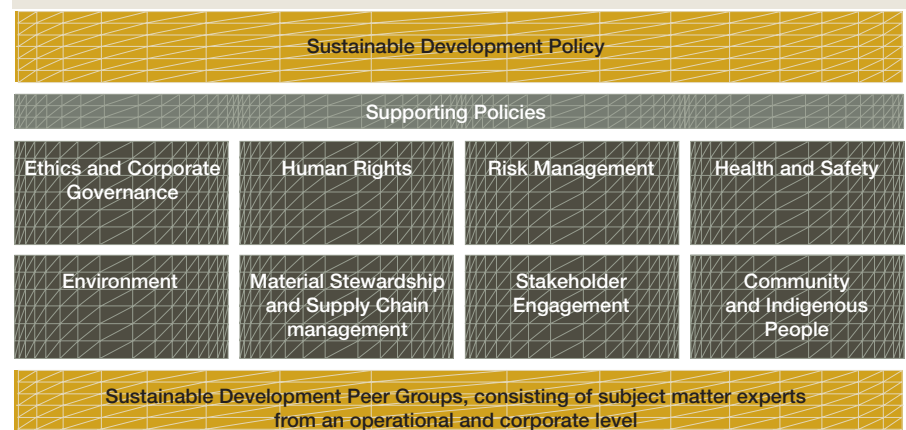
of this review, the Safety, Health, Environment and Community subcommittee was renamed to the Safety, Health and Sustainable Development Committee. Reports submitted to the subcommittee are aligned with our Sustainable Development Framework, as is this annual report.

The principle means for ensuring that the framework is properly implemented within the organisation is through integration of our sustainable development requirements into the performance management system of the organisation. This performance management system effectively consists of targets which employees aim to achieve and serve to measure employee performance, and provides guidance for incentive and reward. These contractual arrangements are secured through a Balanced Score Card (BSC) which is designed around the overall Gold Fields strategy which consists of three pillars:

- Sweating our assets;
- Growing Gold Fields; and
- Securing our future.

INVITATION TO ENGAGE AND STAKEHOLDER FEEDBACK FORM

This Report aims to meet the requirement for increased transparency and accountability in corporate reporting. We hope you find it useful and informative. We believe that it constitutes a reasonable and fair reflection of the progress and challenges we have experienced over the past year. As always, we welcome your feedback on the report and any of our activities. For further information and contact details, please visit our website at www.goldfields.co.za or e-mail philip.woodhouse@goldfields.co.za.



SUSTAINABLE DEVELOPMENT

continued

Gold Fields is fully committed to the International Council on Mining and Metals and to the United Nations Global Compact and their respective associated principles.

Thus our sustainable development framework becomes a series of values that are entrenched throughout our strategy, from an operational excellence point of view, to ensuring that the growth component of our strategy is undertaken with due regard to sound principles of sustainable development to, our ultimate objective of securing the future. This effectively embraces the holistic concept of sustainable development within all activities.

In terms of the strategy specific to sustainable development, again we premise this on three pillars:

- Consolidating the baseline;
- Embedding a culture of sustainable development and best practice; and
- Scenario planning toward proactively positioning the company.

The Board of Directors has approved the Sustainable Development Framework which establishes the baseline referred to above. We are in the process of integrating our entire Sustainable Development Framework into our induction processes whereby all new employees, employees returning from leave, and contractors, are exposed to the Framework and are made aware of their responsibilities. The final component of the strategy is to implement scenario planning for sustainable development. We are currently evaluating techniques to satisfy this requirement. The implementation of scenario planning systems will inform any changes that may need to be made to the baseline in order to position the company appropriately. This triggers a requirement to further refine the culture within the organisation. Thus, we believe that sustainable development is largely an evolutionary process within the organisation.

The Gold Fields Sustainable Development Framework is reflected on the previous page and all policies with regard to the Framework are available on our website and detailed in each relevant section of this report.

ETHICS AND CORPORATE GOVERNANCE

Gold Fields is committed to ethical and fair business dealings and promotes a corporate culture which is non-sectarian, non-political and which is socially and environmentally responsible.

The company endorses the principles contained in the South African Code of Corporate Practices and Conduct as recommended in the second King Report (King II) and complies with its provisions. Gold Fields shares are listed on JSE Limited (the JSE) as a primary listing and the company is required to comply with the JSE Listings Requirements in respect of King II. The company's shares also trade in the United States of America (USA) on the New York Stock Exchange (NYSE) and are registered with the United States Securities and Exchange Commission (SEC). As such, the company is subject to the disclosure and corporate governance requirements of the NYSE, in so far as these relate to foreign private issuers such as Gold Fields. The company also has a secondary listing on the NASDAQ Dubai Limited, the Euronext in Brussels, and the Swiss Exchange and is subject to the disclosure requirements of these exchanges.

The company has implemented an ethics policy and has developed an ethics booklet, which summarise the salient principles of the policy for employees informing them of their responsibilities regarding ethical behaviour. The content of this ethics policy is included in our training programmes and most notably in

our induction programmes that target all new employees and business partners. All employees are required to adhere to the requirements of the ethics policy. The Group has procured the services of an independent hotline service provider, to facilitate the confidential reporting of any code transgressions.

No material transgression of our ethics policies has been reported during the period under review. In addition, no significant fines or non-monetary sanctions for non-compliance with legal requirements have been levelled against the company.

Board of Directors

The company's articles of association provide that the company's Board of Directors shall consist of a minimum of four directors and a maximum of 15 directors. The Board of Directors currently comprises one executive director and 12 non-executive directors.

The office of the Chairman and that of the Chief Executive Officer (CEO) are separate from one another and are currently filled by an independent non-executive director, Mr AJ Wright, and an executive director, Mr NJ Holland, respectively.

Mr RP Menell was appointed as a non-executive director on 8 October 2008. On 10 March 2009 Ms CA Carolus and Mr R Dañino were appointed as non-executive directors, while Mr AR Hill was appointed a non-executive director on 21 August 2009.

The Gold Fields Board of Directors comprises a majority of non-executive directors of whom sufficient are independent of management so that shareholder interests (including minority interests) can be protected. Non-executive directors do not receive any remuneration from the company for their services as directors other than the fees and restricted shares, with a three year vesting period, as detailed in the Directors' Report on pages 112 to 123 of this annual report.

The Board of Directors reviews the status of its members on an ongoing basis and, based on its deliberations, considers the current complement of its 12 non-executive directors to

be independent, as defined in the JSE Listings Requirements.

Details of the directors and their status as executive or non-executive appear on pages 16 and 17 of this annual report.

Board of Directors' charter

In accordance with the Board of Directors' charter, the directors seek to promote the mission of the company, while upholding sound principles of corporate governance, the best interests of its communities, and its shareholders. The charter, which is available on the Gold Fields website (www.goldfields.co.za), articulates clearly and concisely the objectives and responsibilities of the Board of Directors.

The Board of Directors discharges these responsibilities through a number of actions including:

- Determining the Group's code of ethics and conducting its own affairs in a professional manner, upholding the core values of integrity, transparency and enterprise;
- Evaluating, determining and ensuring the implementation of corporate strategy and policy;
- Determining compensation, development, education and other relevant policies for the Group's employees; and
- Developing and setting disclosure and reporting practices, as required by applicable laws to best serve the needs of its shareholders.

Rotation of Directors

In accordance with the company's articles of association, one-third of the directors shall retire from office at each annual general meeting, with the first to retire being those appointed as additional members of the Board of Directors during the year, followed by the longest serving members. Retiring directors are free to make themselves available for re-election and may, as such, be re-elected at the annual general meeting at which they retire.

themselves. The Board of Directors met on nine occasions, in person or telephonically, during the year under review. The record of attendance by members of the Board of Directors at such meetings is contained in the table below.

Board of Directors committees

The Board of Directors has established a number of standing committees composed entirely of non-executive directors. These committees comprise the Nominating and Governance Committee, the Audit Committee, the Remuneration Committee, the Safety, Health and Sustainable Development Committee, and the Capital Projects Control and Review Committee all of which operate in accordance with written terms of reference, which were approved by the Board of Directors and are available on the Group's website (www.goldfields.co.za) or from the company's secretarial office, on request.

Each of the Board of Directors' standing committees is chaired by an independent, non-executive director. Each committee is required to evaluate its own effectiveness and performance from time to time, with the Nominating and Governance Committee monitoring and reporting to the Board of Directors periodically on such performance and effectiveness.

Each member is paid remuneration in addition to the annual fee payable to directors, which remuneration is recommended by a separate subcommittee chaired by the Chief Executive Officer and requires approval in advance by the shareholders at an annual general meeting of the company.

Director	2008				2009				
	31/07	22/08	8/10	13/11	28/01	12/02	12/03	01/05	25/06
AJ Wright	✓	✓	✓	✓	✓	✓	✓	✓	✓
NJ Holland	✓	✓	✓	✓	✓	✓	✓	✓	✓
K Ansah	✓	✓	✓	✓	✓	✓	✓	✓	✓
CA Carolus ⁴	N/A	N/A	N/A	N/A	N/A	N/A	✓	✓	✓
R Dañino ⁴	N/A	N/A	N/A	N/A	N/A	N/A	✓	✓	✓
TP Goodlace ³	✓	✓	✓	N/A	N/A	N/A	N/A	N/A	N/A
JG Hopwood	✓	✓	✓	✓	✓	✓	✓	#	✓
G Marcus	✓	✓	✓	✓	✓	✓	✓	#	✓
RP Menell ²	N/A	N/A	N/A	✓	✓	✓	✓	✓	✓
DN Murray	✓	✓	✓	✓	✓	✓	✓	✓	✓
DMJ Ncube	✓	✓	✓	✓	✓	✓	✓	#	✓
RL Pennant-Rea	#	✓	✓	✓	#	✓	✓	✓	✓
Cl von Christerson	#	✓	✓	✓	✓	✓	✓	✓	✓
GM Wilson ¹	N/A	✓	✓	✓	✓	✓	✓	✓	✓

✓ Indicates attendance # Indicates absence with apology N/A Indicates not a director at the time or not required to attend

¹ Appointed 1 August 2008. ² Appointed 8 October 2008. ³ Resigned 15 October 2008.

⁴ Appointed 10 March 2009.

Board of Directors meetings and attendance

The Board of Directors is required to meet at least four times a year. The non-executive directors also use this opportunity to meet amongst

SUSTAINABLE DEVELOPMENT

continued

Nominating and Governance Committee

The Nominating and Governance Committee is chaired by the chairman of the Group, Mr AJ Wright. It comprises independent non-executive directors, namely, Messrs K Ansah, R Dañino, RL Pennant-Rea and Cl von Christierson. Its written terms of reference require this committee, *inter alia*, to:

- Develop the approach of the Group to matters of corporate governance and make recommendations to the Board of Directors with respect to all such matters;
- Identify a successor to the chairman and chief executive officer and make recommendations in this regard to the Board of Directors as a whole;
- Consider the mandates of Board of Directors' committees, the selection and rotation of committee members and chairmen as well as the performance and effectiveness of each Board of Directors' committee on an ongoing basis; and
- Evaluate the effectiveness of the Board of Directors and its committees and management as a whole and report thereon to the Board of Directors.

The Nominating and Governance Committee met on five occasions during the year under review. The record of attendance by members at such meetings is contained in the table below.

Director	2008		2009		
	21/08	12/11	11/02	05/03	29/04
AJ Wright	✓	✓	✓	✓	✓
K Ansah	✓	✓	✓	✓	✓
R Dañino ¹	N/A	N/A	N/A	N/A	N/A
RL Pennant-Rea	✓	✓	✓	✓	✓
Cl von Christierson	✓	✓	✓	✓	✓

✓ Indicates attendance N/A Indicates not a member at the time

¹ Appointed 1 May 2009.

Audit Committee

The Audit Committee comprises independent non-executive directors, chaired by Mr JG Hopwood, while other members are Messrs RP Menell, DMJ Ncube, RL Pennant-Rea and Mrs GM Wilson. The committee is

required to meet at least quarterly and to monitor and review:

- The effectiveness of the Group's information systems and other systems of internal control;
- The effectiveness of the internal audit function;
- The reports of both the external and internal auditors;
- The quarterly and annual reports and specifically the annual financial statements;
- The annual report on Form 20-F filed with the United States Securities and Exchange Commission (SEC);
- The accounting policies of the Group and any proposed revision thereto;
- The external audit findings, reports and fees and the approval thereof; and
- The compliance with applicable legislation, requirements of regulatory authorities and the Group's code of ethics.

All members of the Audit Committee are independent non-executive directors.

The internal and external auditors have unrestricted access to the Audit Committee, the Audit Committee chairman and the chairman of the Board of Directors, ensuring that their independence is in no way impaired.

The Group internal audit function is headed by the senior manager, internal audit. The Audit Committee determines the purpose, authority and responsibility of the internal audit function in an Internal Audit Charter, which charter has been approved by the Audit Committee. The Audit Committee has the authority to appoint and dismiss the head of the Group internal audit function.

The Audit Committee is required to approve all significant non-audit relationships with the Group's independent auditor. For the period under review, the Audit Committee has approved, and the Group's independent auditor has performed non-audit services for accounting advice and taxation. In consideration for rendering these services, the Group has paid the independent auditor an amount of R4,3 million.

The Audit Committee is responsible for the oversight of the work of the independent auditor, and the independent auditor reports directly to the Audit Committee.

The Board of Directors believes that the members of the Audit Committee collectively possess the knowledge and experience to oversee and assess the performance of Gold Fields' management and auditors, the quality of Gold Fields' disclosure controls, the preparation and evaluation of Gold Fields' financial statements and Gold Fields' financial reporting. The Board of Directors also believes that the members of the Audit Committee collectively possess the understanding of audit committee functions necessary to diligently execute their responsibilities.

The Audit Committee has adopted formal, written terms of reference that were approved by the Board of Directors. The Audit Committee is of the opinion that it has satisfied its responsibilities for the past financial year in compliance with such terms of reference. The Audit Committee is satisfied with the appropriateness of the CFO's expertise and experience. In addition, the Audit Committee is satisfied that the external auditors are independent of the company.

The Audit Committee met on six occasions during the year under review. The record of attendance by members at such meetings is contained in the table below.

Director	2008				2009	
	29/07	20/08	27/10	07/11	27/01	04/05
JG Hopwood	✓	✓	✓	✓	✓	✓
RP Menell ²	N/A	N/A	N/A	N/A	✓	✓
DMJ Ncube	✓	✓	✓	✓	✓	#
RL Pennant-Rea	#	✓	✓	#	✓	✓
GM Wilson ¹	N/A	✓	✓	✓	✓	✓

✓ Indicates attendance # Indicates absence with apology
N/A Indicates not a director at the time or not required to attend

¹ Appointed 1 August 2008. ² Appointed 13 November 2008.

Remuneration Committee

The Remuneration Committee comprises independent non-executive directors, namely, Messrs CI von Christierson (chairman), JG Hopwood, DMJ Ncube, Mrs GM Wilson and Mr AJ Wright and is required to meet at least twice a year. The committee, which has adopted its own formal terms of reference, has established and reviews, on an ongoing basis, the Group's remuneration philosophy, the terms and conditions of employment of executive directors and other executives, including a short-term performance-linked bonus scheme and a long-term share incentive scheme.

The terms and conditions of employment of the executive director are contained in a written contract of employment. The remuneration particulars of the contract are contained on pages 117 and 118 of this annual report, with the Group's maximum exposure being limited to two and a half years' remuneration in the event of such executive director's services being terminated as a result of a takeover or merger.

The Remuneration Committee met on six occasions during the year under review. The record of attendance by members at such meetings is contained in the table below.

Director	2008		2009			
	21/08	12/11	11/02	05/03	29/04	25/06
CI von Christierson	✓	✓	✓	✓	✓	✓
JG Hopwood	✓	✓	✓	✓	#	✓
DMJ Ncube	✓	✓	✓	#	#	✓
AJ Wright	✓	✓	✓	✓	✓	✓
GM Wilson ¹	N/A	N/A	N/A	N/A	N/A	✓

✓ Indicates attendance # Indicates absence with apology
N/A Indicates not a member at the time

¹ Appointed 1 May 2009.

