

# AGM 2014

## Notice of Annual General Meeting and Shareholder Information

### NOTICE OF PUBLICATION OF ANNUAL REPORT

Notice is hereby given that the Anglo American plc Annual Report 2013 has been published on the Company's website, [www.angloamerican.com](http://www.angloamerican.com)

If you have elected to receive shareholder correspondence in hard copy, then the Annual Report and Accounts will be enclosed herewith. Should you wish to change your election at any time, or if you wish to request a hard copy of the Annual Report and Accounts, you can do so by contacting the Company's UK Share Registrars or South African Transfer Secretaries as appropriate at the relevant address set out on page 6 of this document.

### THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect 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, 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.

## Beware of share fraud

Fraudsters use persuasive and high-pressure tactics to lure investors into scams.

They may offer to sell shares that turn out to be worthless or non-existent, or to buy shares at an inflated price in return for an upfront payment.

While high profits are promised, if you buy or sell shares in this way you will probably lose your money.

### 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/scams](http://www.fca.org.uk/scams).
- 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/scams](http://www.fca.org.uk/scams), 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.

5,000 people contact the Financial Conduct Authority about share fraud each year, with victims losing an average of £20,000.

# 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 Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE at 14:30 on Thursday 24 April 2014 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 2013.
- 2 To declare a final dividend of 53 US cents per ordinary share, payable on 29 April 2014 to those shareholders registered at the close of business on 21 March 2014.<sup>(1)</sup>
- 3 To elect Judy Dlamini as a director of the Company.<sup>(2)</sup>
- 4 To elect Mphu Ramatlapeng as a director of the Company.<sup>(2)</sup>
- 5 To elect Jim Rutherford as a director of the Company.<sup>(2)</sup>
- 6 To re-elect Mark Cutifani as a director of the Company.<sup>(3)</sup>
- 7 To re-elect Byron Grote as a director of the Company.<sup>(3)</sup>
- 8 To re-elect Sir Philip Hampton as a director of the Company.<sup>(3)</sup>
- 9 To re-elect René Médori as a director of the Company.<sup>(3)</sup>
- 10 To re-elect Phuthuma Nhleko as a director of the Company.<sup>(3)</sup>
- 11 To re-elect Ray O'Rourke as a director of the Company.<sup>(3)</sup>
- 12 To re-elect Sir John Parker as a director of the Company.<sup>(3)</sup>
- 13 To re-elect Anne Stevens as a director of the Company.<sup>(3)</sup>
- 14 To re-elect Jack Thompson as a director of the Company.<sup>(3)</sup>
- 15 To re-appoint Deloitte LLP as auditors of the Company for the ensuing year.
- 16 To authorise the directors to determine the remuneration of the auditors.
- 17 To approve the remuneration policy section of the Directors' remuneration report set out in the Annual Report and Accounts for the year ended 31 December 2013.<sup>(4)</sup>
- 18 To approve the implementation report section of the Directors' remuneration report set out in the Annual Report and Accounts for the year ended 31 December 2013.<sup>(5)</sup>

19 To resolve that the rules of the Anglo American plc Bonus Share Plan 2014 (the 'Plan') be approved and the directors be authorised to establish further plans based on the Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the Plan.<sup>(6)</sup>

20 To resolve that the authority conferred on the directors by Article 9.2 of the Company's Articles of Association be renewed, such 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 US\$76.6 million, which represents not more than 10% of the total issued share capital of the Company, exclusive of treasury shares, as at 13 February 2014. This authority shall expire at the earlier of the conclusion of the Annual General Meeting in 2015 or on 30 June 2015. Such authority shall be in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006.<sup>(7)</sup>

## SPECIAL RESOLUTIONS

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

21 To resolve that subject to the passing of Resolution 20 above, the power conferred on the directors by Article 9.3 of the Company's Articles of Association be renewed, such that the directors be empowered to allot shares wholly for cash pursuant to the authority granted by Resolution 20 above and to sell treasury shares wholly for cash in connection with a pre-emptive offer and, otherwise than in connection with a pre-emptive offer, up to a nominal value of US\$38.3 million, which represents no more than 5% of the total issued ordinary share capital of the Company, excluding treasury shares, in issue at 13 February 2014. This authority shall expire at the earlier of the conclusion of the Annual General Meeting in 2015 or on 30 June 2015. Such authority shall be in substitution for all previous authorities pursuant to Section 561 of the Companies Act 2006.<sup>(8)</sup>

