



# Notice of the 2023 Annual General Meeting

Wednesday, 26 April 2023 at 11:00

The Queen Elizabeth II Centre  
Broad Sanctuary, Westminster,  
London SW1P 3EE

**This document is important and requires  
your immediate attention**

If you are in any doubt as to any of the proposals referred to in this document or as to the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Anglo American plc, please send this document, together with the accompanying documents, immediately to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

# Notice of Annual General Meeting

## Letter from the Chairman

Dear Shareholder

### 2023 Annual General Meeting

I am pleased to invite you to the 2023 Annual General Meeting ('AGM') of Anglo American plc (the 'Company') which will be formally held at The Queen Elizabeth II Centre, Broad Sanctuary, Westminster, London SW1P 3EE (the 'AGM venue') on Wednesday, 26 April 2023 at 11:00. In order to provide all shareholders with the increased opportunity to attend and participate as experienced in 2022, the AGM will again be held as a hybrid meeting in 2023, with shareholders invited to join physically at the AGM venue or virtually via the Lumi platform.

### Shareholder engagement

We appreciate that the AGM is your opportunity to receive an update on the Company and ask questions of the Board. To support equal engagement with our shareholders attending in person and virtually, it is our intention to broadcast the meeting via the Lumi platform and to enable questions relating to the AGM resolutions to be raised or submitted in advance of and during the meeting both in person and virtually. Further details on how to access the AGM virtually are set out in Appendix 1 on page 13 of this Notice and the enclosed Online Meeting Guide.

Shareholders are encouraged to submit their questions in advance by sending an email to [AGMquestions@angloamerican.com](mailto:AGMquestions@angloamerican.com) by 11:00 (UK time) or 12:00 (South Africa time) on Monday 24 April 2023. Additionally, an online platform will enable you to ask questions during the meeting. Further details on how to ask a question virtually are set out on page 13 of this Notice and included in the enclosed Online Meeting Guide.

We would like to respond to as many shareholders' questions as possible and therefore we will answer questions during the meeting in a way that aims to best recognise the interests of all shareholders. To assist with this, we ask that you help us to facilitate access from as many shareholders as possible by limiting the number of questions and keeping your questions succinct, focused on and relevant to the business of the meeting.

### Voting

We are pleased to offer shareholders online voting facilities during the AGM via the Lumi platform for shareholders attending virtually in addition to the usual arrangements for physical attendees at the AGM venue to vote in person.

While voting on the day is possible, we encourage shareholders attending either physically or virtually to cast their votes in respect of the business of the AGM in advance by completing and returning a proxy form appointing the Chair of the meeting as proxy. This will ensure that your vote will be counted whether or not you attend the AGM. Further information on how to appoint a proxy is detailed on page 7 of this Notice.

In order to allow the voting preferences of all shareholders to be taken into account, a poll will be conducted on all resolutions proposed in this Notice. The results of the voting will be posted on the Company's website as soon as practicable after the meeting.

### Business of the meeting and recommendation

The business of the meeting is detailed in the following pages, with explanatory notes for further context and additional information on attendance, voting and submitting and raising questions.

### Board changes

Resolution 3 relates to the election of Magali Anderson. As announced on 28 February 2023, Magali will join the Board as a non-executive director on 1 April 2023. Her biographical details, setting out the skills and experience that will enable her to contribute to the Company's long term success, are set out on page 13 and may assist shareholders to take an informed decision on her election.

### **Remuneration policy**

The current remuneration policy was approved by shareholders at the 2020 Annual General Meeting and is now due for renewal. Following a comprehensive review by the Remuneration Committee, it was concluded that the 2020 policy remained effective. The changes proposed for the 2023 policy are designed to provide additional flexibility to optimally support the Company's future strategy and culture under our new Chief Executive. The full proposed remuneration policy is set out on pages 169-178 of the Integrated Annual Report for the year ended 31 December 2022.

Your Board considers that the resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommends that you vote in favour of them. The directors intend to vote in favour of these resolutions in respect of their own shareholdings. The Board would like to take this opportunity to thank all shareholders for their continued support and wishes them well.