Safety, Health and Sustainable Development (SHSD) Committee

The Safety, Health and Sustainable Development Committee (formerly known as the Safety, Health, Environment and Community Committee (SHEC)) comprises independent non-executive directors, namely, Messrs DN Murray (chairman), K Ansah, RP Menell, AJ Wright and Ms CA Carolus.

The Group has during the year under review placed an increased emphasis on the non-financial value drivers of the business including but not restricted to stakeholders. The focus includes socio-economic issues such as community and individual development, employment equity, health and safety. As such, the SHSD Committee plays a pivotal role in assisting the Board of Directors in its oversight of the effectiveness of the Group's environmental, health and safety programmes and keeping the Board of Directors informed in regard to the Group's objectives, compliance with and maintenance of standards in these areas. The committee seeks also to minimise health, safety and mining related accidents within the Group, to ensure that the Group's operations are in compliance with all environmental regulations, and has established a Group policy in respect of HIV/Aids and other health matters. This committee has adopted formal terms of reference and is required, in terms thereof, to meet at least twice a year.

The SHSD Committee met on seven occasions during the year under review. The record of attendance by members at such meetings is contained in the table below.

Director	2008			2009			
	31/07	21/08	12/11	11/02	19/03	29/04	24/06
DN Murray	✓	✓	✓	✓	✓	✓	✓
K Ansah	✓	✓	✓	✓	✓	✓	✓
CA Carolus ²	N/A	N/A	N/A	N/A	N/A	N/A	✓
G Marcus	✓	✓	✓	✓	✓	#	✓
RP Menell ¹	N/A	N/A	N/A	✓	#	✓	✓
AJ Wright	✓	✓	✓	✓	✓	✓	✓

✓ Indicates attendance # Indicates absence with apology
N/A Indicates not a member at the time

¹ Appointed 13 November 2008. ² Appointed 1 May 2009.

Capital Projects Control and Review Committee

On 1 May 2009, the Gold Fields Board established a subcommittee with the purpose of satisfying the Board that Gold Fields has used correct and efficient methodologies and has adequate controls in place in respect of new capital projects proposed by management

in excess of R1.5 billion or US\$200 million. This committee will be reviewing such projects from inception to completion and making such recommendations to management as it considers appropriate.

The committee comprises independent non-executive directors, namely, Messrs RP Menell, (chairman), DN Murray, AR Hill (appointed on 21 August 2009), CI von Christierson and Mrs GM Wilson. The committee's first meeting was held on Wednesday, 19 August 2009.

Executive Committee

The Gold Fields Executive Committee (Executive Committee) is not a subcommittee of the Board of Directors, but is primarily responsible for implementing the Board of Directors' mandates. The Executive Committee meets regularly to review Group performance and develops Group strategy and policy proposals for consideration by the Board of Directors.

During the year under review the Executive Committee was reorganised and strengthened to reflect the Group's new regionalisation strategy and expanding global footprint. Each of the four regions is now headed up by an Executive Vice President who is also a member of the Executive Committee.

Details of the members of the Executive Committee appear on pages 18 and 19 of this annual report.

The Executive Committee has been mandated by the Board of Directors to assist in the execution of the Group's disclosure obligations. A series of guidelines on disclosure have been disseminated throughout the Group. 'Disclosure' is an agenda item at each Executive Committee meeting and, in order to facilitate the fulfilment by the committee of this function, a disclosure co-ordinator has been appointed at each operation and in respect of each core discipline throughout the Group.

Each operating subsidiary of the Group has established board of directors and management committee structures designed to ensure that the Group's commitment to sound practices and standards of corporate governance is maintained on a Group-wide basis. The Group's executive director serves on the board of directors of each operating subsidiary of the Group.

SUSTAINABLE DEVELOPMENT

continued

Internal controls

The Board of Directors has established and maintains internal controls and procedures, which are reviewed regularly for effectiveness. These controls and procedures are designed to manage, rather than eliminate, the risk of failure, and provide reasonable, but not absolute, assurance that there is an adequate system of internal control in place.

Internal auditors monitor the operation of the internal control systems and report their findings and recommendations to the Audit Committee, the directors and management. Action is taken to address any deficiencies as and when they are identified. Nothing has come to the attention of the directors to indicate that any material breakdown in the functioning of these controls, procedures and systems has occurred during the year under review.

Group Code of Ethics

Directors and employees are bound to uphold the core values of honesty, transparency and integrity that underpin the Gold Fields Code of Ethics. Above all, this code requires all directors and employees to maintain the ethical standards set by the Group, *inter alia*, that its representatives conduct themselves with integrity, in accordance with all applicable laws and generally in a manner which is beyond reproach. The code of ethics also articulates the Group's policy with regard to conflicts of interest, confidentiality, fair dealing, and the protection and proper use of Group assets. The code of ethics is available on the Group's website (www.goldfields.co.za) and has been communicated throughout the Group. The code of ethics is also communicated to all new employees.

The Board of Directors is committed to ensuring the consistent application of the code of ethics and is assisted in its responsibility for overseeing compliance therewith by the Audit Committee.

Gold Fields has contracted the services of 'Tip-offs Anonymous', an independent hotline service provider, to facilitate the confidential reporting of code violations, fraud and other inappropriate behaviour. Employees found guilty of ethical breaches are disciplined in accordance with the Group's disciplinary code and, should the breach also be a criminal act, it is the Group's policy to pursue prosecution of the employee concerned.

Insider trading

The Group operates a closed period prior to the publication of its quarterly and year end financial results during which period employees, directors and officers of the Group may not deal in Gold Fields shares. This is also extended to any period when Gold Fields is trading under a cautionary announcement or when employees, directors and officers are in possession of unpublished price sensitive information. The company secretary keeps members of the Board of Directors and employees across the Group informed of all such periods.

GOLD FIELDS' PEOPLE

Central to our approach to Gold Fields' people is the upholding of human rights as they apply to our activities. In this regard, the Group has developed and implemented a human rights policy. This policy covers numerous commitments to human rights which include:

- Upholding the right to freedom of association;
- Upholding the right to not be employed as a child;
- Upholding the right to not be subjected to forced or compulsory labour;
- Upholding the right to fair treatment; and
- Freedom of cultural, political and religious choice.

A copy of our human rights policy statement is available on our website: www.goldfields.co.za.

No material reports of transgressions of our human rights policy have been reported during the period under review.

Employee numbers as at 30 June 2009:

Total employees (excluding contractors)	49,715
Contractors	16,109

Gold Fields has accelerated various strategic imperatives over the last two years and it is fully understood by the Board of Directors and the Executive Committee that quality people will be the foundation for the success of these initiatives. We are continually striving for an environment that encourages innovation, and accepts transformation and development, which will enable our ideals and aspirations.

Human rights

Gold Fields has started to implement the Group's Human Rights Policy and practice guides across all operations, with a view to ensuring compliance and good governance.

South Africa Region

Skills attraction and retention remain a key focus in the South Africa Region.

An increased recruitment drive was launched during November 2008 in an effort to fill vacant positions in the South Africa Region. The most critical positions identified include mechanical and electrical engineers, rock mechanic engineers and Mineral Resources managers.

Employee relations

An employee relations summit, which took place in December 2008, was attended by representatives from Gold Fields and the three recognised unions within Gold Fields. The engagement agenda has now shifted towards safe production management and productivity improvement initiatives.

Furthermore, visible commitment by Gold Fields' senior executives and senior managers to directly communicate with senior leaders of trade unions at national level has been expressly welcomed and encouraged by the trade union leaders.

Performance management

The Group performance management system is a key business goal in areas such as health and safety management and productivity improvement. The BSC methodology is now fully embraced as a Group-wide process for driving performance management and is gaining momentum. Performance ratings from the individual BSCs are utilised in a number of areas such as remuneration, development and talent planning.

Remuneration and benefits

Gold Fields continued to optimise its total reward philosophy, which is an all encompassing philosophy incorporating salary remuneration, market trends as well as short- and long-term incentives. It also focuses on employee well-being with a special initiative called *24-hours in the Life of a Gold Fields*

Employee which addresses accommodation and living conditions, nutrition, health care, safe production, sport and recreation, and learning. It is aimed at attracting and retaining motivated high calibre people aligned with the interests of the business.

This philosophy enhances both employee performance excellence and a culture of meritocracy founded on the principle of extraordinary rewards for extraordinary performance, providing for significant differentiation between high, average and low performers.

Furthermore, we continued to maintain our competitiveness in the labour market by regularly participating in industry market surveys, not only to benchmark remuneration practices but also to keep abreast of industry movements regarding employee benefits and non-financial recognition programmes. Gold Fields is also currently actively involved in an industry task team working on formulating industry standards for remuneration practices based on labour market dynamics.

We have also implemented a true total cost to company structuring for the management group of employees and also for the "Officials" bargaining unit. This structuring is known as the Gross Remuneration Package (GRP) structuring approach. Currently a total of 76 per cent of officials have voluntarily selected the GRP structuring and all employees on Paterson grades D, E, and F-band positions are on the same structuring.

The share plan has been enhanced with appropriate changes to the rules. The Senior Executive Retention Bonus Scheme has been discontinued during the course of the year. It was felt that the initial intention for establishing the scheme was not realised and therefore to continue with the scheme was not in the best interests of the business.

The Gold Fields Limited Corporate Retirement Fund (GFLCRF) has been closed, and two new employer funds (one for South African operations and one for corporate and international operational staff based in South Africa) have been registered within the Alexander Forbes umbrella fund – Alexander Forbes Retirement Fund (Provident Fund) – (AFRF), effective

1 March 2009. The rules of the AFRF are similar to those of the GFLCRF except for the additional investment portfolios which are now available within the AFRF. Because of the nature of the scheme, (i.e. umbrella fund), the administration costs have been reduced and the risks for trustees have been eliminated.

Gold Fields offers a choice of medical aids to its employees, one being an in-house medical aid with highly competitive rates. Gold Fields is actively involved with industry-wide task teams regarding the medical aid and retirement fund industry and influences the agenda in this regard.

Safe Production Management

As a pivotal driver for transformation and change in Gold Fields, human resources has become a strategic partner to the business in ensuring the successful implementation of the Safe Production Management programme (SPM). The architecture of the SPM is founded on five pillars. The first two pillars, namely (1) *Programmes for Safe Production* and (2) *Technical, Engineering and Mine Design* look at traditional approaches to health and safety management, while the remaining three pillars focus directly on people driven outcomes: (3) *Cultures, Values and Beliefs*; (4) *Organisational Structuring*; and (5) *Performance Leadership*.

Human Resources is set to play a critical role in bringing about the necessary conditions to progress from a culture of dependence to one of interdependence; rooted in beliefs and values that create the climate and context required for safe production behaviour by all employees.

Transformation

With regard to the representation of the Historically Disadvantaged South Africans in management (HDSAs), the following progress had been made in comparison to F2008:

HDSA:	F2009 - (F2009 SLP Target: 40 per cent)	F2008
	39 per cent	36 per cent
Women in Mining (WIM):	F2009 - (F2009 SLP Target: 5 per cent)	F2008
	6.2 per cent	5.8 per cent

Although the employment equity progress was somewhat hindered by the economic challenges faced by the operations in F2009, the operations remain on track to meet the 40 per cent HDSA target before the end of the 2009 calendar year.



Human resource initiatives play an important role in the implementation and development of the Safe Production Management programme

SUSTAINABLE DEVELOPMENT

continued

The Gold Fields Business and Leadership Academy (the Academy)

The Gold Fields Business and Leadership Academy continues to spearhead the provision of a full range of human resource development services needed within Gold Fields, to ensure the organisation remains adequately staffed to meet its operational requirements.

The Academy has been operational since F2006 and has recently undergone a review of its service delivery and business model, thereby ensuring it remains fully aligned with the changing demands faced within Gold Fields, particularly in light of the current global economic environment.

The primary objective of the Academy's service to the Group is undergoing continuous change, evolving towards performance improvement facilitation, in addition to its traditional role as a training provider. This means that a greater focus is now being placed on the design and development of learning solutions, which should empower employees with the increased knowledge and ability needed within Gold Fields to achieve its commitment to safe production.

Key delivery areas for the Academy in F2009 included: (i) providing increased support to the South African mining operations in respect of their obligations under the relevant sections of the Social and Labour Plans submitted to Government; (ii) special interventions aligned with the roll-out of Gold Fields' Safe Production Rules, which will drive ongoing safety performance improvement.

Human resource development, as an integrated process, has gained considerable momentum with the launch of Gold Fields' Leadership Development Programme. Our leadership development, together with performance and talent management, are the key drivers of all people management initiatives. A comprehensive approach to leadership development was implemented based on a well researched and designed Gold Fields Leadership Development model and competency framework. The Leadership model and framework was utilised in selecting a group of six full time students and eleven part time students as part of a pilot

International regions – Human Resources

Staff numbers as at 30 June 2009:

	Australia	Ghana	Peru	Exploration
Total employees (excluding contractors)	415	2,436	350	209
Contractors	999	3,208	1,486	22

programme in the South Africa Region. Learning will be based on integrated and adult learning methodologies in association with best in field partners. All learning gained from the design, development and pilot phase will be shared throughout the Group.

Significant focus remained in the areas of bursaries (where 124 have been awarded), learnerships (378) and post graduate trainees (40), closely governed by the relevant discipline development committees through our management review process. One of the important events within the mining learnership provisions area was the successful and smooth transition from the traditional blasting certificate programme to the new era Mining Qualification Authority certification programme.

Talent management

The Discipline Development Committees (DDCs) are now well established, with a key focus on managing the talent in each discipline. The success of these bodies lies in the partnership between the management from the Regional office and the operations. The annual Management Review (Talent Review) outcomes form the basis of talent, succession and development planning. Execution of development initiatives in the form of skills audits, skills analysis and individual development plans (IDPs) are done through the Academy and the on-mine education and training campuses.



As part of the "24 Hours in the Life of a Gold Fields Employee", a housing project was launched near the Driefontein and Kloof gold mines

24 Hours in The Life of a Gold Fields Employee

During the year a comprehensive new programme was launched to facilitate the total well-being of all employees in the South Africa Region. This programme is designed to address all of the needs of an employee throughout the 24-hour cycle of his or her day. Based on the Total Well-being philosophy, the programme includes interventions in the fields of accommodation and living conditions, nutrition, healthcare, sports and recreation, safety, and education and training, as well as the spiritual needs of employees. In each of the focus areas there are comprehensive plans in place to address the need for appropriate facilities and infrastructure as well as management processes to ensure delivery against the needs of employees. The programme is in the process of being adopted for each of the international regions where the roll-out will be completed during F2010.

International Regions

International human resource development

The focal point for the human resource development effort in F2009 was the health, safety and environmental training required to comply with the site specific safety and environmental systems, as well as to support the *"If we cannot mine safely, we will not mine"* initiative launched during the year.

An increased focus on human resource development necessitated the appointment of a dedicated training and development manager to establish a centralised training and development capacity for all of the international regions.

This newly established role is expected to provide leadership in assessing and influencing international training and development initiatives. In addition, a review of the training and development effort and direction within Gold Fields has also started. These reviews should as a whole result in cross pollination and application of the identified best practices across all regions.

Human Resources International Best Practice Framework

The growth of Gold Fields internationally has necessitated the alignment of human resources

best practices across the regions in which we operate. This has resulted in the development and implementation of the Human Resources International Best Practice Framework across the employee work cycle. This includes policies, procedures and clear cut definitions of roles and responsibilities of all stakeholders in the management of people.

International deployment

The globalisation of our workplace has resulted in the need to revisit deployment practices. Policies, guidelines and a comprehensive remuneration model have been developed to facilitate the seamless movement of people to suit business requirements and the transfer of scarce and critical skills.

Human Resources SAP (Information Management System)

The standardisation of human resources information management was prioritised as a strategic initiative across the Group. SAP was chosen as the technology enabler to achieve this. To date SAP HR (Phase 1) has been successfully implemented in Peru, followed by an accelerated implementation in Ghana and Australia. The following modules were part of the phase 1 implementation: Personnel Administration, Organisational Management, Time Recording and Administration, Payroll and Recruitment. The overall intent and focus is standardisation of information management and reporting. This initiative will be implemented for the exploration unit in F2010.

Labour management

In support of delivering operational excellence, renewed focus was placed on labour planning as a critical component of ensuring delivery of the overall strategy. The areas of focus included organisational design, labour cost management (as a percentage of operating costs etc), and labour trends (turnover and retention).