22 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>100</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>100</sub> US cents each in the capital of the Company authorised to be acquired is 208.9 million
- b) the minimum price which may be paid for an ordinary share is 54<sup>86</sup>/<sub>100</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 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 the highest current bid as stipulated by Article 5(1) of the Buy-back and Stabilisation Regulations 2003
- d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2015 (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.<sup>(9)</sup>

23 That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.<sup>(10)</sup>

By order of the Board of directors:

### NICHOLAS JORDAN

Company Secretary  
Anglo American plc  
20 Carlton House Terrace  
London SW1Y 5AN  
Registered Number 3564138

21 March 2014

# 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.

## (1) Dividend

Due to a public holiday in South Africa on 21 March 2014, the effective record date to qualify for the dividend in South Africa is 20 March 2014.

## (2) Election of directors

Resolutions 3 to 5 relate to the election of Mphu Ramatlapeng and Jim Rutherford who were appointed to the Board on 8 July and 4 November 2013 respectively and Judy Dlamini who joined on 1 January 2014. Their biographical details are set out on pages 95–96 of the Annual Report and Accounts.

## (3) Re-election of directors

Resolutions 6 to 14 relate to the annual re-election of directors. Their biographical details are set out on pages 94–96 of the Annual Report and Accounts to enable shareholders to take an informed decision on their re-election. The Board confirms that all of the directors continue to perform effectively and demonstrate commitment to the role.

## (4) Remuneration policy

This is set out on pages 120–128 of the Annual Report and Accounts for the year ended 31 December 2013. In accordance with the new remuneration reporting rules, this is a binding vote.

## (5) Implementation report

This is set out on pages 129–136 of the Annual Report and Accounts for the year ended 31 December 2013. In accordance with the new remuneration reporting rules, this is an advisory vote.

## (6) Anglo American plc Bonus Share Plan 2014

The Company is seeking shareholder approval of a new Bonus Share Plan to replace the existing plan which expires shortly. Details of how the Plan will operate for executive directors are set out in the remuneration policy in the Annual Report and Accounts. A general description of the Plan is set out in the Appendix on page 4 of this booklet.

Copies of the draft rules of the proposed new Plan may be inspected at the registered office of the Company and at the office of Linklaters, One Silk Street, London EC2Y 8HQ during usual business hours on weekdays (public holidays excluded) until the date of the Annual General Meeting, and also at the place of the Annual General Meeting for at least 15 minutes prior to, and during, the meeting.

## (7) Authority to allot securities

The purpose of Resolution 20 is to renew the directors' power to allot shares. The authority will 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 US\$76.6 million, which represents not more than 10% of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 13 February 2014. At 13 February 2014, the Company held 11,293,733 treasury shares which represented 0.81% of the total ordinary issued share capital, excluding treasury shares, at that date.

There are no present plans to allot new shares.

If the resolution is passed, the authority will expire on the earlier of the conclusion of the Annual General Meeting in 2015 or 30 June 2015.

## (8) Disapplication of statutory pre-emption rights

The purpose of Resolution 21 is to authorise the directors (subject to the passing of Resolution 20) to allot new shares of the Company and to sell treasury shares for cash as if the pre-emption provisions of section 561 of the Companies Act 2006 do not apply. Under Section 561(1) of the Companies Act 2006, if the directors wish to allot 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), they must first be offered to existing shareholders pro-rata to their holdings.

Section 561 of the Companies Act 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 21 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 US\$38.3 million, which represents no more than 5% of the total issued ordinary share capital of the Company, excluding treasury shares, in issue at 13 February 2014 (being the last practicable date prior to publication of this Notice of AGM). The limit of 5% is derived from ABI guidelines.

For all issues of shares for cash above this 5% threshold, the Resolution 21 disapplication of Section 561 of the Companies Act allows 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.

The authority granted by Resolution 21 will expire at the conclusion of the AGM in 2015 or on 30 June 2015, whichever is the earlier. 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 not to allot shares for cash on a non pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company within a rolling three-year period without prior consultation with shareholders.

## (9) 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, excluding treasury shares, as at 13 February 2014. 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 13 February 2014 was 894,394 ordinary shares, which represents 0.06% of the issued ordinary share capital, excluding treasury shares, at that date. If the Company were to buy back the maximum number of shares permitted, then the number of options outstanding would represent 0.08% of the reduced share capital.

## (10) Notice of general meetings

Changes made to the Companies Act 2006 by the Shareholders' Rights Regulations increase the notice period required for general meetings of the Company to 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.

Resolution 23 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.