### **Covid-19**

We would please ask shareholders, proxies or corporate representatives to not attend the AGM venue in person if they are experiencing any Covid-19 related symptoms. Should you be unwell to travel, you are invited to join the meeting virtually using the Lumi platform, details of which are set out in the enclosed Online Meeting Guide

Yours faithfully

### **Stuart Chambers**

Chairman  
6 March 2023

Anglo American plc  
Registered in England and Wales No. 3564138  
Registered Office: 17 Charterhouse Street, London EC1N 6RA

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Anglo American plc will be held at The Queen Elizabeth II Centre, Broad Sanctuary, Westminster, London SW1P 3EE and virtually (details set out in Appendix 1 to the Notice of Annual General Meeting) at 11:00 on Wednesday, 26 April 2023 for the following business:

## Ordinary resolutions

To consider and, if thought fit, to pass the following ordinary resolutions:

1. To receive the financial statements of the Company and the Group and the reports of the directors and auditors for the year ended 31 December 2022.
2. To declare a final dividend of 74 US cents per ordinary share payable on 28 April 2023 to those shareholders registered at the close of business on 17 March 2023.
3. To elect Magali Anderson as a director of the Company.
4. To re-elect Stuart Chambers as a director of the Company.
5. To re-elect Duncan Wanblad as a director of the Company.
6. To re-elect Stephen Pearce as a director of the Company.
7. To re-elect Ian Ashby as a director of the Company.
8. To re-elect Marcelo Bastos as a director of the Company.
9. To re-elect Hilary Maxson as a director of the Company.
10. To re-elect Hixonia Nyasulu as a director of the Company.
11. To re-elect Nonkululeko Nyembezi as a director of the Company.
12. To re-elect Ian Tyler as a director of the Company.
13. To re-appoint PricewaterhouseCoopers LLP as auditor of the Company for the ensuing year.
14. To authorise the directors to determine the remuneration of the auditor.
15. To approve the remuneration policy section directors' remuneration report set out in the Integrated Annual Report for the year ended 31 December 2022.
16. To approve the implementation report section of the directors' remuneration report set out in the Integrated Annual Report for the year ended 31 December 2022.
17. To resolve that the directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or to convert any security into, shares of the Company up to a nominal value of \$36.7 million, which represents not more than 5% of the total issued share capital of the Company as at 24 February 2023. This authority shall expire at the earlier of the conclusion of the Annual General Meeting in 2024 or at the close of business on 30 June 2024 (whichever is earlier). Such authority shall be in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006.

## Special resolutions

To consider and, if thought fit, to pass the following special resolutions:

18. To resolve that subject to the passing of resolution 17 above, the directors be authorised to allot shares wholly for cash pursuant to the authority granted by resolution 17 above and to sell treasury shares wholly for cash, in each case –
  - a) in connection with a pre-emptive offer; and
  - b) otherwise than in connection with a pre-emptive offer, up to a nominal value of \$18.3 million, which represents no more than 2.5% of the total issued ordinary share capital of the Company, in issue at 24 February 2023– as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment. This authority shall expire at the earlier of the conclusion of the Annual General Meeting in 2024 or the close of business on 30 June 2024, but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired and the directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired. Such authority shall be in substitution for all previous authorities pursuant to Section 561 of the Companies Act 2006.
19. To resolve that the Company be and is generally and unconditionally authorised for the purpose of Section 701 of the Companies Act 2006 to make market purchases (within the meaning of Section 693 of the Companies Act 2006) of ordinary shares of 54<sup>86</sup>/<sub>91</sub> US cents each in the capital of the Company provided that:
  - a) the maximum number of ordinary shares of 54<sup>86</sup>/<sub>91</sub> US cents each in the capital of the Company authorised to be acquired is 200.5 million;
  - b) the minimum price which may be paid for an ordinary share is 54<sup>86</sup>/<sub>91</sub> US cents, which amount shall be exclusive of expenses;
  - c) the maximum price which may be paid for an ordinary share is an amount (exclusive of expenses) equal to the higher of (i) 105% of the average of the middle market quotation for an ordinary share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current bid on the trading venues where the purchase is carried out; and
  - d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 (except in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.
20. To resolve that an Annual General Meeting may be called on not less than 14 clear days' notice.

By order of the Board:

### Richard Price

Group General Counsel and Company Secretary  
Anglo American plc  
17 Charterhouse Street  
London EC1N 6RA  
Registered Number 3564138

6 March 2023

# Explanatory notes to the Notice of Annual General Meeting

The directors believe that the proposed resolutions are in the best interests of the Company and its shareholders and unanimously recommend shareholders to vote in favour, as the directors intend to do in respect of their own beneficial shareholdings.

## **Resolution 3: Election of a new director**

Resolution 3 relates to the election of Magali Anderson, who joins the Board as a non-executive director on 1 April 2023. Her biographical details, setting out the skills and experience that will enable her to contribute to the Company's long term success, are set out on page 13 and may assist shareholders to take an informed decision on her election.