As part of securing our future and to ensure that we have depth and breadth of skills across the business pipeline, succession planning at management and specialist levels has been elevated as a critical priority. To measure and monitor progress against plan, annual reviews

are being conducted to assess internal pipeline succession against external market influences.

Leadership development

Leadership development is seen as the core human resources theme that supports the Gold Fields strategy. A comprehensive programme has been developed to further the growth of identified individuals that are earmarked as leaders of the future. Whilst the programme is already being implemented in the South Africa Region, it is being customised for the International Regions.

Climate survey

A climate survey was conducted in Ghana and Australia to explore the relationships between organisational commitment, productivity and underlying mental models that inform safety based behaviour, and also to understand the underlying assumptions of individuals, the various departments, and contractor groups. The information obtained from the survey assisted each operation to develop interventions to address their specific needs at individual, group and organisational level. Damang mine was subsequently attributed the award of the Chairman's safety shield as a direct outcome of this intervention.

Australasia Region

The global financial crisis has had a major impact on the availability of labour in the Australian mining and resources sector. Numerous large projects have been deferred and several operating mines and processing facilities in the industry have been shut down, resulting in more than 13,000 job losses. The challenges of securing suitably skilled and experienced labour that existed only a few months ago has decreased and unplanned labour turnover has been significantly reduced. All of the Australian operations are in the process of securing the necessary people with the skills and experience required to meet their operational needs.

While the challenges associated with sourcing labour have eased, retaining quality staff remains a high priority. In line with our strategy of 'Growing Our People', additional resources have been added to the human resources team to ensure appropriate training and development

SUSTAINABLE DEVELOPMENT

continued

Number of expats employed in Ghana expressed as a percentage of total permanent workforce:

Total permanent employees

Company	Tarkwa			Damang			Gold Fields Ghana		
	Total Nationals	Expats	%	Total Nationals	Expats	%	Total Nationals	Expats	%
	1,873	45	2.4	410	21	5.1	2,283	66	2.9

strategies are adopted and used effectively to further engage with our staff, providing them with skills and career growth opportunities. Promotion from within remains the key goal for filling the more senior vacancies. Employment and associated benefits are regularly monitored and benchmarked against industry surveys to ensure our total remuneration packages remain competitive.

In line with the Group Initiative, *24 Hours in the Life of a Gold Fields Employee*, pioneered in the South Africa Region, and in recognition of the need for work-life balance, revised hours of work and rosters have been introduced into some sections of the operations. Improvements to village accommodation and associated facilities have also been undertaken at Kambalda and Leinster. The recently completed upgrade of the Kambalda airport has reduced the travelling time for employees and visitors to St Ives. Initiatives focusing on the health and well-being of staff beyond the workplace have continued to be well accepted.

The Australian government introduced new industrial relations legislation effective from 1 July 2009. The new legislation, in part, abolishes the concept of an individual employment agreement between an employer and an employee, and it also introduces opportunities for third party intervention in the management of staff.

The Australian operations have not lost any work time due to industrial action since being acquired by Gold Fields in 2001. This record can be attributed to management's ability to deal directly with staff on all employment and related matters without outside intervention. In order to retain this ability and to avoid some of the negative aspects of the new legislation, an Employee Collective Agreement has been established and endorsed by staff at each location. These agreements will enable the

existing employment relationship to continue for a further five years.

West Africa Region

Skills development, attraction and retention

Skills development, attraction and retention in Ghana remained a major challenge. The focus of training at Tarkwa and Damang has remained on developing employees to their full potential to achieve operational excellence. Future managers and leaders are identified with the view to develop them based on individually identified and measured improvement areas. These individual development plans are linked to career paths and succession plans resulting in appropriate promotional routes. Special attention is given to the principle of promoting from within the company.

A total of 90 students who have completed their studies and are undergoing their national service have been accommodated on our operations. During the national service period these individuals are exposed to the world of work and its required competencies. The organisation also reaps the benefits by assessing and attracting the best candidates for permanent employment. The year has seen the introduction of a tertiary bursary scheme for the children of employees, thus addressing future critical skills needs whilst retaining existing employees. During the year an average of 3.7 per cent of available working hours was spent in a training environment by our employees.

Our total remuneration packages are acknowledged as attractive, fair and highly competitive within Ghana.

Other initiatives put in place to support retention of skills include the introduction of a car loan scheme for official rank employees, where a certain portion of the interest is subsidised by the company, as well as the upgrade of accommodation on the Tarkwa mine site.

Employment equity

In Ghana the replacement of expatriate employees with competent national employees is a key focus area. The key to achieve this goal is through training and development and knowledge transfer. Strategies are in place to identify, develop and accelerate high potential national employees to fill positions traditionally occupied by expatriate employees.

Employee relations

Employees of Gold Fields Ghana enjoy freedom of association and expression with the result that two unions affiliated to the Ghana Mineworkers Union (GMWU) represent employees.

A Collective Bargaining Agreement for the officials category of employees was concluded during August 2008. Collective Bargaining Agreements are negotiated every three years. Negotiations for the Collective Bargaining Agreement for the staff category of employees are ongoing.

In order to promote sound relations and a sense of goodwill the following initiatives were undertaken during the year:

- Gold Fields recognises the right of all its employees to exercise their democratic rights. Appropriate arrangements were made during the December 2008 national elections to enable employees to participate in voting by arranging for polling booths to be placed on company property;
- Interdepartmental sporting events were introduced to improve morale and inter-departmental relations;
- Employees were encouraged to participate in a corporate climate survey to establish the degree of employee engagement and organisational shortcomings. Action plans were established to address these;
- At Damang a meal committee was established to consider appropriate actions required to ensure balanced mid shift meals;
- At Damang, due to excessive dusty road conditions, air conditioned buses were introduced on the bus routes to and from work; and
- At Tarkwa recreational facilities were improved and expanded to provide better opportunities to employees to maintain a balanced and healthy lifestyle.

South America Region

Cerro Corona mine in Peru employs a total of 1,836 people, consisting of 350 Gold Fields employees and the balance employed by various contractors. The single largest contractor employer is Minera San Martin, which employs some 376 people. Minera San Martin carries out all mining activities under the direction of the Gold Fields mining and geology department. All mine planning, excavation, plant deliveries, and construction activities are directly managed by Gold Fields. Other contractors include camp administration and catering, security, and laboratory operations.

In general all plant/metallurgical, environmental, accounting and administration, human resources and community relations activities are executed by Gold Fields personnel. Most of the positions within the organisational structure have been filled.

Gold Fields has a commitment to the local communities to employ as many people as possible from the area, to the degree practicable. This commitment also applies to our contractors.

In the South America Region the approach to employee well-being is guided by the Group-wide philosophy of Total Well-being. Employees benefit from a wide range of employee specific as well as community-wide well-being initiatives which are discussed in more detail on page 73.

The workforce at Cerro Corona is not unionised. Industrial relations are managed through claim policies, internal regulations, and through procedures provided for in Peruvian legislation. Labour relations at Cerro Corona are good and during the year we have experienced no interruptions to production due to labour issues.

In addition to the Gold Fields Code of Ethics, an Ethics Policy that is fully compliant with Peruvian regulations, Sarbanes-Oxley and international labour conventions, has been adopted.

RISK MANAGEMENT

Risk management policy

Gold Fields strives to manage risk effectively in order to protect the company's assets, stakeholders, environment and reputation and to ensure achievement of the business objectives.

The aim is to achieve a fuller understanding of the reward/risk balance and seeks to reduce the likelihood and consequences of adverse effects to acceptable levels and to achieve continual improvement in our management of risk, thereby enhancing the degree of certainty in achieving our objectives.

The new Internet web based Cura electronic risk management software solution was implemented across Gold Fields during the latter part of 2008 and was fully functional by early 2009, with the exception of Cerro Corona where connectivity problems were previously experienced.

Risk registers from all the operations and service divisions have been analysed in the new format.

An auditing function was added to the existing software in order to conduct ongoing internal assurances that mitigating strategies for risks are receiving the required attention. The audits are conducted by an internal controller on each operation.

The Top 10 risks were extracted directly from the new electronic software and presented for each operation and service division during the Executive Committee strategic management planning and review for F2010.

During F2009 a number of new risks were identified and included in the Group risk register for consideration by Gold Fields' Executive Committee and the Audit Committee. These new risks relate primarily to:

- Leadership and management changes within Gold Fields; and
- Significant changes in the global risk landscape such as the credit crisis and the commodity price downturn.

The six major areas reviewed in terms of the risk management policy are outlined below:

1. Health and safety

Safety always comes first and is the first item on the agenda at all meetings. Gold Fields has significantly improved its safety performance during the past year. The slogan, "If we cannot mine safely, we will not mine" has been at the

forefront during F2009. This campaign assisted in contributing to a 55 per cent reduction in fatalities and a 30 per cent improvement in serious injuries this year. Behaviour based safety interventions on all the operations are ongoing and an area of priority.

Each operation in the South Africa Region is implementing a comprehensive strategy to ensure compliance to the 2013 milestones for health and safety which were put in place by the Mine Health and Safety Council (MHSC). Progress towards the achievement of safety and occupational hygiene targets is monitored with report back to senior management on a weekly basis. More recently a project called 4M was introduced in the South Africa Region to formally monitor, by way of monthly meetings and report back, the progress towards the achievement of the MHSC milestones.

2. Financial

Please refer to the financial statements for a detailed report on each financial risk exposure.

The risks remain the same as last year, however the intensity has increased in respect of the action that the Group has taken in an attempt to further mitigate the risk.

Various financial and operational cost cutting initiatives and projects are in place, referred to as Projects 1M to 3M. Project 1M relates to the achievement of an additional one metre of face advance on stoping panels. Project 2M relates to the implementation of new mining and engineering technology. A new department has been established in the South Africa Region to direct and guide the operations in the implementation of new technology. Project 3M relates to a saving initiative in surface utilities such as power, air and water. Operations in the South Africa Region are already geared towards operating at 90 per cent power availability. Further improvements to cut power usage and costs are included in a Group-wide power conservation strategy, which is monitored through the 3M project.

The installation of three additional emergency power generation plants at the West Wits mines at a total cost of R160 million is complete.

SUSTAINABLE DEVELOPMENT

continued

The Group initiated a project to implement a capital management software solution to assist in the management of future projects. Prism, MS Projects and SAP have been selected as the software solution packages. This software is in the process of being implemented at South Deep. The software solution together with good management principles will assist in ensuring that the project is completed on time and within budget.

3. Human resources

The competition for scarce human resources amongst mining companies has abated slightly since the onset of the global credit crisis and the subsequent slowdown in the commodity sector. Despite this Gold Fields still regards the retention of skills as a major risk. Retaining quality, motivated and experienced staff is a huge opportunity for Gold Fields to excel as one of the leading gold producers in the world. Gold Fields strives to keep abreast of the latest best practices in terms of remuneration and retention bonuses to retain its valued and experienced staff.

The expansion and growth policy of Gold Fields will compound the problem and the Group's ability to staff up. During the year the regionalisation strategy was implemented and the necessary management structures were put in place.

4. Political and social

As ore bodies bind mining operations physically to the location, the sector is exposed to unexpected changes in national regulatory requirements, such as the tax regime, the terms of royalty agreements, as well as levy and licence conditions. Such uncertainties can have a material effect on overall profitability and influence investment decisions in certain regions where there is political volatility, a divisive electoral process or a drift towards undemocratic rule. In addition, there are local, national and international campaigns against mining activities and specific forms of mining, all of which have the potential to influence public perceptions of the industry. These could include demands from labour and other social demands. Gold Fields remains particularly conscious of these dynamics and continues to develop relationships and mutually beneficial

partnerships with all levels of government and non-governmental stakeholders in each country of operation. Through the implementation of the AA1000 stakeholder engagement system, community support programmes and its membership in various industry bodies and transparent lobbying at national and international level, the Group further seeks to ensure stakeholder inclusivity and manage stakeholder expectations and increased regulator understanding.

In addition, the Group's South African operations are subject to the mining charter and scorecard which seeks to:

- Promote equitable access to South Africa's Mineral Resources for all people in South Africa;
- Expand opportunities for Historically Disadvantaged South Africans (HDSAs), including women, to enter the mining and minerals industry and to benefit from the extraction and processing of the country's resources;
- Utilise the existing skills base for the empowerment of HDSAs;
- Expand the skills base of HDSAs in order to serve the community;
- Promote employment and the social and economic welfare of mining communities and areas supplying mining labour; and
- Promote beneficiation of South Africa's mineral commodities beyond mining and processing, including the production of consumer goods.

While Gold Fields believes that it has made, and continues to make good progress towards meeting the Mining Charter requirements, any regulatory changes to these, or failure to meet existing targets, as well as the rise of unrealistic social, political and economic demands being placed on the South African mining sector in general, could adversely affect the Group's earnings, assets and cash flow.

5. Environmental

During 2008, a large amount of work was done to comply with the requirements of the International Cyanide Management Code. Initially third party consultants were engaged to direct the process and make recommendations

for Gold Fields to achieve compliance. Having completed the audit process and received a multitude of recommendations for improvements, the physical work started early in 2008. This involved a substantial capital investment. The work involved construction changes at cyanide offloading areas and the re-organisation and re-routing of pipelines at all the gold plants in the Group. Accompanying procedures and standards were also reviewed in order to comply with the new Code.

This effort has resulted in Gold Fields' operations achieving either accreditation, or substantial compliances to the Code during F2009, the detail of which is included on page 81.

The unpredictable consequence of global warming was included in the Gold Fields risk register during this year. Mitigating strategies have been initiated as well as the development of a comprehensive carbon strategy. More information on energy and climate is included under the environmental section on page 78.

6. Risk finance

The Group's insurance programme has been successfully renewed for F2010. Gold Fields continues to insure on a standing charges only (fixed cost) basis of business interruption cover.

Globally the economic meltdown had a negative effect on the international insurance market. Insurance capacity for mining risks has shrunk and a few underwriters have to withdraw from the mining market. Huge losses in their investment income portfolios and a number of catastrophic events during the past two years, forced insurers to increase their insurance rates.

Despite this, due to sound risk management, the premiums remained similar and the underlying deductible structure was unchanged from F2009.

HEALTH AND SAFETY

Safety

On 7 May 2008, Nick Holland, the Chief Executive Officer of Gold Fields, made the statement "If we cannot mine safely, we will not

Operations	Fatality Free Injury Rate				Serious Injury Frequency Rate		Lost Day Injury Frequency Rate	
	F2009		F2008		F2009	F2008	F2009	F2008
	No.	Rate	No.	Rate				
Driefontein	7	0.16	12	0.26	3.02	4.45	4.90	7.02
Kloof	10	0.23	15	0.33	3.31	6.96	6.03	11.05
Beatrix	4	0.13	4	0.13	3.81	2.89	5.19	3.90
South Deep	0	0	12	0.75	2.08	5.25	5.26	16.81
South African Operations	21	0.16	43	0.32	3.22	4.77	5.38	8.85
Ghana	0	0	3	0.14	0.88	0.99	0.31	0.38
Australia	0	0	0	0	0.94	1.39	0	0.26
Peru	0	0	1	0.10	1.41	1.68	0.25	0.96
International Operations	0	0	4	0.12	2.42	2.72	0.33	0.63
Group	21	0.13	47	0.29	2.82	4.03	4.35	7.57

mine." This iconic statement has translated into a vast improvement in safety performance as reflected above.

This signalled a watershed in the Gold Fields approach to safety and was the precursor to a far reaching suite of interventions which, collectively, have resulted in a very significant improvement in the Group's safety performance during F2009.

The Fatal Injury Frequency Rate (FIFR) for the Group improved by 55 per cent to 0.13 per million man hours worked, compared to 0.29 during F2008. Across the board, we have also seen improvements with regard to the Serious Injury Frequency Rates (SIFR) and Lost Day Injury Frequency Rates (LDIFR). The

SIFR improved from 4.03 to 2.82 per million man hours worked. The LDIFR decreased from 7.57 per million man hours worked in F2008, to 4.35 per million man hours worked in F2009. This represents an improvement of 30 per cent and 43 per cent respectively.

