

RANDGOLD RESOURCES LIMITED

Incorporated in Jersey, Channel Islands

Reg. No. 62686

LSE Trading Symbol: RRS

NASDAQ Trading Symbol: GOLD

("Randgold Resources" or the "Company")

Jersey, Channel Islands, 2 October 2018**FORM 8 (OPD)****PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER**
Rules 8.1 and 8.2 of the Takeover Code (the "Code")**1. KEY INFORMATION**

(a) Full name of discloser:	Randgold Resources Limited
(b) Owner or controller of interests and short positions disclosed, if different from 1(a): <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	-
(c) Name of offeror/offeree in relation to whose relevant securities this form relates: <i>Use a separate form for each offeror/offeree</i>	Randgold Resources Limited
(d) Is the discloser the offeror or the offeree?	OFFEREE
(e) Date position held: <i>The latest practicable date prior to the disclosure</i>	Monday 1 October 2018
(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer? <i>If it is a cash offer or possible cash offer, state "N/A"</i>	No

2. POSITIONS OF THE PARTY TO THE OFFER MAKING THE DISCLOSURE

If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.

(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates

Class of relevant security:				
	Interests		Short positions	
	Number	%	Number	%
(1) Relevant securities owned and/or controlled:	Nil	-	Nil	-
(2) Cash-settled derivatives:	Nil	-	Nil	-
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:	Nil	-	Nil	-
TOTAL:	Nil	-	Nil	-

All interests and all short positions should be disclosed.

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

(b) Rights to subscribe for new securities

Class of relevant security in relation to which subscription right exists:	N/A
Details, including nature of the rights concerned and relevant percentages:	N/A

3. POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE

Details of any interests, short positions and rights to subscribe (including directors' and other employee options) of any person acting in concert with the party to the offer making the disclosure:

(a) Interests in Randgold Resources Limited's (Randgold) ordinary shares held by the directors of Randgold and their close relatives and related trusts:

Class of relevant securities	Ordinary shares of \$0.05 each	
Director	No of Randgold ordinary shares held	Percentage of issued share capital
D.M. Bristow (CEO)	839,034	0.889%
G.P. Shuttleworth (CFO)	102,040	0.108%
C.L. Coleman (Chairman)	19,800	0.021%
A.J. Quinn (Senior non-executive director)	11,828	0.013%
S Ba-N'Daw (Non-executive director)	6,159	0.007%
J Kassum (Non-executive director)	7,200	0.008%
O Kirtley (Non-executive director)	3,000	0.003%
J Mabunda Lioko (Non-executive director)	8,635	0.009%

(b) Awards in Randgold ordinary shares held by the directors of Randgold and their close relatives and related trusts:

(i) D.M. Bristow

Number of ordinary shares to vest	Date of grant	Exercise price	Vesting date
Scheme type - award under the Restricted Share Scheme (subject to performance conditions)			

44,619	12 May 2015	Nil	1 January 2019	
36,380	23 March 2016	Nil	1 January 2020	
41,281	17 March 2017	Nil	1 January 2021	
Scheme type - award under the Co-investment Plan (subject to performance conditions)				
45,475	23 March 2016	Nil	1 January 2019	
51,602	17 March 2017	Nil	1 January 2020	
Scheme type - award under the Long Term Investment Plan (subject to performance conditions)				
78,395	15 May 2018	Nil	15 May 2021	
(ii) G.P. Shuttleworth				
Number of ordinary shares to vest	Date of grant	Exercise price	Vesting date	
Scheme type - award under the Restricted Share Scheme (subject to performance conditions)				
11,162	12 May 2015	Nil	1 January 2019	
8,284	23 March 2016	Nil	1 January 2020	
8,076	17 March 2017	Nil	1 January 2021	
Scheme type - award under the Co-investment Plan (subject to performance conditions)				
10,355	23 March 2016	Nil	1 January 2019	
10,095	17 March 2017	Nil	1 January 2020	
Scheme type - award under the Long Term Investment Plan (subject to performance conditions)				
18,989	15 May 2018	Nil	15 May 2021	
(c) Interests in Randgold's ordinary shares held by connected advisers of Randgold Norton Rose Fulbright LLP:				
Class of relevant security:	Ordinary shares of \$0.05 each			
	Interests		Short positions	
	Number	%	Number	%
(1) Relevant securities owned and/or controlled:	1	0	Nil	-
(2) Cash-settled derivatives:	Nil	-	Nil	-
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:	Nil	-	Nil	-

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer making the disclosure or any person acting in concert with it:

Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"

None

(b) Agreements, arrangements or understandings relating to options or derivatives

Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer making the disclosure, or any person acting in concert with it, and any other person relating to:

- (i) the voting rights of any relevant securities under any option; or
- (ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:

If there are no such agreements, arrangements or understandings, state "none"

None

(c) Attachments

Are any Supplemental Forms attached?

Supplemental Form 8 (Open Positions)	NO
Supplemental Form 8 (SBL)	NO

Date of disclosure:	Tuesday 2 October 2018
Contact name:	Martin Welsh
Telephone number:	+44 1534 60 37 05

Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service.

The Panel's Market Surveillance Unit is available for consultation in relation to the Code's disclosure requirements on +44 (0)20 7638 0129.

The Code can be viewed on the Panel's website at www.thetakeoverpanel.org.uk.

RANDGOLD RESOURCES ENQUIRIES:

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