## **Resolutions 4 to 12: Re-election of directors**

Resolutions 4 to 12 relate to the annual re-election of directors. Their biographical details, setting out the skills and experience that enable each of them to contribute to the Company's long term success, are set out on pages 10-12 and may assist shareholders to take an informed decision on their re-election. The Board confirms that, following formal performance evaluations, all of the directors continue to perform effectively and demonstrate commitment to the role.

## **Resolutions 13 to 14: Re-appointment and remuneration of the auditor**

The directors recommend the re-election of PricewaterhouseCoopers LLP as auditor, to hold office from, and including, the financial year ending 31 December 2023 until the next meeting at which accounts are laid and authorising the directors to determine the external auditor's remuneration.

## **Resolution 15: Remuneration policy**

This is set out on pages 169-178 of the Integrated Annual Report for the year ended 31 December 2022. In accordance with remuneration reporting rules, this is a binding vote.

## **Resolution 16: Implementation report**

This is set out on pages 179-203 of the Integrated Annual Report for the year ended 31 December 2022. In accordance with remuneration reporting rules, this is an advisory vote.

## **Resolution 17: Authority to allot securities**

The purpose of resolution 17 is to renew the directors' limited power to allot shares. The authority will only allow the directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a nominal value of \$36.7 million, which represents not more than 5% of the total issued ordinary share capital of the Company as at 24 February 2023, being the last practicable date prior to the publication of this notice of AGM.

The authority under resolution 17 is intended to provide the directors a limited flexibility to act should circumstances or potential opportunities make it beneficial to shareholders as a whole to allot shares. Please note that the directors are alert to shareholders' interests regarding any potentially dilutive transactions and that as such there are no present plans to allot new shares.

If this resolution is passed, no allotment in excess of the above limit would be possible without additional shareholder approval. This authority will expire on the earlier of the conclusion of the AGM in 2024 or at the close of business on 30 June 2024.

## **Resolution 18: Disapplication of statutory pre-emption rights**

The purpose of resolution 18 is to authorise the directors (subject to the passing of resolution 17) to allot up to approximately half of the new shares proposed for authorisation under resolution 17 on a non pre-emptive basis, meaning without first offering them to existing shareholders pro-rata to their holdings.

The remaining new shares proposed to be authorised for allotment under resolution 17 would be required to be offered pre-emptively to existing shareholders pro-rata to their holdings before they could be offered otherwise.

The exact amount proposed to be allotted non pre-emptively shall have a nominal value of not more than US\$18.3 million, which represents no more than 2.5% of the total issued ordinary share capital of the Company, in issue at 24 February 2023.

Under Section 561(1) of the Companies Act 2006, if the directors wish to allot new shares, or grant rights to subscribe for, or convert securities into shares, or sell treasury shares for cash (other than pursuant to an employee share scheme), these must first be offered to existing shareholders pro-rata to their holdings.

Section 561 of the Companies Act 2006 is designed to prevent the holdings of existing shareholders being diluted against their wishes by the allotment of new shares. There may be occasions, however, when the directors need the flexibility to finance business opportunities by the issue of shares without a pre-emptive offer to existing shareholders. This cannot be done under the Companies Act 2006 unless shareholders have first waived their statutory pre-emption rights.

Resolution 18 asks shareholders to do this such that the shareholders will not receive any pre-emption rights in relation to the issue of shares for cash up to a nominal value of \$18.3 million, which represents no more than 2.5% of the total issued ordinary share capital of the Company as at 24 February 2023 (being the last practicable date prior to publication of this notice of AGM). Limb (a) of resolution 18 is to authorise the directors to conduct a pre-emptive offer or rights issue (being an offer of shares to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings) without the need to comply with the strict guidelines of the statutory pre-emption provisions but instead, subject to such limits, restrictions or arrangements as the directors consider necessary. In addition, there may be circumstances when the directors consider it in the best interests of the Company to allot a limited number of ordinary shares or other equity securities, or sell treasury shares for cash on a non pre-emptive basis. Accordingly, limb (b) of resolution 18 is to authorise the directors to allot new shares and other equity securities pursuant to the allotment authority given by resolution 17, or sell treasury shares.

The authority granted by resolution 18 will expire at the conclusion of the AGM in 2024 or at the close of business on 30 June 2024, whichever is the earlier.

Please note that the directors are alert to shareholders' interests regarding any potentially dilutive transactions and that as such the directors have no present intention of exercising this authority.