In the South Africa Region, the FIFR for F2009 was 0.16, as opposed to the 0.32 recorded during F2008. One million fatality free shifts were recorded at Kloof, South Deep and Beatrix and two million fatality free shifts at Driefontein. Other safety statistics continue with a positive downward trend and an overall improvement was observed in the SIFR from 4.77 to 3.22 per million man hours worked and LDIFR from 8.85 to 5.38 per million man hours worked.

At the international operations, the FIFR for the year remains at zero incidents per million man hours worked. LDIFR decreased from 0.63 in F2008 to 0.33 per million man hours worked in F2009. The SIFR has decreased from 2.72 for F2008 to 2.42 per million man hours worked in F2009.

The improvements can be partly attributed to an increase in hazard reporting across all sites and changes in behaviour, resulting in a decrease in serious incidents for all operations.

A significant initiative embarked upon during the year was the development of the Safe Production Rules for Gold Fields. These rules were developed through a comprehensive analysis of historical serious incidences. The Safe Production Rules seek to reinforce the Gold Fields Health and Safety Policy and to pursue the objective of zero harm. All Gold Fields employees, business partners and stakeholders have a duty to ensure that the Safe Production Rules are constantly applied and remain an integral part of work practices and processes. The statement "If we cannot mine safely, we will not mine", translates into:

- Safety is the number one priority;
- Every employee has the right and responsibility to understand the risks inherent in the task to be performed;
- Every employee has the right and responsibility to withdraw from a dangerous situation;
- Every employee must be provided with the required training, resources and personal protective equipment; and
- Every employee must be provided with the required information to enable the employee to mine safely.

The Safe Production Rules have been integrated into a booklet format and have been printed and distributed to all employees. The Safe Production Rules have also been integrated into our induction processes whereby all employees returning from annual leave, new employees and contractors, are exposed to the Safe Production Rules.

During the year, we commissioned the services of DuPont to undertake a comprehensive



Safe Production Rules campaigns have been launched at all our operations

SUSTAINABLE DEVELOPMENT

continued

review of our safety practices. This review was undertaken on all operations. The objectives of the assessment were threefold, and included:

- Understanding the operations' safety management systems and culture;
- Identifying improvement opportunities; and
- Providing a recommended path to achieve safety improvement objectives.

Included in the assessment was a safety perception survey which was utilised to uncover the internal beliefs and perceptions around safety. The survey covered a third of all employees and took the form of structured interviews.

Each mine in the Group was visited and evaluated against the above and a report specific to the mine and the Group, was provided.

In South Africa, the outcomes of the DuPont assessments resulted in a project termed Safe Production Management, which has already been highlighted under the Gold Fields' People section. This has been started with dedicated resources to ensure that the South Africa Region has the optimal health and safety culture and performance. The project will focus on five pillars for improved health and safety, these being:

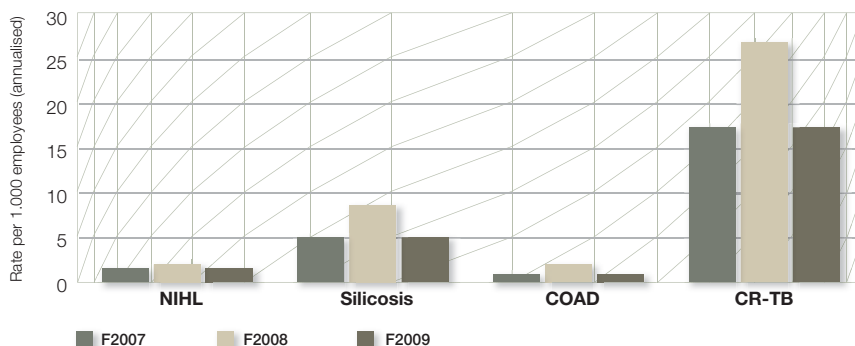
- Programme for safety;
- Technical, engineering and mine design;
- Culture, beliefs and values;
- Organisational structuring; and
- Performance leadership.

As mentioned in our previous report, we deploy OHSAS18001 certifications at our operations, which have been maintained at all certified operations during the year under review.

At the international operations, the DuPont assessment for each mine culminated in action plans to address the opportunities for improvement. A number of initiatives were implemented across all international operations, including the following:

- An Occupational Health and Safety Leadership training programme for all managers and supervisors;
- An increase in leadership visibility through regular workplace inspections and general workplace visits;
- A central incident investigation process incorporating well developed root cause analysis principles;
- A rigorous vehicle and machinery inspection

GFIMSA operations occupational diseases submitted



Breakdown of occupational diseases submitted to MBOD & RMA, F2007 – F2009

NIHL = Noise Induced Hearing Loss

COAD = Chronic Obstructive Airways Disease

CR-TB = Cardiorespiratory Tuberculosis

process prior to purchase and use;

- A central safety database allowing for accurate analysis of incidents and target areas; and
- Site-wide reviews of all risk assessments and a central risk assessment protocol.

During the year the international operations committed to use a single standardised health and safety record database. The Cintellate system was selected as the most appropriate platform. The system was expanded to incorporate health, personal fitness and disease control data. After some short-term testing, this system will be replicated in Ghana and then a Spanish version will be implemented in Peru.

A review of the Gold Fields Full Compliance audit system was carried out during the year and work was done to modify the audit protocol and to fully implement a self audit system for each site.

The international operations have embarked on a training project around cultural safety change and the development of personal values for safe behaviour. Qualified psychologists are employed for the project and initial results are encouraging.

Health care

South Africa Region

Introduction

The past year saw the alignment of all value chain elements of health services under

one leadership team with the integration of occupational health, health services and the Gold Fields Nursing College into Gold Fields Health. In the current context of an increased disease burden, it is envisaged that this re-alignment will enhance operational efficiencies, improve patient care and, ultimately, create value by positioning health as a strategic partner to achieve the objectives of the business.

The frequency of visits per miner has reduced from 1.73 to 1.15. Sick leave days per employee have stabilised at F2007 levels. The sick leave rate for F2009 was 12 days per employee, compared to 10.7 in F2008 and 12.1 in F2007.

Medical surveillance and occupational diseases

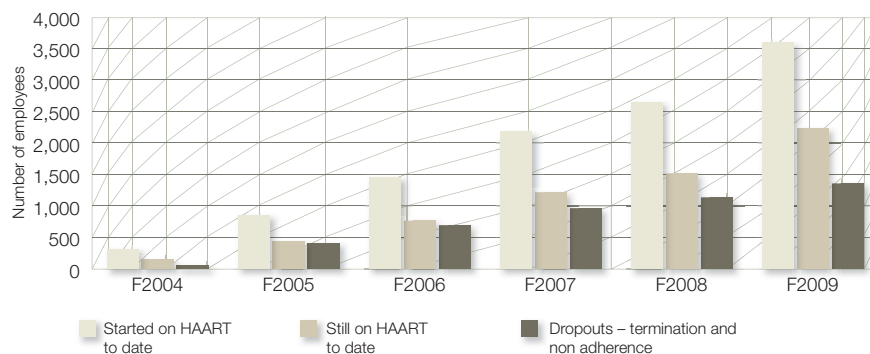
The entire workforce has undergone the required medical surveillance examinations this year. In addition, 16,251 contractor examinations have also been conducted. Lung disease continues to form the majority of submissions for compensation.

Tuberculosis (TB)

In the South Africa Region there has been a reduction in the TB rates for all TB infection types, year on year, and an even greater reduction in the pulmonary TB rate, such that Gold Fields achieved its target of 25 infections per 1,000 employees for pulmonary TB rates for this year. Multi drug resistance (MDR) continues to increase with a total of 68 new cases

High active anti-retroviral treatment (HAART)

HAART Programme actual employees cumulative



The table above depicts the cumulative number of employees on the HAART programme

Chronic disease of lifestyle

Disease risk profile	Of those tested and found positive
HIV+	16%
Diabetic	3%
H/Cholesterolaemia	1%
High blood pressure	40%
Overweight	29%
Obese	20%
Underweight	3%

Risk profiles for health risk assessments, F2009: 30 per cent of Driefontein employees completed a health risk assessment in F2009. This assessment was a pilot project at Driefontein only, which has proved successful and is now being implemented at all South African operations in F2010. Many employees were identified with risk factors for cardiovascular diseases: 40 per cent had high blood pressure, 3 per cent diabetes, while 29 per cent and 20 per cent were overweight or clinically obese, respectively.

reported in F2009, compared to 47 cases for F2008. During F2010 the monitoring of patients receiving TB treatment will be stepped up to limit the emergence of resistance, improve cure rates, and reduce re-infection rates.

HIV/Aids

Approximately 30 per cent of employees in the South Africa Region are HIV positive. This is a significant concern as it negatively impacts on life, safety and productivity. Gold Fields has an extensive and well developed programme to manage all aspects of HIV and AIDS amongst its employees. A central part of this programme is the provision of anti-retroviral treatment (ART) to employees with AIDS. During F2009, 941 new employees started treatment, which

brings the total number of employees on the programme to 2,235. Only 6 per cent of employees enrolled on the programme have been forced to withdraw due to non-adherence to the programme.

The deaths in service due to medical reasons (of which HIV is one) has decreased from 10 per 1,000 in 2006 to 5.61 per 1,000 for F2009, pointing to improvements in the accessibility of healthcare services to more employees. In addition, ill health retirements have increased from 25 per 1,000 in F2008 to 29 per 1,000 in F2009.

Informed, Consent, Voluntary Counselling and Testing (ICVCT) is a core part of the HIV/Aids

programme, and a significant contributor to the prevention of HIV infection. A total of 39 per cent of all employees in the South Africa Region have been tested.

Southern Africa HIV therapeutic vaccine project

Gold Fields has contributed US\$600,000 towards the Southern African HIV Therapeutic Vaccine Project. This collaborative strategic HIV/Aids health initiative is aimed at advancing therapeutic vaccine clinical trials within Southern Africa. The Virax vaccine technology and the related project proposal have been extensively discussed with leading HIV experts in South Africa and are favourably regarded due to the potential for the vaccine to provide an effective early therapeutic intervention, potentially delaying the requirement to start ART by some years.

The research project has received final South African Medicines Control Council approval and the clinical trial commenced in October 2008. The trial involves recruiting 140 HIV positive participants from four well established HIV/Aids clinics across four provinces in South Africa. Progress has been good with the number of participants enrolled rising to 58 as at June 2009.

International Regions

Total well-being

The Total Well-being framework defines well-being as the state of complete physical, social, mental and spiritual well-being and not merely the absence of disease or ill health. Health is the extent to which an individual or group is able to realise aspirations and satisfy needs and to change or cope with the environment. A positive physical, social and emotional state is achieved through a host of different structured approaches, without neglecting a single sphere of well-being.

Because our operations are often in relatively remote settings, a vast number of initiatives across three continents are in place to ensure that Gold Fields employees have access to a host of options to address all spheres of well-being: physical, mental, emotional, spiritual, social, financial, vocational and ecological. Many of the activities cut across the work,

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recreation, sport and social dimensions of employees' lives, thereby attempting to address a healthy work-life balance around the clock.

The common approach followed by the International Regions is based on the following building blocks of the Total Employee Well-being programme:

- Education;
- Awareness;
- Lifestyle improvement programmes; and
- Facilities.

These are supported by:

- Access to primary health care;
- Disease management programmes; and
- Strategic and innovative responses to specific healthcare challenges e.g. HIV/Aids, Malaria.

Following baseline well-being audits of the International Regions, the process of implementing and aligning all work and life sphere activities in support of total employee well-being has begun. Previously fragmented elements are now seen holistically and structures are in place to align and drive the programme at operational level, led by enthusiastic programme coordinators and well-being champions. Support and guidance is provided centrally, where reporting takes place.

West Africa Region

In Ghana, the approach to total employee well-being is to completely integrate all chronic disease programmes into the overall well-being programme, including a renewed focus on malaria. The on-site Primary Health Care services and Employee Care Centres are vitally important in this environment, especially when it comes to the early diagnosis and treatment of infectious diseases such as Malaria.

The HIV/Aids programme for the region, which was modelled on the very successful programme in the South Africa Region, is a benchmark for international best practice and has received international acclaim. The appointed well-being coordinators, programme officers and peer educators promote voluntary counselling and testing at safety meetings and chop houses (food halls). A total of one thousand four hundred and twenty (1,420) employees at Tarkwa (74 per cent) voluntarily re-tested for HIV, and Damang mine re-tested one hundred and eighty seven (187) employees (50 per cent), bringing the total workforce tested to date to 93 per cent. During the last year, 0.5 per cent of

employees tested were found to be HIV positive against a national infection rate of 2.3 per cent for Ghana as a whole.

Tuberculosis is not a major problem at the Ghanaian operations but all employees who undergo pre-employment screening or annual screening are also screened for tuberculosis.

An extensive integrated Malaria control approach has been instituted at both Tarkwa and Damang. Information, education and communication focusing on the risk of malaria, the process of infection, signs and symptoms, and protective measures, have been posted at numerous accessible points on the operations. Early case detection and prompt effective treatment is ongoing at the mine clinics and the ABA hospital. Employees and contractors are encouraged to seek prompt treatment and to comply with the treatment regimen to prevent complicated malaria.

Both Tarkwa and Damang recently undertook Malaria vector identification and susceptibility testing in communities and mine villages to determine the type of chemicals to be used for vector control. A review of the integrated Malaria control programme was conducted in 2009, with recommendations and action plans to further align the Gold Fields programme to the World Health Organisation's Roll Back Malaria programme. Because of a high index of vigilance and an aggressive and prompt treatment regimen, Malaria amongst employees is diagnosed early and treated effectively. Only minor losses of productivity are attributable to the disease as semi-immune workers experience light symptoms and recover quickly.

In terms of physical well-being, a strong football culture exists in Ghana with enthusiastic participation. Employees also have access to a host of other sporting and social activities. Recreation clubs provide a relaxing social venue after a hard day's work. Social clubs and groups are very popular in Ghana. Spiritual, emotional and mental support is strong within communities, where spiritual leaders play an important role. Social events like happy hour, where people engage in indoor games like draughts, ludo, chess and other popular and traditional games, are organised on holidays. Tennis and golf coaches have been employed at Tarkwa and Damang to train employees. Gymnasium facilities have been made available for employees and their dependants on the mine sites as well as at the Accra office. Employees

have started enrolling at the gym and swimming lessons are also ongoing.

Australasia Region

In Australia, the St Ives and Agnew operations have both adopted a strong holistic well-being approach. Levels of awareness and health education are high and actively promoted by top and middle management. A well-being coordinator leads the team at St Ives, whilst a very effective integrated approach is achieved within the safety structures at Agnew mine.

The SafeSpine programme aimed at education and awareness about mobility and manual handling has created new thinking and practice in injury reduction. The programme was originally run as a pilot phase in 2008 at the St Ives mine, in which reduction in sprains and strains was achieved for the maintenance group that attended the programme. SafeSpine has been initiated at all three underground operations at St Ives and will be expanded to the processing and open pit areas. The maintenance phase of the programme continues with 100 per cent compliance of shift crews doing a pre-shift warm up. In addition to this, Agnew mine conducts core strength and flexibility assessments on site, as well as myo-therapy treatment sessions, which provide therapeutic relief without the necessity for leaving the workplace.

The recreational facilities at Kambalda and Leinster both boast excellent facilities for residents and numerous opportunities exist for social and sporting interaction. Local general practitioners provide effective primary health care for the community.

At our Agnew mine, a health assessment facility is to be established on site with links to industry professionals such as dietitians, general practitioners and psychologists in order to provide a comprehensive service to all employees and contractors across the site, with the aim of improving general health.

Gold Fields Australia employees have access to a 24/7 Employee Assistance Programme which provides convenient and confidential access to counsellors and other healthcare professionals. A good culture towards fitness for work is emerging as very few positive drug and alcohol cases resulted from random tests conducted over the past year.

Regional office employees in Perth were invited to participate in a voluntary and confidential health and fitness appraisal. Group reports were

generated which will guide and inform future health and well-being initiatives.

South America Region

At Cerro Corona in Peru, the well-being programme is coordinated through a committee which integrates all aspects of well-being. This multi-disciplinary team addresses issues such as accommodation, sporting events, recreational facilities and activities, access to gymnasium and facilitating spiritual and social needs.