# APPENDIX

## Appendix 1: The Anglo American plc Bonus Share Plan 2014

The principal terms of the Anglo American Bonus Share Plan 2014 (the 'Plan') are set out below. Details of how the Plan fits within the remuneration policy for executive directors are set out in the Directors' remuneration report in the Annual Report and Accounts.

The Plan will be administered by the Remuneration Committee of the Board of directors (the 'Committee').

### 1 Eligibility

The Committee can select any employee or executive director of the Company or a designated subsidiary to participate in the Plan.

Once selected in respect of any year, the participant will receive a proportion (set by the Committee) of any annual bonus they receive for that year in the form of a deferred share award under the Plan. The balance of any bonus will be paid in cash. The shares comprised in the awards will normally be received (i.e. the awards vest) after a period set on grant (normally three years) provided that the participant remains in employment. On vesting, the shares (some or all) may be subject to an additional holding period. In the case of executive directors a proportion of awards will always be subject to an additional holding period.

### 2 Grant of awards

Awards will normally only be granted within 42 days of the announcement of the Company's results for any period and will not be granted more than 10 years after the Plan's approval by shareholders.

Awards can take the form of conditional rights to receive free shares (or a cash equivalent) or shares transferred to the participant on grant on the basis that they will be forfeited if the award lapses.

### 3 Limits

In any 10 year period, not more than 10% of the issued ordinary share capital of the Company may be issued or be issuable under the Plan and all other employees' share plans operated by the Company. In addition, in any 10 year period, not more than 5% of the issued ordinary share capital of the Company may be issued or be issuable under all discretionary share plans adopted by the Company. These limits do not include awards which have lapsed.

Treasury shares transferred to satisfy an award will be counted as if new shares had been issued for so long as it is considered best practice to do so.

Awards will be limited by the maximum bonus opportunity available to the participant which, in the case of directors of the Company, will be set out in the directors' remuneration policy as may apply from time to time.

### 4 Vesting of awards

Awards will normally vest and shares will be received at the end of a vesting period set by the Committee when the award is granted. It is anticipated that this will normally be three years from the date of grant. Vesting will not be subject to further performance conditions because the amount of the bonus, on which the award is based, will itself be determined based on the satisfaction of performance conditions.

Subject to any additional holding period, shares will be issued or transferred to the participant at the end of the vesting period. The Company may decide to satisfy the awards in cash.

On vesting, the participant may receive cash or additional shares based on the value of dividends paid on the number of shares in the award during the vesting period and, if relevant, the holding period.

### 5 Leaving employment

An award will normally lapse if the participant leaves employment before the end of the vesting period. However, if the participant leaves for certain reasons such as disability, ill health, injury, death, redundancy, retirement or sale of his employer (or in other circumstances if the Committee allows), the award will vest on leaving. In the case of executive directors, the award will continue until the normal vesting date or if relevant the end of the holding period, unless the Committee decides otherwise in exceptional circumstances such as death or other compassionate grounds.

### 6 Holding period

An award may be granted on the basis that some or all of the shares issued or transferred on vesting must be held for a further holding period set by the Committee at the time of grant. If the participant is an executive director of the Company and voluntarily resigns to work for a competitor during the holding period, the shares will be forfeited. If the participant leaves in any other circumstances, the holding period will continue and the shares will be released at the end of the holding period unless the Committee decides otherwise in exceptional circumstances such as death or other compassionate grounds.

In other respects, unless the Committee decides otherwise, the participant has all the rights of a shareholder during the holding period.

Subject to the directors' remuneration policy as may apply from time to time, it is intended that a proportion of the awards made to directors of the Company will always be subject to a two-year holding period.

### 7 Clawback

Awards can be reduced at any time before the end of the vesting or holding period if the Committee decides that there has been a material misstatement in the Company's results; misconduct; or a material failing in risk management processes that has given, or is likely to give, rise to significant and lasting value destruction for the Company.

### 8 Takeovers and reorganisations

Awards will generally vest early on a takeover, merger or other corporate reorganisation and any holding period will end. Alternatively, participants may be allowed or required to exchange their awards for awards over shares in the acquiring company.

### 9 General

The number of shares subject to an award may be adjusted to reflect a rights issue, demerger or any variation in the share capital of the Company.

Awards are not transferable (except to personal representatives on death) and are not pensionable and participants do not pay for the grant of an award.

Any shares issued following the vesting of awards will rank equally with shares of the same class in issue on the date of allotment except in respect of rights arising by reference to a prior record date.