The Board intends to adhere to the provisions in the Pre-emption Group's Statement of Principles as updated on 4 November 2022.

### **Resolution 19: Authority for market purchases**

The directors are requesting this authority, which, in accordance with practice in the UK, represents not more than 14.99% of the ordinary issued share capital as at 24 February 2023. The directors will only exercise this authority if they consider it is in the best interests of shareholders generally and if the purchase could be expected to result in an increase in earnings per share (other than in connection with an employee share scheme).

If any ordinary shares purchased pursuant to this authority are not held by the Company as treasury shares, then such shares would be immediately cancelled, thereby reducing the number of ordinary shares in issue.

The total number of options to subscribe for shares outstanding at 24 February 2023 was 607,497 ordinary shares, which represents 0.05% of the issued ordinary share capital, at that date. If the Company were to buy back the maximum number of shares permitted, then the number of options outstanding would represent 0.05% of the reduced share capital.

### **Resolution 20: Notice of general meetings**

Under the Companies Act 2006, the notice period required for all general meetings of the Company is 21 days unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days.

AGMs will continue to be held on at least 21 clear days' notice.

In order to maintain flexibility for the Company, Resolution 20 seeks such approval. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

# Additional information

## Voting

Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. Entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of members at 18:30 UK time on Monday 24 April 2023 or, if the meeting is adjourned, 18:30 UK time two working days prior to the time fixed for the adjourned meeting (as the case may be).

As at previous AGMs, voting on each resolution will be conducted by way of a poll. A poll reflects the number of voting rights exercisable by each shareholder and so is the most democratic method of voting. All the votes of those present physically and virtually will be counted and added to those received by proxy. If you have already voted by proxy you can still attend and vote (either in person or virtually) on the day of the AGM. This vote will replace any vote previously lodged. The voting results will be released to the London Stock Exchange and published on our website [www.angloamerican.com/investors/shareholder-information/aggm/aggm2023](http://www.angloamerican.com/investors/shareholder-information/aggm/aggm2023) as soon as practicably possible following the meeting.

## Right to appoint a proxy

Shareholders entitled to attend and vote at the AGM (either in person or virtually) may appoint one or more proxies to attend and vote on their behalf, provided that each proxy is appointed to exercise the rights attached to a different share or shares by that shareholder. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting (either in person or virtually) at the AGM in person.

Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the meeting. If a shareholder wishes to appoint a person other than the Chairman, the name of the chosen proxy holder should be inserted in the space provided on the form of proxy. Where the proxy is being appointed in relation to less than the shareholder's full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as proxy. If left blank, the proxy will be deemed to be authorised in respect of the shareholder's full voting entitlement. If the proxy form has been issued in respect of a designated account for a shareholder, the proxy will be deemed to be authorised in respect of the full voting entitlement for that account.

A form of proxy is enclosed. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrars or Transfer Secretaries or the form of proxy may be photocopied. Details of where to send a completed form are set out in the form of proxy.

Shareholders should also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.

To be valid, proxy appointments must be received no later than 11:00 UK time or 12:00 South Africa time on Monday 24 April 2023. UK registered shareholders may appoint a proxy online by logging on to [www.sharevote.co.uk](http://www.sharevote.co.uk) and following the on-screen instructions. You will need the Voting ID, Task ID and shareholder reference number printed on the form of proxy.

## Electronic proxy voting through crest

CREST members wishing to appoint a proxy using the CREST electronic proxy appointment service may do so via Equiniti (ID RA19). If you are a CREST personal member, a CREST sponsored member, or a CREST member who has appointed a voting service provider, you should refer to your sponsor or voting service provider who can take the appropriate action for you. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Equiniti (ID RA19) by the latest time(s) for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to a proxy appointed through CREST should be communicated to them by other means.

CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that their CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those Sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 11:00 UK time or 12:00 South Africa time on Monday 24 April 2023 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

## Corporate representatives

Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.



### Venue entry requirements

Whilst a limited amount of luggage storage is available in the cloakroom of the venue, shareholders are encouraged to not bring large items if avoidable. Security checks of attendees and luggage will be in place at the entrance to the venue. Shareholders should arrive in good time to pass through this.

### Nominated persons

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 ('nominated persons'). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

### Joint holders

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

### Shareholder rights

#### Publication of website statement

Shareholders should note that, under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that Section have the right to require the Company to publish on a website a statement setting out any matter relating to:

- (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM for the financial year beginning 1 January 2022; or
- (ii) any circumstance connected with an auditor of the Company (appointed for the financial year beginning 1 January 2022) ceasing to hold office since the previous meeting at which the Annual Report and Accounts were laid.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor no later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required, under Section 527 of the Companies Act 2006, to publish on a website.