An on-site gymnasium is well attended, where a personal fitness instructor provides physical exercise and nutritional advice. On weekends, spiritual leaders from numerous denominations lead services at the mine site. In their free time, employees have access to the internet and board games such as chess.

The Primary Health Care clinic on site provides 24-hour doctor and nurse service in support of well-being maintenance. Health education and preventative medicine is conducted at this centre. The centre also conducts well-being assessments and monitors employee well-being trends.

Due to a relatively cold and wet climate at high altitude, respiratory diseases feature at the Cerro Corona mine, but are treated promptly and effectively. Preventative measures for altitude sickness are undertaken through physical examinations and observations for all visitors to the site to prevent and treat any cases.

H1N1 and other respiratory diseases: implications for Gold Fields

As a labour intensive global organisation, Gold Fields recognises the threat of acute communicable respiratory disease, including H1N1 (swine flu), avian flu, SARS, etc. With operations around the world, a generic approach has been adopted which integrates with relevant country programmes. Preparedness measures for wide scale acute respiratory epidemics include, but are not limited to the following:

- A watching brief of all major health risks/pandemics;
- Health awareness and up to date information on outbreaks;
- Personal hygiene and community health prevention programmes and drives;
- Scenario planning for absenteeism and review of human resources policies and procedures;
- Health service preparedness plans;
- Access to Primary Health Care, early diagnosis and treatment; and
- Disease monitoring and reporting.

The 2009 H1N1 pandemic has spread worldwide more rapidly than expected. Fortunately the severity of the Influenza A in this "pandemic year" has proved to be of a more moderate nature and is being treated according to usual treatment protocols. South Africa, however, may be hardest hit due to relatively high prevalence of chronic respiratory conditions and immune compromise. Accordingly, a more aggressive preventative, diagnostic and treatment protocol is being adopted to minimise disease consequences and loss of productivity.

ENVIRONMENTAL MANAGEMENT

Supporting our overall Sustainable Development policy and framework, we have developed an environmental policy framework. Supporting the environmental policy, we are developing practice guides that serve as internal guidance for the operations. These practice guides serve to include guidance on:

- Environmental management systems;
- Environmental contract inclusions;
- Climate change;
- Biodiversity;
- Environmental economics; and
- Mine closure.

Being an ISO14001 certified company, the management systems practice guide mirrors the requirements of the ISO14001 standard and contains the requirement for operations to maintain such certification. In the case of new operations, the practice guide provides guidance on how to achieve certification.

In line with our material stewardship and supply chain management policy, we are consolidating the requirements for conformance by our business partners and the environmental contract inclusions practice guide contributes to this process.

During F2009 we started to develop a carbon strategy for the Group. The intention is to consolidate our current practices and to position the company appropriately with regard to this important issue. It is expected that this project will be completed early in the new financial year and that the strategy will be integrated into the climate change practice guide. Further information regarding our response to climate change is provided under the climate change and energy efficiency section of this report.

As the issue of biodiversity is an essential component of our environmental management systems, we are consolidating our approach

into a practice guide. We are fortunate to have considerable expertise in this regard and these experts are actively involved in the development of the document.

We are also piloting an environmental economics system at a specific South African operation, with the intention to develop a standardised approach that can be replicated at the other operations throughout the Group. It is intended that this system will link into various systems such as SAP. On completion of the pilot, an environmental economics practice guide will be developed.

On the closure front, we have a long-standing Sarbanes Oxley compliant protocol for closure provision. This protocol documents the approach to closure, strategic principles to consider, and how to determine the provisioning quantum. The development of this practice guide was relatively simple as we converted our existing procedure into the practice guide format.

All of the above practice guide documents went through an internal review process to ensure that they are appropriate to all operations. This approach also allows us to gain leverage from the substantial expertise in the Group and facilitates a process of knowledge sharing and cross pollination.

Environmental management systems

All of our operations have implemented formal environmental management systems that are ISO14001:2004 (Environmental Management Systems) certified. We are pleased to report that South Deep achieved certification during the year and that Cerro Corona has embarked on the process of certification. During the year, our certified operations have all undergone numerous audits as required by their certifications and we are pleased that all operations have retained their certifications. Our environmental management systems for exploration activities are also ISO14001 certified and certifications for these activities have also been retained.

The exploration offices have also deployed formalised environmental management systems and are ISO14001 certified.

Environmental data

The primary function of Gold Fields Environmental Management System is to generate data for internal management purposes, principal among which are continual improvement, prevention of pollution, achievement of targets set by management, and the maintenance of

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First tree planted by the General Manager of Tarkwa Gold Mine on Environmental Day, 2009

legal compliance. The data presented in the tables below provides a sample of the range of information generated by this system and has been selected for its materiality as well as disclosure in terms of the Global Reporting Initiative (GRI) indicators. All data is based on direct measurement or calculations based on empirical data using generally accepted best practice methodologies. Instances where previous years' data have been restated are highlighted in the table. None of these corrections are deemed to be material.

The data for the underground South African operations will reflect different resource consumption when compared to the open-pit operations in Ghana and Australia. In South Africa, electricity provides the primary source of power required for the transportation of ore from the rock face to the processing plants; in the opencast mines this is done with diesel-powered trucks. Open-pit mines also do not need timber for roof support, as do the South African mines. They do, however, have a greater need for cement, which is an input for the heap leach operations. The other reagents used inside the plant vary in accordance with ore mineralogy.

In F2008, we reported mainly on greenhouse gas emissions (specifically direct CO₂ consumption). We are reviewing our data collection systems and will resume reporting this data between operations. Efforts to normalize the reporting of all disclosed environmental data so as to provide a better overall indication of progress and comparison between operations is ongoing. The tables that follow represent the Group's performance with regard to key consumables (timber is not material within the international operations and Cerro Corona is not included as it is not operated for a full 12 months).

Key consumables:

Timber (tons)	F2009	F2008	F2007	F2006	F2005
Driefontein	34,549	40,864	43,942	43,204	45,100
Kloof	27,286	37,982	37,574	55,735	39,900
Beatrix	28,171	41,659	42,587	43,259	46,100
South Deep	254	n/a	n/a	n/a	n/a

Blasting agents (tons)	F2009	F2008	F2007	F2006	F2005
Driefontein	3,127	1,993	1,400	1,042	1,400
Kloof*	731	2,196	1,160	1,415	1,300
Beatrix	3,035	3,231	5,185	4,607	4,600
South Deep	86	n/d**	n/a	n/a	n/a
Tarkwa	23,884	30,578	29,712	28,556	23,000
Damang	2,970	4,148	3,568	2,044	1,300
St Ives	7,390	6,258	4,256	4,928	4,000
Agnew	588	3,421	3,287	4,130	1,700

*Excludes contractor blasting agents

**Not determined

Hydrochloric acid HCL (tons)	F2009	F2008	F2007	F2006	F2005
Driefontein	1,054	1,238	710	1,967	2,690
Kloof	729	41	433	599	790
Beatrix	673	807	738	692	840
South Deep	93	171	n/a	n/a	n/a
Tarkwa	1,048	1,481	1,267	1,444	1,100
Damang	270	198	173	232	200
St Ives	355	272	236	288	370
Agnew	197	176	192	140	150

Lime (tons)	F2009	F2008	F2007	F2006	F2005
Driefontein	3,718	4,021	5,782	7,580	7,600
Kloof	2,928	4,301	3,589	4,916	9,100
Beatrix	2,831	2,951	3,422	3,033	3,900
South Deep	3,744	3,976	n/a	n/a	n/a
Tarkwa	4,358	4,289	3,537	3,085	2,500
Damang	2,645	2,741	3,251	3,239	3,500
St Ives	15,860	12,894	11,820	9,786	18,300
Agnew	1,635	1,155	1,402	2,042	2,400

Cement (tons)*	F2009	F2008	F2007	F2006	F2005
Driefontein	191	243	458	760	900
Kloof	683	39	44	101	105
Beatrix	166	823	587	762	1,100
South Deep	231	n/d**	n/a	n/a	n/a
Tarkwa	37,147	60,577	67,905	64,507	72,100
Damang	0	0	5	23	13
St Ives	7,925	11,055	8,674	8,386	11,500
Agnew	9,354	4,525	2,255	2,051	2,400

*Reporting methodology has been amended

**Not determined

Caustic soda (tons)	F2009	F2008	F2007	F2006	F2005
Driefontein	452	282	359	592	650
Kloof	293	157	81	176	510
Beatrix	578	624	512	556	530
South Deep	294	337	n/a	n/a	n/a
Tarkwa	809	869	749	619	300
Damang	393	354	336	347	330
St Ives	352	307	330	284	370
Agnew	486	350	274	297	280

Incidents

We continue to report environmental incidents in accordance with our incident reporting system. This system allows for the reporting of incidents from level 1 through 5 which is dictated by the severity of the incident. These levels are defined as:

- Level 1 – incidents of minor non-conformance that result in no or negligible adverse environmental impact;
- Level 2 – incidents that result in short-term, limited and non-ongoing adverse environmental impacts;
- Level 3 – incidents that result in ongoing, but limited environmental impact;
- Level 4 – incidents that result in medium-term environmental impact; and
- Level 5 – incidents that result in long-term environmental impact.

In keeping with the principles of materiality, Gold Fields is reporting level two incidents and above. Level 1 incidents are of a minor and administrative nature only.

The table below reflects the incidents for the reporting period:

Level	F2009	F2008	F2007	F2006	F2005	F2004	F2003
2	181	111	117	71	129	208	144
3	7	10	3	4	3	2	4
4	0	0	0	0	0	0	0
5	0	0	0	0	0	0	0

Unfortunately there were seven level three incidents during the reporting period. The table below provides detail on the nature of the incidents as well as corrective actions taken. It should be noted that there have been zero cyanide related incidents.

Level 3 incidents	Remedial action
High levels of sedimentation in the Mesa de Plata sediment pond at Cerro Corona.	The pond was cleaned out to ensure the correct functioning of the facility. Changes to the design were implemented to ensure ongoing efficiency.
About 600 cubic metres of tailings were spilt south of Letsatsing Village at Driefontein.	Pipe was replaced and regular thickness tests are conducted on all pipes in the mine. The site was cleaned up.
About 800 cubic metres of tailings spilt between a mine workers' hostel and redundant playing grounds at Driefontein.	Pipe was replaced and regular thickness tests are conducted on all pipes in the mine. The site was cleaned up.
300 cubic metres of tailings were spilt along the road to the east of No.1 tailings dam at Driefontein.	Pipe was replaced and regular thickness tests are conducted on all pipes in the mine. The site was cleaned up.
Tailing spillage at No 4 tailings dam (6 station) at Driefontein.	Occurred due to pipe casing corrosion. The pipe was replaced and cleaning operations are underway.
Tailings spill at No 2 tailings dam pipe burst at Driefontein.	Occurred due to valve failure. The faulty valve has been replaced. The tailings spill has been contained and cleaning operations are nearing completion.
Tailings spillage at No 2 tailings dam at Driefontein.	Occurred due to pipe corrosion. The pipe has been replaced and cleaning operations are nearing completion.

At the South African operations, routine water monitoring (including water sampling and bio-monitoring, which are typically done in structures like the bio-monitoring dams shown in the picture overleaf) was performed at strategic areas on different mines to determine

water quality for both surface and underground water throughout the year. Water sampling results conducted to check levels of pollutants in Gold Fields water circuits revealed a trend similar to that of the previous year, which was within the limits set in the current water

permits. Similarly, bio-monitoring conducted to identify any potential environmental impacts to biological species due to mine water discharges indicated that the surface water conditions were able to support the desired level of biodiversity.

Of the four South African operations, only one (Kloof) has been issued with a new water use licence. Driefontein has received a draft water use licence, while the Regulators have indicated that South Deep's draft licence is imminent. Beatrix is in a unique situation in that it has received correspondence from its regulatory authority indicating that it was not necessary to apply for a water use licence. Despite this, a decision was made to proactively apply for a water use licence. Conditions on the licences (i.e. both the final and the draft licences) are more stringent than the previous water permits. Consequently, all operations are changing their systems to be in line with the new licence conditions, including those mines which are still awaiting their water use licences. It is worth mentioning that some conditions will take time (about two years) to implement as they necessitate physical changes in various mine engineering controls. During the year, Gold Fields developed and implemented a comprehensive new water strategy, utilising the best available technologies and proven best practices, to ensure that all water in all of the applicable water circuits complies with the national drinking water standards, and to ensure that water leaving Gold Fields' properties has no adverse impact on people or the environment.

In terms of issues related to water quality in the Wonderfontein spruit (WFS), Gold Fields has continued, during the year, to engage proactively with all stakeholders in the community of the WFS Catchment Area, and played a leading role in the numerous public bodies and processes related to the WFS.

As previously reported, Gold Fields established the Wonderfontein Action Group (WAG), which comprised *inter alia*, the gold mines in the area, the regulators, academic institutions and representatives of the community. The WAG had three stated objectives, these being to:

- Sample the sediment in the WFS so as to determine the spatial extent of any elevated heavy metals;
- Pilot a water monitoring methodology that would be open and transparent and available on a "real time" basis to all stakeholders; and
- Help re-establish the Water Management Forums in the catchment area.

To date all three objectives have been met. The approach to water monitoring was successful and now needs to be rolled out in the catchment area. Furthermore, in order to ensure the

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continuation of the processes initiated by the WAG and to further increase the level of objectivity, it was decided to incorporate the function into the Water Management Forums in the form of a Mining Interest Group (MIG). This group, which currently includes other mining companies in the area, is a subset of the larger Forum and is functioning well and has remained involved with the issues at hand. In a parallel process of contributing towards finding an acceptable and practicable solution for the WFS, the Regulators have recently formed the Steering Committee for Remediation of Mining Related Radioactive Contamination (SCRMRRRC) that will be looking at radioactive contamination of water in the whole of South Africa. The Wonderfontein spruit Catchment Area Technical Working Group was formed under the auspices of the SCRMRRRC to look specifically at the WFS catchment area. This technical working group is characterised by representation from the mining industry as well as the surrounding communities.

The issue of total dissolved solids (TDS) exceeding licence conditions at the tailings storage facility at Agnew was disclosed in our previous annual report. The focus with regard to this issue has been to rehabilitate the tailings storage facility as it is no longer in use. We have also launched an extensive investigation to better understand the source of the elevation of the TDS.

At Cerro Corona, we have assigned costs to closure actions with regard to water management. As part and parcel of our operations, we continue to refine our understanding of the mineralogy of the gold bearing deposit. This is achieved through a very comprehensive sampling and leach testing programme that seeks to ensure that we deal with sulphide bearing material appropriately and that closure actions are designed accordingly. The deposit does contain material that has the potential to be acid generating, which explains the implementation of this comprehensive and proactive programme. Overseeing this entire process, we have procured the services of internationally recognised experts to serve on a review board that provides us with independent insight and review of all of our actions with regard to tailings material and waste rock.

At Tarkwa, grade control drilling has indicated the presence of sulphuric material in one of our pits. We have designed a sampling programme, which integrates with our usual grade control drilling and seeks to ensure that we understand the extent of the sulphuric material and that the necessary actions are put in place to handle the material responsibly. Fortunately, the presence of such material is uncharacteristic at our Ghanaian operations.



Bio-monitoring dams at Kloof, which is typical of Gold Fields' responsible water management programme

Total water withdrawn from local sources (m³)	F2009	F2008	F2007	F2006	F2005
Driefontein	17,370,067	14,720,540	16,416,000	17,450,000	18,200,000
Kloof	20,847,990	20,671,000	20,799,974	23,862,289	25,500,000
Beatrix	11,937,000	11,232,000	16,912,192	13,204,645	15,100,000
South Deep ¹	4,477	5,027	n/a	n/a	n/a
Tarkwa	4,527,850	7,941,690	5,596,000	2,539,527	5,200,000
Damang	476,742	547,910	594,376	673,439	800,000
St Ives	12,272,576	14,197,081	3,941,007	3,213,848	3,600,000
Agnew	242,705	246,700	192,612	2,128,000	2,100,000

¹ Different reporting methodology used by previous owner, and therefore not reported in years prior to F2008. Cerro Corona not included as it has not operated for a full 12 month period.