### 10 Amendments

The Committee may amend the Plan in any way. However, shareholder approval will be required to amend certain provisions to the advantage of participants. These provisions relate to eligibility, individual and plan limits, the rights attaching to awards and shares, the adjustment of awards on variation in the Company's share capital and the amendment powers.

The Committee may, without shareholder approval:

- make minor amendments to benefit the administration of the Plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment; or
- establish further plans based on the Plan, but modified to take account of securities laws, exchange controls or tax legislation outside the UK on the basis that shares made available under such further plans will be treated as counting against the limits under the Plan.



### VOTING ARRANGEMENTS

Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. The total number of issued ordinary shares in the Company (excluding those held in treasury) on 13 February 2014, which is the latest practicable date before the publication of this document, is 1,394,171,599, carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 13 February 2014 is 1,394,171,599.

A poll will be held at the AGM on each of the resolutions. A poll reflects the number of voting rights exercisable by each member and so is the most democratic method of voting. Shareholders entitled to attend and vote at the AGM 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 at the AGM in person.

A proxy need not be a shareholder of the Company. To be valid, proxy appointments must be received no later than 48 hours prior to the meeting. 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 below your name on the accompanying form of proxy.

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 his 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.

### CORPORATE REPRESENTATIVES

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

### FORM OF PROXY

Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his/her proxy to exercise all or any of his/her 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 accompanying form of proxy. For shareholders outside South Africa, 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.

To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Share Registrars or Transfer Secretaries or the form of proxy may be photocopied.

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.

### 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.

### RECORD DATE

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 18:00 UK time on 22 April 2014 or, if the meeting is adjourned, 18:00 two days prior to the time fixed for the adjourned meeting (as the case may be).

### PUBLICATION OF AUDIT CONCERNS

Shareholders should note that, under Section 527 of the Companies Act 2006 members 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 auditors' report and the conduct of the audit) that are to be laid before the AGM for the financial year beginning 1 January 2013; or (ii) any circumstance connected with an auditor of the Company (appointed for the financial year beginning 1 January 2013) 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 auditors no later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting 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.

### QUESTIONS

Any member 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:

- to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- the answer has already been given on a website in the form of an answer to a question;
- 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 required by Section 311A of the Companies Act 2006 can be found at [www.angloamerican.com](http://www.angloamerican.com)

### LIMITATIONS OF ELECTRONIC ADDRESSES

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

# SHAREHOLDER INFORMATION

## SHAREHOLDING ENQUIRIES

Enquiries relating to shareholdings should be made to the Company's UK Registrars, Equiniti or the South African Transfer Secretaries, Link Market Services, at the relevant address below:

## UK REGISTRARS

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

### Telephone:

In the UK: 0871 384 2026\*  
From overseas: +44 (0)121 415 7558

## TRANSFER SECRETARIES IN SOUTH AFRICA

Link Market Services South Africa (Pty) Ltd  
13th Floor, Rennie House  
19 Ameshoff Street, Braamfontein 2001  
(PO Box 4844, Johannesburg 2000)  
South Africa

**Telephone:** +27 (0) 11 713 0800

**Fax:** +27 (0) 86 674 2450

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

## REGISTERED AND HEAD OFFICE

Anglo American plc  
20 Carlton House Terrace  
London SW1Y 5AN  
England

Telephone: +44 (0)20 7968 8888

Fax: +44 (0)20 7968 8500

Registered number: 03564138

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

## ELECTRONIC COMMUNICATION

Shareholders may elect to receive, electronically, notification of the availability on the Company's website of future shareholder correspondence e.g. Annual Reports and Accounts and Notices of AGMs.

By registering for this service, UK shareholders can also vote online in respect of future AGMs and access information on their shareholding including, for example, dividend payment history, sales and purchases and indicative share prices. In order to register for the services, UK shareholders should contact the UK registrars or log on to [www.shareview.co.uk](http://www.shareview.co.uk) and follow the on-screen instructions. It will be necessary to have a shareholder reference number when registering, which is shown on share certificates, dividend tax vouchers and proxy cards. New UK shareholders also have the option to elect via their proxy card.

The Company has substantially reduced the financial and environmental cost of the annual report production and distribution as a result of ongoing consultations with certificated holders in the UK and South Africa as well as South African investors holding shares in dematerialised form.

## DIVIDENDS

Dividends are declared and paid in US dollars to shareholders with registered addresses in all countries except the UK, eurozone countries and South Africa where they are paid in sterling, euros and South African rand respectively. Shareholders outside South Africa may elect to receive their dividends in US dollars.