### Right to have a matter of business dealt with at the AGM

Shareholders meeting the threshold and time limit set out in Sections 338 and 338A of the Companies Act 2006 can require that the Company give its shareholders notice of a resolution and/or include in the business to be dealt with at the AGM any matter which may be properly included in that business.

### Right to ask questions at the AGM

Any shareholder attending the meeting has the right to ask questions.

The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:

- (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- (ii) the answer has already been given on a website in the form of an answer to a question; or
- (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

### Information available on website

A copy of this notice and other information can be found at [www.angloamerican.com](http://www.angloamerican.com)

### Total voting rights

The total number of issued ordinary shares in the Company on 24 February 2023, which is the latest practicable date before the publication of this document, is 1,337,577,913, carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 24 February 2023 is 1,337,577,913.

### Limitations of electronic addresses

You may not use any electronic address provided in either this notice or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

### Stock exchange listings

The Company's ordinary shares are listed on the London Stock Exchange (the primary listing), the JSE Limited, the SIX Swiss Exchange, the Botswana Stock Exchange and the Namibian Stock Exchange.

### Shareholding enquiries

Enquiries relating to shareholdings should be made to the Company's UK Registrars, Equiniti, or the South African Transfer Secretaries, Computershare Investor Services (Pty) Limited, at the relevant address set out on the following page.



**UK Registrars**

Equiniti  
 Aspect House  
 Spencer Road  
 Lancing  
 West Sussex BN99 6DA  
 England

**Telephone:**

In the UK: 0371 384 2026  
 From overseas: +44 (0) 371 384 2026

**Transfer Secretaries in South Africa**

Computershare Investor Services (Pty) Limited  
 Rosebank Towers, 15 Biermann Avenue,  
 Rosebank, Johannesburg, 2196 South Africa  
 Private Bag X9000, Saxonwold, 2132, South Africa

**Telephone:** +27 (0) 11 3705 000

**Fax:** +27 (0) 11 6885 238

Enquiries on other matters should be addressed to the company secretary at the following address:

**Registered and Head Office**

Anglo American plc  
 17 Charterhouse Street  
 London EC1N 6RA  
 England

**Telephone:** +44 (0) 20 7968 8888

**Fax:** +44 (0) 20 7968 8500

Registered number: 03564138  
 Website: [www.angloamerican.com](http://www.angloamerican.com)

**Beware of share fraud**

Fraudsters use persuasive and high-pressure tactics to lure investors into scams. They may offer to buy or sell shares in a way that will bring a huge return. But victims are often left out of pocket – sometimes losing all of their savings or even their family home. Even seasoned investors have been caught out, with the biggest individual loss recorded by the police being £6 million.

**How to avoid share fraud**

- Keep in mind that firms authorised by the Financial Conduct Authority (FCA) are unlikely to contact you out of the blue with an offer to buy or sell shares.
- Do not get into a conversation, note the name of the person and firm contacting you and then end the call.
- Check the Financial Services Register from [www.fca.org.uk](http://www.fca.org.uk) to see if the person and firm contacting you is authorised by the FCA.
- Beware of fraudsters claiming to be from an authorised firm, copying its website or giving you false contact details.
- Use the firm's contact details listed on the Register if you want to call it back.
- Call the FCA on 0800 111 6768 if the firm does not have contact details on the Register or you are told they are out of date.
- Search the list of unauthorised firms to avoid at [www.fca.org.uk](http://www.fca.org.uk).
- Consider that if you buy or sell shares from an unauthorised firm you will not have access to the Financial Ombudsman Service or Financial Services Compensation Scheme.
- Think about getting independent financial and professional advice before you hand over any money.
- Remember: if it sounds too good to be true, it probably is!

**Report a scam**

If you are approached by fraudsters, please tell the FCA using the share fraud reporting form at [www.fca.org.uk/consumers/report-scam-us](http://www.fca.org.uk/consumers/report-scam-us), where you can find out more about investment scams. You can also call the FCA Consumer Helpline on 0800 111 6768. If you have already paid money to share fraudsters, you should contact Action Fraud on 0300 123 2040.

# Directors' biographies

## Stuart Chambers Chairman



**Qualifications:** BSc (Applied Physics), PhD Business Administration, FIChemE

**Appointed:** 1 September 2017 and as Chairman on 1 November 2017

### Skills and experience

Stuart contributes to Anglo American significant global executive and boardroom experience across the industrial, logistics and consumer sectors.