Energy and climate change

The implementation of the first phase of the Beatrix methane extraction project was temporarily suspended and a decision was made to first establish market interest and then to negotiate an offtake agreement prior to any further expenditure. Tenders were requested and a total of 22 offers received. Many of the offers extended well beyond the 2012 closure of the Kyoto Protocol and some extended to 2020. These tenders have been reviewed and the top three tenders selected. Negotiations to establish a draft termsheet were completed during July 2009.

At Kloof, a project design document (PDD) explaining the energy savings associated with the implementation of hard ice cooling replacing conventional cold water cooling systems at 3 shaft was completed with a calculated potential energy saving equivalent to an estimated 55,000 Certified Emission Reduction (CER) credits. The validation of the PDD is scheduled for early F2010. Two Project



Solar power used at St Ives Gold Mine in Australia

Initiation Notes (PIN) dealing with Voluntary Emission Reduction (VER) credits were prepared and submitted to TFS brokers in the United Kingdom to test the market. Response has been slow as the VER market has slowed down significantly as a result of the economic downturn. Additional projects identified include Project Ethos, energy savings associated with reduced waste rock hoisted and energy recovery and electricity generation as part of the Uranium Project associated with the sulphur roasting part of the project. Exclusivity agreements to further develop these potential projects are under review.

The National Business Initiative's (NBI) Carbon Disclosure Project aims to act as an intermediary between large corporations and shareholders on all climate change related issues and requires us to update our submissions by end of May of each year. Our May 2008 submission was well received and we were ranked second in the carbon intensive sector by the NBI.

As part of our carbon footprint determinations, we have compared calendar years 2007 and 2008 on a like for like basis. This assessment uncovered the fact that our energy savings measures are bearing fruit with the total emissions reducing by some 290,000 tons year on year, which equates to a 4.5 per cent reduction.

Following the completion of the determination of our carbon footprint this year, we procured the services of an external service provider with expertise on the issue of climate change to assist us in the development of a carbon strategy. This work has commenced and will be completed early in the new financial year.

Beatrix Gold Mine has the highest methane emission rate of any gold mine in South Africa. Methane is a potent greenhouse gas of which the contribution to global warming and climate change is 21 times higher than that of carbon dioxide. To mitigate its global warming impact, a carbon credit project under the Clean Development Mechanism (CDM) of the Kyoto Protocol has been registered to capture and destroy the methane emissions from the Beatrix mine.

The methane will be captured at source and piped to surface along an extraction column. During phase one of the project the methane will be flared and, during a second phase, electricity will be generated by using reciprocating gas engines which will generate approximately 4MW of electrical power and which will be made available for use by the mine. Carbon credits will be earned for both the destruction of the methane gas as well as for the production of electricity.

This project has a number of benefits for the mine, being the mitigation of the global warming impact as well as the removal of approximately 49% of the total volume of methane gas from the general body of the air, thus reducing the methane related risk in the mine. There is

furthermore a potential benefit in that the mine will generate an income through the trading of carbon credits whilst reducing its carbon footprint by approximately 25%. It will also assist in alleviating the energy shortage experienced within South Africa. This is the first project of its nature in the mining industry in South Africa.

At the international operations, we have integrated all aspects of climate change into our strategic planning exercise as well as into our Resources and Reserves Review that takes place on an annual basis. Furthermore, the issue of climate change is a fundamental consideration within our strategic management system that we have implemented for sustainable development.

For the Australasia Region, we continue to submit the required information to the Australian Greenhouse Office. We also submitted our initial public and government reports in accordance with the Energy Efficiency Opportunities Act. The programme is targeted at organisations using in excess of 0.5PJ of energy per annum and works to encourage the implementation of efficiency measures. Our December 2008 submission identified a total of 96 projects, representing savings of some 96,000GJ or 8.8 per cent of total energy usage. Specifically considering F2009, between the St Ives and Agnew mine sites, a total of 21 of these projects were considered, with an overall implementation capital cost of A\$8.3 million and an annual payback of A\$1.8 million.

The progress on energy efficiency projects has been greatly assisted by the appointment of energy officers at both St Ives and Agnew, which has leveraged off the existing continuous improvement systems.

A large focus in Australia has been the release of draft legislation for the Carbon Pollution Reduction Scheme (CPRS) in May 2009. This legislation is now planned to commence 1 July 2011. The CPRS is currently designed as a Cap and Trade scheme, whereby a carbon permit will be required for each tonne of CO₂ equivalent emitted, with the price fixed in the first year at \$A10/tonne CO₂, after which the cap is lifted to \$A40/tonne CO₂. Gold Fields Australia has formed part of a gold industry

collective, constituting approximately 80 per cent of Australia's gold production, which submitted an application to the government to be included as one of the industries to obtain a proportion of free carbon permits under the scheme. Free carbon credits can be issued if the industry complies with certain requirements under the scheme.

The CPRS scheme will allow the import of certain carbon units. This allows us to look to the global platform on which we operate for opportunities.

Renewable energy options to supplement gas fired power were also progressed for the Australian operations, with a wind resource survey to be commissioned on Lake Lefroy at St Ives and solar power options covering the TSF2 area progressed at Agnew. We intend to make use of recently announced government incentive programmes to assist progression of these projects.

In Ghana, a South African based company, Powertech IST Otakon, completed energy efficiency workshops and project evaluations for the Tarkwa and Damang operations during January 2009. The resultant report for the Tarkwa mine contains a total of 23 projects, of which 10 are viable based on initial estimates. These projects account for predicted annual savings of 32,500GJ. Final reports for the Damang mine are expected in early F2010. In addition to this, the option of using locally produced biodiesel, mixed with standard diesel and back-up power supply options for the Tarkwa CIL plant, are being evaluated. Longer-term gas fired power options, possibly through a gold industry consortium, will be explored further in F2010.

Energy saving requirements and alternative technologies are also included in the current fuel and lubricants tender process that covers both the Australian and Ghanaian operations.

The following tables report the Group's performance with respect to energy consumption.



Alien vegetation eradication project at Kloof Gold Mine

SUSTAINABLE DEVELOPMENT

continued

Energy consumption

CO ₂ Emissions*	F2009	F2008	F2007	F2006	F2005
Driefontein	1,430,226	1,504,457	1,667,846	1,668,806	1,630,536
Kloof	1,414,382	1,527,282	1,590,582	1,644,755	1,539,977
Beatrix**	759,494	798,207	820,304	811,311	831,701
South Deep	449,659	473,419	n/a	n/a	n/a
Tarkwa	194,308	192,340	155,525	130,665	110,594
Damang	54,361	78,492	96,212	55,988	39,240
St Ives	256,598	240,472	224,364	207,591	187,754
Agnew	56,463	58,166	71,405	67,913	59,401

The South African operations' reporting methodology has been aligned with international best practice.

**The coal usage at Beatrix was 15,087 tons compared to 16,572 tons in F2008 and has been included in the CO₂ calculations above.

Electricity (MWh)	F2009	F2008	F2007	F2006	F2005
Driefontein	1,641,441	1,727,046	1,904,075	1,910,100	1,874,000
Kloof	1,623,314	1,751,495	1,833,957	1,887,032	1,766,000
Beatrix	848,034	889,657	863,460	931,533	953,000
South Deep	511,355	540,583*	n/a	n/a	n/a
Tarkwa	250,270	214,306	200,282	202,641	163,000
Damang	105,206	89,628	87,606	107,006	108,000
St Ives	188,899	191,369	192,248	187,037	148,000
Agnew	52,604	54,379	51,472	48,121	46,000

*South Deep's electricity consumption for F2008 has been adjusted to reflect the alignment of South Deep's reporting standard with the Group's reporting standard

Electricity (TJ)	F2009	F2008	F2007	F2006	F2005
Driefontein	5,909	6,217	6,854	6,876	6,740
Kloof	5,844	6,305	6,602	6,793	6,360
Beatrix	3,063	3,202	3,108	3,353	3,430
South Deep	1,863	2,345	n/a	n/a	n/a
Tarkwa	901	766	721	729	590
Damang	379	317	315	385	380
St Ives	680	688	696	672	530
Agnew	189	196	185	173	160

Diesel (TJ)	F2009	F2008	F2007	F2006	F2005
Driefontein	87	86	85	160	66
Kloof	88	109	90	110	113
Beatrix	50	58	58	44	66
South Deep	82	61	n/a	n/a	n/a
Tarkwa	2,319	2,331	1,855	1,519	1,300
Damang	582	913	1,166	583	370
St Ives	1,297	1,043	811	654	825
Agnew	159	152	367	361	271

Petrol (TJ)	F2009	F2008	F2007	F2006	F2005
Driefontein	6.2	8	10.65	9.42	10.2
Kloof	4.9	7	5.35	5.45	4.8
Beatrix	4.8	5	5.82	5.43	7.3
South Deep	2.5	2.5	n/a	n/a	n/a
Tarkwa	1	1	0.6	0.5	0.7
Damang	–	–	–	–	–
St Ives	5.8	5.4	3.0	4.0	3.6
Agnew	0.1	0.1	0.25	0.35	0.3

Liquid Petroleum Gas (TJ)	F2009	F2008	F2007	F2006	F2005
Driefontein	6.0	3.7	5.85	4.2	3.87
Kloof	2.3	3.1	3.0	3.2	2.4
Beatrix	–	–	–	–	–
South Deep	0.9	–	n/a	n/a	n/a
Tarkwa	4.0	4.7	3.8	6.1	5.1
Damang	76.5	89.7	57	80.3	112
St Ives	16.3	40	33	39.1	37.6
Agnew	12.2	19.4	21.6	21.7	15.5



Near mine exploration aims to increase the life of an operation and adheres to strict environmental protocol

Land management and biodiversity

The South African operations are represented on the South African Mining and Biodiversity Forum (SAMBF). The SAMBF was established in 2005 to provide a platform for cross-sectoral interaction and co-operation in order to improve biodiversity conservation and management in the mining sector. A review status report on biodiversity management that was recently published, identified the need for a guideline document specific to the South African mining sector. The SAMBF has compiled draft guidelines incorporating local biodiversity information and best practices specific to South Africa. During the year the operations have focused on biodiversity assessments around sensitive areas which included caves and sinkholes.

In our last annual report we provided an overview of the Leadership for Conservation in Africa (LCA). The initiative, of which Gold Fields was the founding sponsor, seeks to pursue socio-economic development through conservation on the African continent. Ghana is very active within the LCA and considering our footprint in the country, we are actively supporting conservation bodies within the country. In partnership with the Ghanaian government, we are leading a potential project on the Cape coast of Ghana that will contribute to the conservation of biodiversity and socio-economic benefits to local communities.

Waste management:

Tailings to dams (tons)	F2009	F2008	F2007	F2006	F2005
Driefontein	3,474,719	3,839,620	9,779,083	6,592,996	6,534,000
Kloof	2,753,429	3,485,680	3,710,101	3,681,623	5,128,000
Beatrix	2,991,200	3,212,600	3,590,000	3,540,324	4,118,000
South Deep	1,398,005	5,212,090	n/a	n/a	n/a
Tarkwa	5,006,738	4,979,019	5,230,888	4,686,966	3,190,000
Damang	4,083,312	3,695,229	5,269,310	5,327,955	5,215,000
St Ives	4,821,330	4,647,818	4,669,446	4,567,611	3,753,000
Agnew	2,849,747	2,851,660	3,226,978	3,161,159	1,170,000

Waste rock to rock dumps (tons)	F2009	F2008	F2007	F2006	F2005
Driefontein	264,568	464,996	559,946	319,783	385,000
Kloof	921,604	1,101,623	1,120,821	473,371	625,000
Beatrix	597,714	1,091,543	934,439	731,738	722,000
South Deep	0	105,447	n/a	n/a	n/a
Tarkwa	56,119,157	89,096,834	82,168,348	74,353,234	61,666,000
Damang	15,057,505	29,433,351	28,109,727	21,427,370	9,050,000
St Ives	9,075,024	12,323,842	5,210,789	17,028,304	20,360,000
Agnew	153,416	425,609	18,234,119	14,254,210	2,060,000

Cerro Corona not included as it has not operated for a full 12 month period.

Cyanide Management Code status

Region	Operation	Certification status
South Africa	Driefontein	Substantial compliance 8 April 2009
	Kloof	Substantial compliance 30 July 2009
	Beatrix	Full compliance 21 July 2009
	South Deep	Full compliance 1 April 2009
West Africa	Tarkwa	Full compliance 4 June 2008
	Damang	Full compliance 8 May 2008
Australia	St Ives	Full compliance 5 August 2009
	Agnew	Substantial compliance 3 June 2009, full compliance expected by end September 2009

Suppliers		
	Orica and Barbex Technical Services Limited	16 November 2007
Ghana		
Australia	Australian Gold Reagents Pty Limited	Certified 9 October 2007
South Africa	Sasol	8 March 2007

Closure

As per our requirements in the closure practice guide, we have again reviewed our closure costs for all Regions. These costs are reflected in the table below:

Closure provision	2009	2008
Driefontein	R604 million	R514 million
Kloof	R458 million	R391 million
Beatrix	R276 million	R226 million
South Deep	R171 million	R155 million
Tarkwa	US\$40 million	US\$30 million
Damang	US\$6 million	US\$5 million
St Ives	A\$74 million	A\$73 million
Agnew	A\$18 million	A\$18 million
Cerro Corona	US\$36 million	US\$34 million

These costs are before accounting adjustments, which include compounding and discounting the above amounts at appropriate rates. As at 30 June 2009, the accounting value was R2,267.9 million.

As mentioned previously, in accordance with our environmental framework, we are in the process of developing a biodiversity practice guide that aims to provide the operations with practical guidance with regard to the management of biodiversity. This practice guide has been drafted and is currently subject to internal review.

Waste management

Waste management remains an area of focus in our environmental management systems. We have protocols in place to ensure that waste is dealt with effectively and responsibly and that recycling opportunities are realised and maximised. Our environmental management systems require that any employee that may impact on the environment by virtue of their activities, undergo the necessary training. Our systems utilise two forms of training, these being awareness and competence training. The requirement for awareness training is satisfied through our induction programmes where employees returning from annual leave, new employees, and contractors, are exposed to varying levels of environmental training. Competency training is more specific and requires detailed training for specific tasks. Records are kept of all environmental training. Relevant employees are required to undergo training as to the requirements of the waste protocols to ensure that all waste is handled responsibly and disposed of in accordance with procedural arrangements. Such protocols typically include potentially hazardous waste, domestic waste and recyclable waste.

The greatest stream of waste from our operations is tailings material. Intensive systems have been implemented for tailings management and have been integrated into the environmental management systems and therefore tailings facilities are covered by our ISO14001 certifications and procedural arrangements where applicable, with the prime intent of managing any associated potential impacts. Furthermore, our tailings facilities are governed under our commitment to the Cyanide Code and as such are integrated into our environmental management systems. Generally, tailings management can be broken down into three areas. These are:

- Tailings delivery – procedures are in place to ensure daily inspection of all tailings delivery infrastructure to ensure that any failures are detected immediately and rectified before any significant environmental impact can occur.

SUSTAINABLE DEVELOPMENT

continued

Associated with this is the necessary spillage infrastructure. Under the requirements of the Cyanide Code, further fortifications have been made to all our installations;

- **Tailings impoundment** – here the issues of primary concern are tailings stability, dust management and water containment. A host of actions are deployed to manage these impacts, including the concurrent rehabilitation of tailings facilities to alleviate any potential impacts associated with aesthetics or dust, extensive monitoring networks that are reviewed externally by professional engineers to ensure the integrity of the structures, the use of numerous types of drainage facilities to contain water on site, extensive monitoring systems to ensure adherence to Cyanide Code requirements, committees established to oversee and monitor management of the sites, geohydrological studies to determine whether any potential for contamination exists and regular reporting to the Safety, Health and Sustainable Development Committee on the status of the management of the facilities; and
- **Water return** – our tailings structures are equipped with return water facilities to ensure that water on the structures is contained in a closed circuit and returned to the gold processing plants for re-use. Return water facilities conform to best practice and Cyanide Code requirements and also provide buffering capacity for large rainfall events. Pipelines conveying return water to the processing facilities are inspected regularly and also have the necessary spillage containment structures. Water balances are utilised to manage the process.

Governing all of the above are the necessary procedures required in terms of our ISO14001 certification.

