

GFI 201705240047A
 Results of AGM and changes to the board

Gold Fields Limited
 Incorporated in the Republic of South Africa)
 Registration Number 1968/004880/06)
 JSE, NYSE, DIFX Share Code: GFI
 ISIN: ZAE000018123
 "Gold Fields" or "the Company")

RESULTS OF ANNUAL GENERAL MEETING OF **GOLD FIELDS** LIMITED HELD ON 24 MAY
 2017 AND CHANGES TO THE BOARD

Shareholders are advised that at the Annual General Meeting of Gold Fields Limited held on Wednesday 24 May 2017, the ordinary and special resolutions, as well as advisory endorsement of the company's remuneration policy, as set out in the notice of the annual general meeting dispatched to shareholders on 21 April 2017 were passed, on a poll, by the requisite majorities.

Details of the results of the voting are as follows:

Total issued share capital:	821,532,707
Total number of shares present/ represented including proxies at the meeting: being 86% of the total votable shares	702,751,750

Ordinary resolutions	Number of shares voted	Shares voted for:	Shares voted against:	Shares abstained:
1.Re-appointment of auditors	702,088,126	701,227,480	860,646	663,624
	% of total issued shares	% of shares voted	% of shares voted	% of total issued shares
	100%	99.88%	0.12%	0.08%
	701,858,256	701,357,870	500,386	893,494
2.1 Re-election of a director: TP Goodlace	% of total issued shares	% of shares voted	% of shares voted	% of total issued shares
	100%	99.93%	0.07%	0.11%
	701,855,526	701,330,479	525,047	896,224
2.2 Re-election of a director: A Andani	% of total issued shares	% of total issued shares	% of total issued shares	% of total issued shares
	100%	99.93%	0.07%	0.11%
	701,855,302	701,351,801	503,501	896,448
2.3 Re-election of a director: PJ Bacchus	% of total issued shares	% of total issued shares	% of total issued shares	% of total issued shares
	100%	99.93%	0.07%	0.11%
	701,861,017	701,361,912	499,105	890,733
2.4 Re-election of a director: YGH Suleman	% of total issued shares	% of total issued shares	% of total issued shares	% of total issued shares
	100%	99.93%	0.07%	0.11%
	701,850,662	701,406,993	443,669	901,088
2.5 Re-election of a director:C Letton	% of total issued shares	% of total issued shares	% of total issued shares	% of total issued shares
	100%	99.94%	0.06%	0.11%

	701,851,482	701,222,543	628,939	900,268
2.6 Re-election of a director: NJ Holland	% of total issued shares 100%	% of total issued shares 99.91%	% of total issued shares 0.09%	% of total issued shares 0.11%
	701,858,264	701,260,525	597,739	893,486
2.7 Re-election of a director: PA Schmidt	% of total issued shares 100%	% of total issued shares 99.91%	% of total issued shares 0.09%	% of total issued shares 0.11%
	701,853,481	701,367,409	486,072	898,269
3.1. Re-election of Audit Committee member: YGH Suleman	% of total issued shares 100%	% of shares voted 99.93%	% of shares voted 0.07%	% of total issued shares 0.11%
	701,836,148	701,333,326	502,822	915,602
3.2. Re-election of a member of the Audit Committee:A Andani	% of total issued shares 100%	% of shares voted 99.93%	% of shares voted 0.07%	% of total issued shares 0.11%
	701,840,435	697,644,470	4,195,965	911,315
3.3 Re-election of a member of the Audit Committee: PJ Bacchus	% of total issued shares 100%	% of total issued shares 99.40%	% of total issued shares 0.60%	% of total issued shares 0.11%
	701,843,576	701,402,749	440,827	908,174
3.4 Re-election of a member of the Audit Committee: RP Menell	% of total issued shares 100%	% of total issued shares 99.94%	% of total issued shares 0.06%	% of total issued shares 0.11%
	701,827,431	696,920,863	4,906,568	924,319
3.5 Re-election of the member of the Audit Committee: DMJ Ncube	% of total issued shares 100%	% of total issued shares 99.30%	% of total issued shares 0.70%	% of total issued shares 0.11%
	701,833,129	618,735,631	83,097,498	918,621
4. Approval for the issue of authorised but unissued ordinary shares	% of total issued shares 100%	% of shares voted 88.16%	% of shares voted 11.84%	% of total issued shares 0.11%
Special resolutions	Number of shares voted	Shares voted for:	Shares voted against:	Shares abstained:
1.Approval for the conversion of par value shares to no par value share	701,811,391 % of total issued shares 100%	632,889,913 % of total issued shares 90.18%	68,921,478 % of total issued shares 9.82%	940,359 % of total issued shares 0.11%
2. Approval for the increase in the authorised share capital	701,854,052 % of total issued shares 100%	618,402,653 % of shares voted 88.11%	83,451,399 % of shares voted 11.89%	897,698 % of total issued shares 0.11%
3.Approval for	701,896,058	618,236,418	83,659,640	855,692

the issuing of equity securities for cash	% of total issued shares	% of total issued shares	% of total issued shares	% of total issued shares
Advisory endorsement of the remuneration policy	100%	88.08%	11.92%	0.10%
	690,150,036	669,299,397	20,850,639	12,601,714
4. Approval for the remuneration of non-executive directors	% of total issued shares	% of shares voted	% of shares voted	% of shares voted
	100%	96.98%	3.02%	1.53%
	701,700,805	697,414,370	4,286,435	1,050,945
5. Approval for the Company to grant inter-group financial assistance in terms of section 44 and 45 of the Act	% of total issued shares	% of shares voted	% of shares voted	% of total issued shares
	100%	99.39%	0.61%	0.13%
	701,666,714	699,382,194	2,284,520	1,085,036
6. Acquisition of the Company's own shares	% of total issued shares	% of shares voted	% of shares voted	% of total issued shares
	100%	99.67%	0.33%	0.13%
	701,807,710	643,281,709	58,526,001	944,040
7. Amendments to the existing Memorandum of Incorporation	% of total issued shares	% of shares voted	% of shares voted	% of shares voted
	100%	91.66%	8.34%	0.11%
	701,677,723	620,945,786	80,731,937	1,074,027
	100%	88.49%	11.51%	0.31%

Over 86% of votable shares were represented at the AGM.

The special resolutions will be filed with the Companies and Intellectual Property Commission in accordance with the requirements of the Companies Act, No 71 of 2008.

In terms of paragraph 3.59 of the JSE Limited's Listings Requirements, shareholders are advised that Ms Gayle Wilson, who is the current chair of the Audit Committee, has retired as a non-executive director of the Gold Fields board of directors ("the Board"), with effect from this AGM. The Board would like to thank Ms Wilson for her valuable contribution to the Company over the past 9 years and wish her everything of the best in her future endeavours.

Mr YGH Suleman will serve as the new Chair of the Audit Committee with effect from this AGM.

24 May 2017
Sponsor
J.P. Morgan Equities South Africa (Pty) Ltd

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