Stuart served as chairman of Travis Perkins plc from 2017 to 2021, and previously chaired ARM Holdings plc and Rexam plc until 2016. In his non-executive career, Stuart has served on the boards of Tesco PLC, Manchester Airport Group plc, Smiths Group plc and Associated British Ports Holdings plc. Stuart's executive career included 13 years at Pilkington plc and

its subsequent parent company Nippon Sheet Glass until 2010, in a number of executive roles and ultimately as chief executive of both companies. Prior to that, he gained 10 years of sales and marketing experience at Mars Corporation, following 10 years at Shell as a chemical engineer.

### Current external appointments

Member of the UK Takeover Panel, and a Visiting Fellow of Said Business School, Oxford University.

<b>Nationality:</b>	<b>Age:</b>
British	66

## Duncan Wanblad Chief Executive



**Qualifications:** BSc (Eng) Mech, GDE (Eng Management)

**Appointed:** 19 April 2022 as Chief Executive

### Skills and experience

Duncan brings to the Board 30 years of international mining experience and a deep understanding of the Anglo American Group, its culture and context.

Duncan is chairman of the Group Management Committee (GMC), chairman of De Beers, and a non-executive director of Anglo American Platinum and Kumba Iron Ore. From 2016 to April 2022, Duncan was Group Director – Strategy and Business Development, also serving as CEO of our Base Metals business from 2013 to 2019. Until April 2022, he chaired the Anglo American Foundation.

Between 2009 and 2013, Duncan held the position of Group Director – Other Mining and Industrial, responsible for a global portfolio of mining and industrial businesses for disposal or turnaround to maximise shareholder value. He was appointed CEO of our Copper operations in 2008, prior to which he served as joint interim CEO of Anglo American Platinum in 2007 (having served on the board since 2004). From 2004 to 2007, Duncan was Executive Director of Projects and Engineering at Anglo American Platinum. Duncan began his career at Johannesburg Consolidated Investment Company Limited in 1990.

### Current external appointments

None

<b>Nationality:</b>	<b>Age:</b>
South African	56

## Stephen Pearce Finance Director



**Qualifications:** BBus (Acc), FCA, FGIA FCG, MAICD

**Appointed:** 24 April 2017 as Finance Director

### Skills and experience

Stephen contributes to Anglo American over 20 years of public company director experience and more than 30 years' experience in the mining, oil and gas, and utilities industries. His experience spans finance, capital markets and many of the operational and functional support areas of global mining companies and markets.

Stephen became a member of the GMC in January 2017 and joined the Board in April 2017. He is also a non-executive director of

De Beers. Before joining Anglo American, Stephen served as CFO and an executive director of Fortescue Metals Group from 2010 to 2016. Prior to that, he held the positions of managing director and CEO of Southern Cross Electrical Engineering Ltd and was CFO of Alinta Ltd. Stephen previously served as a non-executive director of Cedar Woods Properties Ltd.

### Current external appointments

Non-executive director of BAE Systems plc.

<b>Nationality:</b>	<b>Age:</b>
Australian	59

Committee member key

- A Audit Committee
- N Nomination Committee
- R Remuneration Committee
- S Sustainability Committee
- Chair of Committee
- Member of Committee

**Ian Tyler**  
Senior Independent Director

R A N



**Qualifications:** BCom, ACA  
**Appointed:** 1 January 2022 and as Senior Independent Director on 19 April 2022

**Skills and experience**

Ian contributes to Anglo American a wealth of boardroom and financial experience spanning a number of industrial sectors, including as chair of remuneration and audit committees.

Until December 2022, Ian served as chairman of Amey. He has previously served as chairman of Vistry Group plc (formerly Bovis Homes Group) and Cairn Energy plc, and is a former non-executive director of BAE Systems plc, VT Group plc and Cable & Wireless Communications plc, amongst other non-executive board roles. Ian's senior executive

career was at Balfour Beatty plc, a global infrastructure business, joining as finance director in 1996 and serving as chief executive from 2005 to 2013.

**Current external appointments**

Chairman of Affinity Water, a privately held business, and a non-executive director of Synthomer plc.

<b>Nationality:</b>	<b>Age:</b>
British	62

**Ian Ashby**  
Independent Non-executive Director

S N R



**Qualifications:** B Eng (Mining)  
**Appointed:** 25 July 2017

**Skills and experience**

Ian contributes to Anglo American substantial knowledge of the minerals industry across a wide range of commodities, combined with global operating, major projects and capital development experience.