Shareholders with bank accounts in the UK or South Africa can have their cash dividends credited directly to their own accounts. Shareholders should contact the relevant registrar to make use of this facility. South African branch register shareholders would need South African exchange control approval to mandate their dividends to an account outside South Africa.

The forthcoming recommended final dividend is 53 US cents/5.8696440 South African rand per share. Details of the amounts in sterling and euros and the applicable currency exchange rates can be obtained from the Company's website [www.angloamerican.com](http://www.angloamerican.com) or from the company secretary after 14 April 2014.

The Company operates a dividend reinvestment plan (DRIP), which enables shareholders to reinvest their cash dividends into purchasing Anglo American shares. Details of the DRIP and how to join are available from Anglo American's UK Registrars and South African Transfer Secretaries and on the Company's website.

## SHARE PRICE

	Pence	SA Cents
Year end	1,320	22,900
High	2,072	28,717
Low	1,207	18,519

The Company's closing share price is published in most national newspapers in the UK and South Africa. During the day the share price is available on the Company's website, [www.angloamerican.com](http://www.angloamerican.com)

## ShareGift

The Company supports ShareGift, the charity share donation scheme administered by The Orr Mackintosh Foundation (registered charity number 1052686). Through ShareGift, shareholders with very small numbers of shares which might be considered uneconomic to sell are able to donate them to charity. Donated shares are aggregated and sold by ShareGift, the proceeds being passed on to a wide range of charities. For those shareholders who wish to use ShareGift, transfer forms are available from the Registrars and further details of the scheme can be found on the website [www.sharegift.org](http://www.sharegift.org)

## SHARE DEALING SERVICE

Telephone, internet and postal share dealing services have been arranged through Equiniti, providing a simple way for UK residents to buy or sell Anglo American shares. For telephone transactions call 0845 603 7037 during normal office hours and for internet dealing log on to [www.shareview.co.uk/dealing](http://www.shareview.co.uk/dealing). You will need your shareholder reference number, found on share certificates, dividend tax vouchers and proxy cards. For further details on the postal dealing service call 0871 384 2026\* (or +44 (0)121 415 7558 from overseas).

## TAX

Information on Capital Gains Tax and the taxation of dividends and distributions can be found in the 'Shareholder Services' section of the Company's website, or by writing to the company secretary.

## UNSOLICITED MAIL

Under the Companies Act, the Company is obliged to make the share register available upon request on payment of the appropriate fee. Because of this, some shareholders may receive unsolicited mail. If you wish to limit the receipt of addressed marketing mail you can register with the Mailing Preference Service (MPS). The quickest way to register with the MPS is via the website: [www.mpsonline.org.uk](http://www.mpsonline.org.uk). Alternatively you can register by telephone on: 0207 291 3310, or by email to: [mpps@dma.org.uk](mailto:mpps@dma.org.uk) or by writing to Freepost 29 LON20771, London W1E 0ZT.

## 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.

Certain US banks have issued American Depository Receipts (ADRs) in respect of Anglo American's ordinary shares. These unsponsored ADRs trade on the OTC markets under the ticker AAUKY.

Persons in the US beneficially hold shares representing approximately 15% of the Company's issued share capital.

## SHAREHOLDERS' DIARY 2014-15

Interim results announcement	July 2014
Annual results announcement	February 2015
Annual report	March 2015
AGM	April 2015

## Substantial shareholdings

As at 31 December 2013, the Company was aware of the following interests in 3% or more of the Company's ordinary share capital:

Company	Number of shares	Percentage of voting rights
Public Investment Corporation (PIC)	116,355,956	8.35
Coronation Asset Management (PTY) Ltd	75,411,187	5.41
BlackRock, Inc.	63,318,019	4.54
Genesis Asset Managers, LLP	55,426,734	3.98
Tarl Investment Holdings Limited <sup>(1)</sup>	47,275,613	3.39
Epoch Two Investment Holdings Limited <sup>(1)</sup>	42,166,686	3.02

<sup>(1)</sup> Epoch Two Investment Holdings Ltd (Epoch 2) and Tarl Investment Holdings Limited (Tarl) are two of the independent companies which purchased shares as part of Anglo American's share buy back programme. Epoch 2 and Tarl have waived their right to vote all the shares they hold or will hold in Anglo American plc.

During the period between 31 December 2013 and 13 February 2014, no changes to the substantial shareholdings were disclosed to the Company in accordance with Disclosure and Transparency Rule 5.

\* Calls to all 0871 numbers stated in this notice are charged at 8p per minute plus network extras. Lines are open 08:30 to 17:30 Monday to Friday.