

Schedule 2
Part II
Transfer Certificate
Restricted Global Note to Unrestricted
Global Note or to the definitive Registered Notes where Unrestricted Global Note
exchanged

WINDFALL MINING GROUP INC. / GROUPE MINIER WINDFALL INC.

U.S.\$750,000,000 5.854% Guaranteed Notes
Due 2032 (the “Notes”)
Guaranteed by

GOLD FIELDS LIMITED

and

GOLD FIELDS HOLDINGS COMPANY LIMITED

Reference is hereby made to the Trust Deed dated 13 May 2025 (the “**Trust Deed**”), between the Issuer, the Guarantors and Citibank N.A., London branch, as Trustee. Capitalised terms used but not defined herein shall have the meanings given to them in the Trust Deed.

[INSERT [A] FOR TRANSFERS OF INTERESTS IN NOTES EVIDENCED BY THE RESTRICTED GLOBAL NOTE TO TRANSFEREES THAT TAKE DELIVERY IN INDIVIDUAL REGISTERED NOTES NOT BEARING THE SECURITIES LAW LEGEND IN CIRCUMSTANCES WHERE THE UNRESTRICTED GLOBAL NOTE HAS BEEN EXCHANGED FOR DEFINITIVE REGISTERED NOTES. INSERT [B] FOR TRANSFERS OF INTERESTS IN NOTES EVIDENCED BY THE RESTRICTED GLOBAL NOTE TO TRANSFEREES THAT TAKE DELIVERY IN INTERESTS IN NOTES EVIDENCED BY THE UNRESTRICTED GLOBAL NOTE.]

[A] This letter relates to U.S.\$[•] principal amount of Notes which are held in the form of an interest in Notes evidenced by the Restricted Global Note (CUSIP No. 973244 AA4) with DTC in the name of [insert name of transferor] (the “**Transferor**”). The Transferor has requested a transfer or exchange of such interest for individual definitive registered Notes registered in the name of [insert name of transferee] (the “**Transferee**”).

[B] This letter relates to U.S.\$[•] principal amount of Notes which are held in the form of an interest in Notes evidenced by the Restricted Global Note (CUSIP No. 973244 AA4) with DTC in the name of [insert name of transferor] (the “**Transferor**”). The Transferor has requested a transfer of such interest for an interest evidenced by the Unrestricted Global Note to be held with [Euroclear][Clearstream, Luxembourg] (ISIN No. XS3046428408) in the name of [insert name of transferee] (the “**Transferee**”).

In connection with such request and in respect of such Notes, the undersigned hereby certifies that (i) such transfer has been effected in accordance with the transfer restrictions set forth in the Notes and in accordance with any applicable securities laws of any state of the United States or any other jurisdiction and (ii) such transfer has been effected pursuant to and in accordance with Rule 903 or

Rule 904 of Regulation S under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), and, accordingly, the undersigned does hereby certifies that:

- (i) the offer and sale of the Notes was not made to a person in the United States and such offer and sale was not targeted to an identifiable group of U.S. citizens abroad;
- (ii) either:
 - (a) at the time the buy order was originated, the transferee was outside the United States or the undersigned and any person acting on its behalf reasonably believed that the transferee was outside the United States, or
 - (b) the transaction was executed in, on or through the facilities of a designated offshore securities market (as defined in Regulation S) and neither the undersigned nor any person acting on its behalf knows that the transaction was pre-arranged with a buyer in the United States;
- (iii) no directed selling efforts have been made in contravention of the requirements of Rule 903(b) or 904(b) of Regulation S, as applicable;
- (iv) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act; and
- (v) if the undersigned is an officer or director of the Issuer, Guarantor or a distributor, who is an affiliate of the Issuer, Guarantor or distributor solely by holding such position, such sale is made in accordance with the applicable provisions of Rule 904(b)(2) of Regulation S.

This certificate and the statements contained herein are made for the benefit of the Issuer, Guarantors and the Registrar. Terms used in this certificate and not otherwise defined in the Trust Deed have the meanings set forth in Regulation S under the Securities Act.

Dated: [Insert Name of Transferor]

By: _____
Name:
Title:

(If the transferor is a corporation, partnership or fiduciary, the title of the person signing on behalf of such transferor must be stated.)