Ian served as President of Iron Ore for BHP Billiton between 2006 and 2012, when he retired from the company. During his 25-year tenure with BHP Billiton, Ian held numerous roles in its iron ore, base metals and gold businesses in Australia, the US and Chile, as well as projects roles in the corporate office. He began his nearly 40-year mining career as an underground miner at the Mount Isa

Mines base metals operations in Queensland, Australia.

Ian has previously served as chairman of Petropavlovsk plc, and a non-executive director of Alderon Iron Ore Corp, Nevsun Resources Ltd, New World Resources PLC and Genco Shipping & Trading, and in an advisory capacity with Apollo Global Management and Temasek.

**Current external appointments**

Independent director of IAMGOLD Corporation and Suncor Energy Inc.

<b>Nationality:</b>	<b>Age:</b>
Australian	65

**Marcelo Bastos**  
Independent Non-executive Director

N S



**Qualifications:** MBA, BSc (Hons) Mech Eng  
**Appointed:** 1 April 2019

**Skills and experience**

Marcelo contributes to Anglo American more than 30 years of operational and project experience in the mining industry across numerous commodities and geographies, particularly in South America. He is designated by the Board to chair and engage with Anglo American's Global Workforce Advisory Panel.

Marcelo served as chief operating officer of MMG between 2011 and 2017, responsible for the group's copper, zinc, silver, lead and gold operations, and sales and marketing. In this role, he also led the planning and development of the Las Bambas copper

mine in Peru. Prior to MMG, Marcelo served as president of the BHP Mitsubishi Alliance joint venture (metallurgical coal), president of BHP's Cerro Matoso nickel operation in Colombia, president of nickel Americas, and president of Nickel West in Australia. He had a 19-year career at Vale until 2004 in a range of senior positions in Brazil. Marcelo is a former non-executive director of Golder Associates and Oz Minerals Ltd.

**Current external appointments**

Non-executive director of Aurizon Holdings Ltd and Iluka Resources Ltd.

<b>Nationality:</b>	<b>Age:</b>
Brazilian/Australian	60

**Hilary Maxson**  
Independent Non-executive  
Director

A N



**Qualifications:** MBA, B.S. (Applied Economics & Management)

**Appointed:** 1 June 2021

**Skills and experience**

Hilary contributes to Anglo American experience in business, spanning finance, the capital markets, energy transition and technology, gained across her executive career in the US, Europe, Africa and Asia.

Hilary is CFO of Schneider Electric and a member of its executive committee, based in Paris. She previously served as CFO of their largest business unit, Energy Management, having joined the company in 2017 as CFO of the Building and IT business, situated in Hong Kong. Prior to joining Schneider Electric, Hilary spent 12 years with the AES Corporation

in a variety of finance, M&A and business development roles, based across the US, Cameroon and the Philippines, ultimately as CFO for Asia. Hilary began her career at Bank of America and Citigroup, in New York.

**Current external appointments**

None

**Nationality:** American  
**Age:** 44

**Hixonia Nyasulu**  
Independent Non-executive  
Director

N R



**Qualifications:** BA Hons

**Appointed:** 1 November 2019

**Skills and experience**

Hixonia contributes to Anglo American significant global board experience drawn from the natural resources, financial services and consumer industries.

Hixonia has previously served as senior independent director of Vivo Energy plc, and as a non-executive director on the boards of Sasol, including five years as chairman, Nedbank, Unilever NV and Unilever plc. She has also served as a member of the South Africa advisory board of J.P. Morgan and on the board of the Development Bank of Southern Africa. In 2004, Hixonia founded Ayavuna Women's Investments (Pty) Ltd,

a female-controlled investment holding company. Prior to that, she ran T.H. Nyasulu & Associates, a strategy, marketing and research company, after starting her career at Unilever in South Africa. Hixonia was a founder member of the Advisory Group formed by the World Economic Forum to set up a community of global chairs.

**Current external appointments**

A member of the board of AGRA, and chairs the Africa Economic Challenge Fund, both not-for-profit organisations.

**Nationality:** South African  
**Age:** 68

**Nonkululeko Nyembezi**  
Independent Non-executive  
Director

A S



**Qualifications:** MBA, MSc, BSc

**Appointed:** 1 January 2020

**Skills and experience**

Nonkululeko contributes to Anglo American great breadth of technical and strategic insights with a background in engineering and extensive experience spanning mining, steel, financial services and technology in South African and global organisations.