At Cerro Corona, we have implemented an advisory committee consisting of external experts to review all aspects of tailings dam construction and management. This committee was created to ensure best practice and to provide insight into leading practice from around the globe. Activities that are reviewed by this advisory committee range from construction to tailings placement to water quality and quantity.

Cyanide management

Gold Fields remains committed to the International Cyanide Management Code. Beatrix and South Deep have been certified with

full compliance, while Driefontein and Kloof are substantially compliant. Plans are also in place to upgrade Driefontein and Kloof.

Tarkwa and Damang have been certified with full compliance to the code and this has been maintained. In accordance with the audit protocol, St Ives and Agnew have progressed initiatives to upgrade their certification from substantially compliant to full compliance and are preparing for an audit on their commitments in the coming financial year.

The Tarkwa closure provision has increased due to a higher footprint through the construction of the CIL plant, increase in the heap leach footprint, increase in tailings storage footprint and an increase due to pit shell design associated with a higher price, which increases the amount of pit and waste rock rehabilitation. The Damang provision has increased due to the commencement of mining at the Rex pit. The St Ives provision has increased as a result of inflation, but there is a relative decrease as a result of concurrent rehabilitation that was undertaken during the year. The Cerro Corona provision also increased in line with inflation as the design criteria have not changed nor has the footprint of the mine.

Fines and legal actions

During F2009, no significant fines or non-compliance actions were levelled against the company.

MATERIAL STEWARDSHIP AND SUPPLY CHAIN MANAGEMENT

During the first half of financial year 2009 and in alignment with the new Group Sustainable Development Framework, a Group policy was

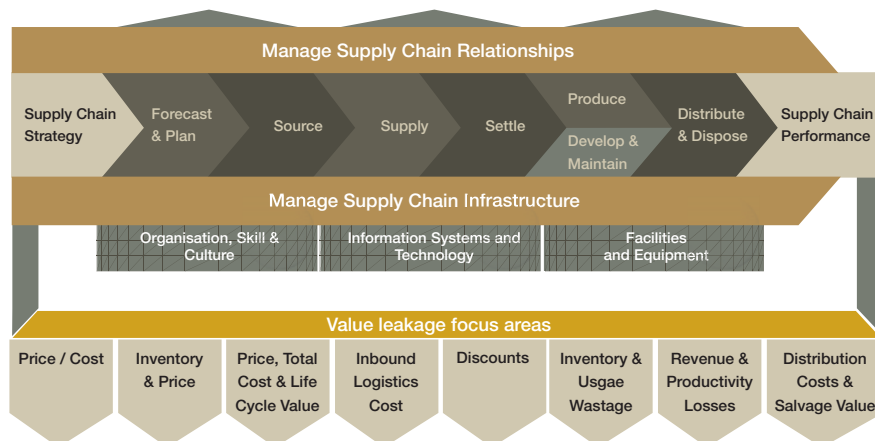
developed and approved by the Board of Directors for material stewardship and supply chain management.

The overall philosophy in our dealings with external business partners and vendors is governed by the Gold Fields Group ethics policy and approval framework, which provides a common set of corporate governance guidelines.

The vision and intent of the integrated supply chain and material stewardship policy is, *inter alia*, to:

- Encourage business partners and vendors to adopt sustainable development practices;
- Source, store, utilise and dispose of materials in a manner that is responsible with due regard to environmental, social, health and safety considerations; and
- Support local economies, suppliers and community development.

Continuous cost, quality and vendor performance improvement initiatives for F2009 delivered very good results from a high inflation claw-back perspective. Total cumulative contracted benefits for the financial year achieved more than R100 million (South Africa) and US\$20 million (international) contracted pricing claw-back benefits from the record high peak prices recorded at the end of 2008. The main benefit is that the pricing baselines have been re-set to reflect the global economic downturn and have not been fixed at the high end. The total cost and inflation claw-back strategy of this last year will shift more clearly during the next year towards a strong focus on enhanced productivity and efficiency management.



Although existing practice dictates that formal contracts cover key compliance, quality and commercial requirements and terms, moving forward it is important that more clarity and a shared understanding on risk exposures and 'green procurement' requirements is achieved and that an objective measurement model is refined to be able to evaluate status and guide priority focus in this space.

Continued local supplier/vendor/community development has shown good progress to date in areas like grinding media, general consumables and services in Ghana and in Peru. South Africa continued achieving required BEE procurement targets and Australia has consistently been largely locally supported and aligned.

For South Africa our policy objective is to identify and approve Historically Disadvantaged South African (HDSA) suppliers, increase the level of spend to previously disadvantaged individuals and to increase business opportunities and set targets for HDSA procurement spend. When application is made for registration on our database we evaluate the following criteria: ownership, black empowerment status, and size of enterprise relating to turnover and staff. Should an HDSA vendor not qualify as a result of safety, quality or service, Gold Fields will, at its discretion, support and develop the supplier to be able to meet our criteria as set out in the Gold Fields Policies and Procedures.

By the end of financial year 2009, South African HDSA spend accounted for R2.32 billion (42 per cent) of working cost and capital spend. We have increased our HDSA vendor data base from 558 vendors in F2008 to 639 vendors in F2009. In addition we have introduced more advanced training courses this year. They include an improved entrepreneurship, Excel and Word training and finance for small and BEE entrepreneurs and suppliers.

In Ghana, local supply strategic partnerships have been further developed in the area of grinding ball manufacturing and supply. A new exploration drilling and extended haulage local partnership has also been established. Apart from the on-site Tarkwa tyre retread facility that was commissioned during F2008, an on-site emulsion plant was also commissioned through a joint venture towards the end of F2008 as part of a new long-term guaranteed supply

of emulsion and logistics cost optimisation plan. Damang continued with local and community support with regard to general consumables purchasing and scrap sales.

In Peru, the major source of semi-skilled labour (and sometimes skilled labour) and service provision is through "Direct Influence Area" companies. This is an initiative designed to ensure benefit for the local communities and economy throughout the development of the mine and continuing through the operational phase of the mine. During the year significant spend support was invested into 62 local and community companies providing services to the mine in three main categories: heavy equipment, light vehicle trucks and general services. Part of this strategy requires training for the local companies to ensure that the companies optimise, and to provide a better understanding of quality and client satisfaction concepts.

In Australia, local supply partnerships and continuous improvement initiatives with mining contractors received priority focus with good cost savings and quality mining results and benefits flowing through. Major investments were also made in the new Kambalda airport and upgrades in accommodation across Kambalda and Leinster townships.

In terms of the issue of the lifecycle analysis of gold, fortunately, gold is a highly beneficial product to society in that it remains one of the main drivers of the global economy. The other important use of gold is for jewellery. Gold is not a harmful product and is actually used in medicinal applications for combating cancer. Gold also has numerous applications in environmental technology where it is used in water treatment and more recently, is being investigated for use in catalytic converters for the combating of harmful emissions from vehicles. Gold is benign to human health and in some cultures, gold is even eaten or is used for decorations on food. As a result, our focus remains on the production of gold from exploration to final product, in a manner that is responsible and sustainable.

We also take the concept of stewardship further than just our product and hence we refer to materials stewardship within our policy frameworks. The rationale behind this is that as part of normal operations, we do procure large quantities of materials as well as dispose of

waste materials. In this regard, our ISO14001 and OHSAS18001 management systems come into play and govern any materials brought onto site and ensure that they are managed and handled responsibly. Measures put in place for this include transporting contracts, offloading procedures, storage procedures and facility requirements, emergency preparedness and response and disposal. The disposal of materials is governed primarily by our ISO14001 systems that incorporates waste management procedures. These procedures deal with all types of waste as well as the training of relevant personnel to ensure that such procedures are deployed correctly. In terms of disposing of any potentially hazardous materials, where possible we recycle materials such as hydrocarbons, old chemical containers and the like. Where no recycling method exists, we dispose of potentially hazardous materials to companies specialising in the safe disposal of such materials and we retain safe disposal certificates. Some materials such as screenings obtained from water treatment plants are required to be incinerated and procedures are in place to ensure that incineration is undertaken responsibly and in accordance with relevant regulations. All of the above is subject to regular audits undertaken by external auditors as part of our usual certification audits for ISO14001 and OHSAS18001.

SOCIAL RESPONSIBILITY AND STAKEHOLDER ENGAGEMENT

South Africa Region

At Gold Fields, we believe that people are our business. This belief is central to our *24 Hours in the Life of a Gold Fields Employee* Programme (24 Hours Programme); our holistic approach to the promotion of work-life balance.



South Deep Mine fully upgraded and refurbished the library at Modderfontein Primary School. A computer centre was established at the library in conjunction with the Department of Social & Labour

SUSTAINABLE DEVELOPMENT

continued

Key aspects of this programme include the promotion of safety, learning opportunities, balanced nutrition, improved accommodation, health, sport and recreation. These ingredients underpin our Social and Labour Plans, which makes our approach a sensible way of conducting our business rather than a matter of compliance to regulatory requirements.

During the past year, learning opportunities were granted to employees and members of local mining and labour sending communities. These included the provision of bursaries, study grants and loans as well as learnerships and internships. Our programme of providing decent living conditions gained momentum in F2009 with the completion of 181 family homes at integrated communities of Blybank and Glenharvie on the West Rand. At the same time, renovations of hostel rooms are underway and will result in employees living in single sex hostels being accommodated in better facilities



Grade 12 maths and science learners from four local schools that attend Saturday classes financed by Kloof Gold Mine

with more privacy. In F2009, 421 units were completed as part of this upgrade programme. As part of the 24 Hours Programme, employees are able to fulfil their spiritual and recreational needs through a variety of activities run at churches and other social amenities available at the operations. Employees at all our operations receive well-balanced meals that are prepared in accordance with acceptable national and international standards.

Our commitment to people was further demonstrated through our procurement programme. During F2009 we increased the number of HDSA vendors from 558 in the previous reporting period to 639 this year. In the same period, HDSA vendors accounted for 44 per cent of the procurement spend by Driefontein, Kloof and Beatrix. These mining operations worked in partnership with local

municipalities to identify and build capacity among SMMEs from local mining communities. By the end of the financial year, 95 SMMEs received training from the Thusanang Training Centre based at Driefontein Gold Mine.

We are firmly committed to living our values and will pursue our goal of improving the living and nutritional needs of our employees. We are on track to meet our housing targets and have exceeded industry based nutritional guidelines.

The company has positioned safety as its number one value and continues relentlessly in its pursuit of zero harm, meaning no fatal or serious injuries to any of its employees. However, the company also recognises that the loss of life in a mining accident has significant and tragic impact on the family and dependants of the employee who, in many cases, is the primary income earner.

In order to alleviate the financial burden on the family, the company has established the following initiatives when an employee dies in a mine accident or is medically incapacitated:

- The family is invited to nominate an immediate family member for permanent employment on that particular mine. The process is facilitated by TEBA and the company only requires an affidavit from the family to reflect consensus on the decision.
- The Matshediso Programme takes care of the educational needs of the school-going children of employees deceased in a mine accident. The annual allowance is R1,600 per child and is intended to cover the cost of school fees, books and uniforms for children to Grade 12, irrespective of the number of children per family. The company is currently reviewing the policy and considering a partnership with TEBA to assist in the administration of the programme, with a view to improving the process so that the intended recipients benefit from the programme.

Local economic development

Gold Fields' mining operations each made considerable investments towards the development of communities directly affected by mining activities in the host communities and those in the labour sending communities. The success of these community based initiatives stems from leveraging partnerships with local communities and district municipalities in both host communities and labour source communities. Due to the distinct nature of the host communities and labour sending areas, a two pronged approach has been adopted by the South Africa Region. Each of the mines are

responsible for local economic development programmes in host communities adjacent to it and has accordingly made adequate financial provision for projects aimed at community upliftment and poverty alleviation. Since the traditional labour source communities are based in rural areas, TEBA Development was contracted to manage six rural development projects in the Eastern Cape and KwaZulu Natal.

The engagement with organised labour and the Department of Mineral Resources during this year was significantly more regular and focused on critical human capital developments in the company. Our objective is to build on this foundation and to use our engagement model to its fullest extent by leveraging all interfaces with all our stakeholders inside and outside the company.

Host communities

The operations continued to support and participate in the review of the Integrated Development Plans of the local municipalities that are directly affected by their respective activities.

Kloof Gold Mine approved: (i) the Community Adult Basic Education and Training (ABET) programme, (ii) funding for a maths and science improvement programme, and (iii) creating employment for 66 members of the local mining community through a project established to eradicate alien vegetation on the mine's property.

A feasibility study for the establishment of a clinic at the Simunye township in the Westonaria Municipality was finalised. R5 million was approved for the construction of the clinic in partnership with the local municipality and the Provincial Department of Health.

South Deep Gold Mine continues to provide much needed meals to needy children at the local school and the library is proving to be a useful resource for the community. Senior mine officials also made a valuable contribution through teaching mathematics and science once a week. Students who participated in these lectures obtained improved pass marks.

Beatrix Gold Mine, in partnership with the local municipality, has approved the establishment of a brick making plant for the benefit of the local community. The mine will provide finance for capital items and raw material while the municipality will be responsible for water and electricity. This project will have a direct socio-economic benefit as it will result in job creation, skills development and poverty

Project	District municipality and province	Beneficiaries	Actual spend
Elundini Livestock Improvement Programme	Ukhahlamba – Eastern Cape	2,979 farmers	R1.2 million
Alfred Nzo Agriculture Development Project	Alfred Nzo – Eastern Cape	2,459 farmers	R0.9 million
Mbhashe Livestock Support Project	Amathole – Eastern Cape	692 farmers	R0.6 million
Qaukeni and Mbizana Abalimi Phambili Project	OR Tambo – Eastern Cape	2,550 farmers	R1 million
Jozini Abalimi Phambili	Mkhanyakude – KwaZulu Natal	538 farmers	R0.5 million

alleviation. The Golden Oils project continues to operate successfully. Four hectares of gladioli bulbs were harvested in June for export to Holland. The plan is to expand the farm to eight hectares during the next financial year. There is also the possibility of concluding a new offtake agreement for additional bulbs with the main clients in Holland. The evaluation of summer and winter indigenous bulb trials continues to yield positive results and the multiplication of genetic material has started.

Driefontein Gold Mine's construction of the Letsatsing primary school was completed and handed over to the Department of Education in August 2009. The school caters for children from communities in the vicinity of the mine. Twenty bursaries were allocated to Grade 11 and 12 students who excel in mathematics and science at the Carleton Jones High School in Carletonville.

The Living Gold project continues to operate with ongoing support from Gold Fields and 237 people are permanently employed, following an investment of R130 million over six years.



The Letsatsing Combined School was built by Gold Fields at a cost of R16 million and then handed over to the Department of Education

A contract was allocated to a local company to undertake environmental remediation work during this year. The contract was in excess of R5 million and provided employment for more than 20 people for an extended period.

Labour sending areas

The livestock improvement project is implemented in five district municipalities in the Eastern Cape and KwaZulu Natal, in more than one hundred villages. The programme has empowered thousands of local small-scale subsistence farmers and created a tangible benefit to sustainable economic development and poverty alleviation.

The livestock project operates on a cycle of village visits which are conducted at regular intervals and are guided by seasonal animal health needs. The project uses experienced farmers as mentors who provide support to inexperienced farmers on a number of farming related activities and decisions. Participation in the project is voluntary and mentors work with locally employed enumerators who provide logistical and administrative support to the mentors.

By instituting well managed animal health services through a mentorship approach, it is possible to build up farmer-led sustainable livestock support, thus boosting self-employment and production.

The table above provides a summary of the various initiatives that the South Africa Region is supporting in its endeavour to stimulate local economies, to assist local farmers in securing linkages to markets, and to build technical capacity for efficient, effective and sustainable farming practices in the labour sending areas.

As part of our social responsibility and in response to the challenge posed by HIV and Aids, the South Africa Region was instrumental

in supporting the Mine Home Based Care Project, another initiative managed by TEBA Development. This project comprises a network support structure for repatriated mine workers and their families. The project has benefited 380 former Gold Fields employees or members of their families in the Eastern Cape, Free State, KwaZulu Natal, Mozambique, Swaziland and Lesotho. Services include emotional and financial support to widows and orphans which is rendered in partnership with government departments.