Until May 2022, Nonkululeko was chairman of JSE Limited. She was formerly CEO of Ichor Coal N.V., and has previously served as chairman of Alexander Forbes Group, as a non-executive director on the boards of Old Mutual plc, Exxaro Resources, Universal Coal plc and Denel, and as CEO of ArcelorMittal South Africa. In her earlier career, Nonkululeko

was chief officer of M&A for the Vodacom group and chief executive officer of Alliance Capital, the then local subsidiary of a New York-based global investment management company.

**Current external appointments**

Chairman of Standard Bank Group, and chairs Macsteel Service Centres SA, a privately held business.

**Nationality:** South African  
**Age:** 62



## Joining the Board on 1 April 2023

**Magali Anderson**  
Independent Non-executive  
Director



**Qualifications:** Mech Eng

### Skills and experience

Magali will bring to Anglo American highly relevant experience in capital intensive industries from an international executive career in operational, commercial and business transformation leadership roles, and a deep understanding of sustainability in its broadest sense.

Magali is Chief Sustainability and Innovation Officer of Holcim Group, the Switzerland-based global building materials company, and a member of its executive committee. She joined Holcim as Group Head of Health & Safety in 2016, before becoming Chief Sustainability Officer in 2019 and taking on her current role in 2021. Prior to joining Holcim, she spent the majority of her career with Schlumberger, holding operational line

management positions including CEO, Angola and Region Head, Europe. She has also held several functional roles, including Vice President, Marketing, Vice President, Shared Services for Europe and Africa, and Vice President, Maintenance. Magali started her career as a field engineer on offshore oil rigs in Nigeria, beginning a 27-year career.

### Current external appointments

A member of the advisory boards of industry organisations: Business for Nature, the MIT Climate and Sustainability Consortium, the World Green Building Council and the 50L Home Coalition on water efficiency. Co-chair of the 2050 net-zero work for the Global Cement and Concrete Association.

<b>Nationality:</b>	<b>Age:</b>
French	55

# Appendix 1

## User guide to access the Anglo American plc 2023 AGM virtually

### Timings

Date: 26 April 2023

10:00 UK time Lumi platform and question submission opens

11:00 UK time AGM begins

13:30 UK time (approximately) AGM closes

### Meeting access

Shareholders can participate in the meeting remotely, via the online Lumi platform: <https://web.lumiagm.com/111-954-651>. This can be accessed online using the latest version of Chrome, Firefox and Safari on your PC, laptop, tablet or smartphone. On accessing the Lumi platform, you will be asked to enter your unique shareholder reference number (SRN) and PIN (which is the first two and last two digits of your SRN).

Access to the Lumi platform will be available one hour prior to the start of the meeting. If you experience any difficulties, please contact Equiniti by emailing [hybrid.help@equiniti.com](mailto:hybrid.help@equiniti.com) stating your full name, postcode and SRN, if known.

### Broadcast

Once logged in, and at the commencement of the meeting, you will be able to follow the proceedings on your device.

### Voting

Once the Chair has formally opened voting on all resolutions, the polling icon will appear on the navigation bar. From here, the list of resolutions will automatically appear on your screen. To vote, select the option that corresponds with how you wish to vote ('FOR', 'AGAINST', or 'WITHHELD').

Once you have selected your vote, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received. There is no submit button.

To vote on all resolutions displayed, select the 'vote all' option at the top of the Screen.

To change your vote, reselect your choice. To cancel your vote, select the 'cancel' button. You will be able to do whilst the poll remains open and before the Chair announces its closure.

### Q&A

When you are logged in to the Lumi platform you will be required to register your question via the Lumi messaging function. If you wish to ask your question verbally you will be provided with telephone dial-in instructions, alternatively, your question can be read out on your behalf.

### Requirements

An active internet connection is always required in order to allow you to cast your vote when the poll opens, submit questions and view the Broadcast. It is the user's responsibility to ensure you remain connected for the duration of the meeting.

As well as having the latest internet browser installed, users must ensure their device is up to date with the latest software release.

### Duly appointed proxies and corporate representatives

To receive your unique SRN and PIN please contact the Company's registrar Equiniti by emailing: [hybrid.help@equiniti.com](mailto:hybrid.help@equiniti.com). To avoid any delays accessing the meeting, contact should be made at least 24 hours prior to the meeting date and time.

Mailboxes are monitored 09:00 to 17:00 Monday to Friday (excluding public holidays in England and Wales).

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