Relationship with organised labour, government departments and other stakeholders

Relations with organised labour have improved and matured substantially with the National Union of Mineworkers leadership participating actively in debates on human capital restructuring and Safe Production Management strategies. Gold Fields' senior leadership was invited by the new Minister of Mineral Resources to participate in discussions on illegal mining challenges that are facing the country. In line with the resolution to merge the Mineworkers Development Agency and TEBA Development from the last wage negotiations, Gold Fields has continued to participate actively in the merger task team. A Memorandum of Understanding was signed by the boards of the two organisations to ensure that a final decision is made as soon as possible.

West Africa Region

In Ghana, the Group continues to consolidate its commitment to sustainable development through the implementation of a range of carefully selected projects and effective stakeholder engagement. The Gold Fields Ghana Foundation, a charity registered by the Department of Social Welfare of the Government of Ghana, provides us with a vehicle for community investment in the region.

The SEED programme is in its third year of existence. SEED is an acronym for Sustainable Community Empowerment and Economic Development. It is a high impact, results focused, sustainable integrated community development programme that focuses on economic growth, wealth creation, quality of life improvement and empowerment through education, capacity building and infrastructure development.

During the year under review the Foundation committed approximately US\$2 million to ensure that our primary stakeholder communities benefited directly from the growth and success of the company's operations.

SUSTAINABLE DEVELOPMENT

continued

The programme, which was conceived in response to the need to improve the quality of life of 30,000 men, women and children in our 16 primary stakeholder communities by 2010, continues to achieve positive results through its focus on four thematic areas namely; agricultural livelihoods, education, health and sanitation and programme sustainability. The programme objectives are fourfold, namely:

- To increase income and economic activities of 4,000 households in the primary stakeholder communities;
- To improve the health status of 30,000 residents in the primary stakeholder communities;
- To improve the level of education and livelihood skills of 5,000 youths and adults living in the 16 primary stakeholder communities; and
- To ensure the sustainability of the SEED programme interventions for long-term results and impact.

One major challenge to large scale mining in Ghana is the activities of Artisanal and Small-scale Mining (ASM). In pursuit of long-term solutions, Gold Fields Ghana is collaborating with other mining companies (within the Ghana Chamber of Mines), the government of Ghana and the ICMM. Gold Fields Ghana played a leadership role in a recent ICMM workshop organised in Elmina in Ghana to encourage dialogue on the issue. To date all of our interactions with artisanal miners have proven to be most successful and we remain committed to finding sustainable solutions to the issue.

In Ghana, soccer is strongly believed to be "the passion of the nation". This underscores the strategic importance of the Gold Fields Ghana headline sponsorship of the national soccer team, the Black Stars. This sponsorship was renewed in 2008.

We have maintained our focus on stakeholder engagement and have strengthened our relationships at the national and regional governmental levels through regular meetings with ministers and other senior level government officials to discuss various issues of mutual interest. At an operational level, we continue to improve and fortify our relationships with our communities through our open door policy and the more formal quarterly Community Consultative Community Meetings (CCCM). In addition, we have held review sessions with the chiefs and opinion leaders in our local communities with the prime intent to review the performance of our programmes.

Australasia Region

In Australia, the Gold Fields Australia Foundation contributed A\$848,700 to a range of community projects. The Foundation finalised its A\$1,000,000 commitment to the construction of the Kambalda Recreation Centre with a final payment of A\$330,000.

South America Region

In Peru, we are extending and maintaining our current initiatives in the local communities. A positive new development in this regard has been the commencement of a three year development programme in the Hualgayoc Province in partnership with the Clinton Foundation. We intend to provide more detail on this in the next annual report as this initiative has only commenced in the closing month of this financial year.

The application of community relations in Peru has been largely informed by extensive stakeholder engagement in the region to ensure that all initiatives are informed by community needs and have the support of all stakeholders.

In terms of the provision of access to essential services, we have completed the construction and handover of a school in the Tingo Valley. We have also completed the construction of the health centre at Pílancones. Another activity that we have embarked on is to further the access to electricity in the area as prior to our presence in the area, the infrastructure simply did not exist.

With regard to the deployment of agriculturally based development, we have previously reported our support of the pasture programme, the dairy programme and the blueberry project

and we continue to support these projects.

With regard to community health interventions and concerns, we have embarked on a process of assisting community members with setting up guinea pig farms. To date we have set up some 120 guinea pig farms in partnership with the local community around the Cerro Corona mine and this initiative is proving to be successful. These projects provide families with valuable sources of nutrition.

The high incidence of respiratory disease and ailments prevalent at the high altitude communities around the Cerro Corona mine is exacerbated by the use of wood fires for domestic purposes. We have embarked on a project with the local community to improve kitchen facilities within homes that will eliminate the health problems associated with wood fire smoke in homes, mitigate posture related problems and also reduce the use of wood for cooking purposes. We have now completed some 160 improved kitchen facilities in the local communities.

CONCLUSION

The Sustainable Development Framework that Gold Fields has developed and is currently implementing has been subjected to an assurance audit. This audit has been done in accordance with AccountAbility's AA1000AS (2008) assurance standard.

The result of the audit has indicated that this report adequately represents the sustainability performance of Gold Fields.

The Independent Assurance Statement can be found overleaf.



Global Reporting Initiative Reference Table:

PROFILE DISCLOSURES STRATEGY AND ANALYSIS		ECONOMIC		SOCIAL (CONTINUED)	
		CORE	ADDITIONAL	CORE	ADDITIONAL
1.1	pp 4 - 7, 13 - 19	ECONOMIC PERFORMANCE		OCCUPATIONAL HEALTH AND SAFETY	
1.2	pp 1 - 3, 58 - 59	EC1	pp. 83 - 86	LA6	pp. 64 - 68
ORGANIZATIONAL PROFILE		EC2	pp. 68 - 70, 76	LA7	pp. 23 - 27
2.1	FC	EC3	pp. 64 - 68	LA8	pp. 72 - 75
2.2	pp. 1 - 3, 20 - 56	MARKET PRESENCE			LA9
2.3	pp. 20 - 56	EC6	pp. 82 - 83	TRAINING AND EDUCATION	
2.4	p. 143	EC7	pp. 64 - 66, 82 - 83	LA10	pp. 64 - 68
2.5	pp. 1, 20 - 21	INDIRECT ECONOMIC IMPACTS			LA11
2.6	p. 1	EC8	pp. 83 - 86		pp. 66 - 69
2.7	pp. 1 - 3, 20 - 56		EC9	LA12	pp. 64 - 68
2.8	pp. 1 - 3, 64 - 68	ENVIRONMENTAL		DIVERSITY AND EQUAL OPPORTUNITY	
2.9	pp. 4 - 15, 59 - 63	MATERIALS		LA13	pp. 16 - 19, 64 - 68
2.10	p. 58	EN1	pp. 75 - 81	HUMAN RIGHTS	
REPORT PROFILE		ENERGY		INVESTMENTS AND PROCUREMENTS	
3.1	p. 1	EN3	pp. 76 - 80	HR 1	p. 64, 82 - 83
3.2	pp. 3, 4, 75	EN4	pp. 76 - 80	HR 2	p. 64, 82 - 83
3.3	pp. 3, 4		EN5		HR3
3.4	p. 61		EN6		p. 59, 64
REPORT SCOPE AND BOUNDARY			EN7	NON - DISCRIMINATION	
3.5	pp. 58 - 59		EN8	HR4	p. 64
3.6	p. 1	WATER		FREEDOM OF ASSOCIATION AND COLLECTIVE BARGAINING	
3.7	p. 2, 76, throughout	EN8	pp. 77 - 79	HR5	p. 64
3.8	pp. 20 - 56		EN9	HR6	p. 64
3.9	pp. 75 - 76	BIODIVERSITY		CHILD LABOR	
3.10	pp. 76	EN11	pp. 78 - 81	FORCED AND COMPULSORY LABOR	
3.11	pp. 39 - 40	EN12	pp. 78 - 81	HR7	p. 64
GRI CONTENT INDEX			EN14	SOCIETY	
3.12	pp. 87		pp. 78 - 81	COMMUNITY	
ASSURANCE		EMISSIONS, EFFLUENTS AND WASTE		S01	pp. 83 - 86
3.13	pp. 89 - 90	EN16	pp. 80	CORRUPTION	
GOVERNANCE, COMMITMENTS AND ENGAGEMENT		EN17	pp. 80	S02	p. 64
4.1	pp. 16 - 19, 59 - 63		EN18	PUBLIC POLICY	
4.2	pp. 59 - 60	EN21	pp. 77 - 79	S05	p. 70
4.3	pp. 59 - 60	EN22	pp. 81 - 82	COMPLIANCE	
4.4	pp. 61, 64, 143	EN23	pp. 77	S08	pp. 58 - 86
4.5	pp. 61 - 63		EN25		
4.6	pp. 64 - 65	PRODUCTS AND SERVICES			
4.7	pp. 61 - 63	EN26	pp. 75 - 82		
4.8	pp. 7, 59, 64	COMPLIANCE			
4.9	pp. 58 - 63, 69 - 70	EN28	pp. 82		
4.10	pp. 60 - 63	SOCIAL			
COMMITMENT TO EXTERNAL INITIATIVES		EMPLOYMENT			
4.11	pp. 60 - 63	LA1	pp. 64 - 66, 68		
4.12	pp. 58 - 59	LABOR/ MANAGEMENT RELATIONS			
4.13	pp. 59 - 62	LA5	pp. 64 - 68		
STAKEHOLDER ENGAGEMENT					
4.14	pp. 61, 83 - 86				
4.15	pp. 61, 83 - 86				
4.16	pp. 83 - 86				
4.17	pp. 83 - 86				

REPORTED
REPORTED, NEEDS IMPROVEMENT

To the Board and stakeholders of Gold Fields:

SustainabilityServices.co.za (SS) was commissioned by Gold Fields to provide independent third party assurance over this 2009 Sustainability Report (the 'Report', covering the period 1 July 2008 to 30 June 2009). The assurance team comprised of Corporate Social Responsibility (CSR) consultants with experience in environmental and social performance measurement over a period of more than 10 years.

AccountAbility AA1000S (revised, 2008)

To the best of our ability, this assurance engagement has been managed in accordance with AccountAbility's AA1000AS (2008) assurance standard, and structured to meet the AA1000AS Type 1 (Moderate) requirements.

Independence

SS was not responsible for the preparation of any part of this Report and has not undertaken any commissions for Gold Fields in the reporting period concerning reporting or data collection.

Assurance objectives

Our assurance objectives were to provide stakeholders with an independent 'moderate level assurance' opinion on whether the report meets the AA1000AS (2008) principles of Inclusivity, Materiality and Responsiveness, as well as to assess the degree to which the Report is consistent with the 10 International Council on Metal and Mining (ICMM) Sustainable Development (SD) principles and the Global Reporting Initiative (GRI) G3 guidelines, to the extent of meeting the GRI's B+ level of reporting application.

Scope of work performed

AA1000AS (2008) Compliance

The process used in arriving at this assurance statement is based on AccountAbility's AA1000AS (2008) guidance, other best practices in sustainability reporting assurance. Our approach to assurance included:

- A review of Gold Fields' measurement and reporting procedures;
- A review of drafts of the Report for any significant anomalies; and,
- Interviews with the individual responsible for collating and writing various parts of the Report in order to ensure selected claims were reported and substantiated.

Unlike other assurance engagements, site visits were not undertaken to test accuracy of data at the primary source of collection and collation.

SUSTAINABLE DEVELOPMENT



Report Application Level	C	C+	B	B+	A	A+
G3 Profile Disclosures	Report on: 1.1 2.1 - 2.10 3.1 - 3.8, 3.10 - 3.12 4.1 - 4.4, 4.14 - 4.15	Report on all criteria listed for Level C plus: 1.2 3.9, 3.13 4.5 - 4.13, 4.16 - 4.17	Same as requirement for Level B			
G3 Management Approach Disclosures	Not Required	Management Approach Disclosures for each Indicator Category	Management Approach Disclosures for each Indicator Category	Management Approach Disclosures for each Indicator Category		
G3 Performance Indicators & Sector Supplement Performance Indicators	Report on a minimum of 10 Performance Indicators, including at least one from each of: Economic, Social and Environmental.	Report on a minimum of 20 Performance Indicators, at least one from each of: Economic, Environmental, Human rights, Labor, Society, Product Responsibility.	Report on each core G3 and Sector Supplement* Indicator with due regard to the Materiality Principle by either: a) reporting on the Indicator or b) explaining the reason for its omission.			

*Sector supplement in final version

Given that this is a Type 1 (Moderate) assurance engagement, the testing of data accuracy was limited to trend and anomaly studies.

Alignment to the ICMM 10 SD Principles

Our objective was to provide assurance over the alignment of the company's sustainability policies to the ICMM's 10 SD principles and any mandatory requirements set out in ICMM position statements.

The process employed included a comprehensive desk review of the Report, interviews with relevant company officials regarding the status of implementation of systems, and selective testing of the functionality of key systems and procedures.

GRI compliance

In determining the GRI G3 'Application Level' of the Report, we performed the following:

- A review of processes employed to define content, context and materiality, as well as stakeholder engagement processes, and the inclusion of reasonable discourses over material issues;
- A review of the approach of management to addressing topics discussed in the Report; and
- A review of drafts of the Report to assess GRI G3 performance indicators covered in the Report.

Findings

AA1000AS (2008) – Inclusivity, Materiality and Responsiveness

In general, the company's sustainability reporting processes are adequate. However, it was found that:

- Although Gold Fields actively engages an array of key stakeholders, as defined within

this Report, the assurance process did not allow for additional engagement to confirm or refute Gold Fields' assertion that the Report adequately reflects the information requirements of their key stakeholders;

- Within the scope of a 'Moderate Level Type 1 assurance assessment', the Report appears to reflect an accurate accounting of Gold Fields' sustainability reporting performance.
- The Report does not clearly afford stakeholders an understanding of Gold Fields' most material sustainability issues.

Alignment to the 10 ICMM SD Principles

Based on the work done, we can confirm that the company's Sustainable Development Framework is aligned with the 10 ICMM SD Principles, and that these principles have informed the structure and content of this Report and the implementation of its policies and systems which drive company performance.

GRI compliance

Based on our review of the Report, as well as the processes employed to collect and collate information reported herein, it is our assertion that this Report meets the GRI G3's requirements for Application Level B (responses to all required indicators, as well as no fewer than 20 Core indicators, with at least one from each of Economic, Environment, Human Rights, Labour and Society). However, it was found that:

Product Responsibility indicators were reasonably deemed 'not applicable', and thus were not reported.

The reporting of performance against some GRI G3 indicators requires either data quality improvements, or further detail in disclosure.

Recommendations

AA1000AS (2008)

- Gold Fields should ensure that stakeholder engagement procedures include an assessment of whether or not Sustainability Reports adequately reflect the reporting requirements of key stakeholders;
- Gold Fields should improve its reporting in line with the principles of Inclusiveness, Materiality, and Responsiveness, as guided by AA1000AS (2008), seeking Type 2 (High) levels of assurance in future.
- Future sustainability reports should be designed and developed to afford stakeholders a clearer understanding of Gold Fields' most material sustainability issues.

Alignment to the 10 ICMM SD Principles

Based on our findings, Gold Fields should demonstrate that this and future Reports adequately address the concerns and information requirements of its key stakeholders, and that these concerns are shown to play a role in informing materiality of the company's SD risk management process as well as its reporting.

GRI compliance

Having reasonably met GRI G3 Application Level B basic requirements, it is our recommendation that Gold Fields continue to review the process followed in compiling the Report and ensure that further reporting improvements occur to enhance the quality of data required for Application Level B

Conclusions

Based on the information reviewed, SustainabilityServices.co.za is confident that this report provides a reasonably complete and balanced account of the environmental, safety and social performance of Gold Fields during the period under review. The data presented is based on systematic processes and we are satisfied that the reported performance data adequately represents the sustainability performance of Gold Fields, while meeting the AA1000AS (2008) principles of inclusivity, materiality and responsiveness. The Report is consistent with the 10 ICMM SD principles. Moreover, and although the quality or quantity of data of some GRI G3 indicators can be improved, this Report appears to meet the GRI G3's requirements for Application Level B (B+ with this assurance engagement).

SustainabilityServices.co.za
10 September 2009



SustainabilityServices.co.za