

## NOTICE OF ANNUAL GENERAL MEETING 2015

### NOTICE OF PUBLICATION OF ANNUAL REPORT

Notice is hereby given that the Anglo American plc Annual Report 2014 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 2 of this document.

### 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 27 February 2015, which is the latest practicable date before the publication of this document, is 1,396,677,668, carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 27 February 2015 is 1,396,677,668.

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 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/her 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.

### 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.

### 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 21 April 2015 or, if the meeting is adjourned, 18:00 two days prior to the time fixed for the adjourned meeting (as the case may be).

### SIGNIFICANT SHAREHOLDINGS

The Company was notified by BlackRock, Inc. on 26 February 2015 that its total interest was 69,958,364 shares representing 5.01% of the Company's ordinary share capital.

The Company has not been notified of any other changes to the significant shareholdings disclosed on page 212 of the Annual Report and Accounts.

### 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 2014; or (ii) any circumstance connected with an auditor of the Company (appointed for the financial year beginning 1 January 2014) 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.

### ADOPTION OF FINANCIAL REPORTING STANDARD (FRS) 101 – REDUCED DISCLOSURE FRAMEWORK

Anglo American plc is required to change its accounting framework for its entity financial statements, which is currently UK GAAP, for its financial year commencing 1 January 2015. No disclosures in the current UK GAAP financial statements would be omitted on adoption of FRS 101 and this does not affect the Group accounts in any way. A shareholder or shareholders holding in aggregate 5% or more of the total allotted shares in Anglo American plc may serve objections to the use of FRS 101 for the Company in writing, to its registered office (20 Carlton House Terrace, London SW1Y 5AN) no later than 23 April 2015.

### 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.

### 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 South Africa (Pty) Limited, 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: +44 121 415 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: 3564138

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

\* 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.

## 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 23 April 2015 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 2014.
- 2 To declare a final dividend of 53 US cents per ordinary share, payable on 28 April 2015 to those shareholders registered at the close of business on 20 March 2015.
- 3 To re-elect Mark Cutifani as a director of the Company.<sup>(1)</sup>
- 4 To re-elect Judy Dlamini as a director of the Company.<sup>(1)</sup>
- 5 To re-elect Byron Grote as a director of the Company.<sup>(1)</sup>
- 6 To re-elect Sir Philip Hampton as a director of the Company.<sup>(1)</sup>
- 7 To re-elect René Médori as a director of the Company.<sup>(1)</sup>
- 8 To re-elect Phuthuma Nhleko as a director of the Company.<sup>(1)</sup>
- 9 To re-elect Ray O'Rourke as a director of the Company.<sup>(1)</sup>
- 10 To re-elect Sir John Parker as a director of the Company.<sup>(1)</sup>
- 11 To re-elect Mphu Ramatlapeng as a director of the Company.<sup>(1)</sup>
- 12 To re-elect Jim Rutherford as a director of the Company.<sup>(1)</sup>
- 13 To re-elect Anne Stevens as a director of the Company.<sup>(1)</sup>
- 14 To re-elect Jack Thompson as a director of the Company.<sup>(1)</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 implementation report section of the Directors' remuneration report set out in the Annual Report and Accounts for the year ended 31 December 2014.<sup>(2)</sup>
- 18 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\$76.7 million, which represents not more than 10% of the total issued share capital of the Company, exclusive of treasury shares, as at 27 February 2015. This authority shall expire at the earlier of the conclusion of the Annual General Meeting in 2016 or on 30 June 2016. Such authority shall be in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006.<sup>(3)</sup>

### SPECIAL RESOLUTIONS

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

- 19 To resolve that subject to the passing of Resolution 18 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 18 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 27 February 2015. This authority shall expire at the earlier of the conclusion of the Annual General Meeting in 2016 or on 30 June 2016. Such authority shall be in substitution for all previous authorities pursuant to Section 561 of the Companies Act 2006.<sup>(4)</sup>
- 20 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 209.3 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 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 2016 (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>(5)</sup>
- 21 That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.<sup>(6)</sup>

By order of the Board:

#### JOHN MILLS

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

2 March 2015

# 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) Re-election of directors**

Resolutions 3 to 14 relate to the annual re-election of directors. Their biographical details are set out on the following pages 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.

## **(2) Implementation report**

This is set out on pages 83–107 of the Annual Report and Accounts for the year ended 31 December 2014. In accordance with the new remuneration reporting rules, this is an advisory vote.

## **(3) Authority to allot securities**

The purpose of Resolution 18 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\$76.7 million, which represents not more than 10% of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 27 February 2015. At 27 February 2015, the Company held 8,787,644 treasury shares which represented 0.63% 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 2016 or 30 June 2016.

## **(4) Disapplication of statutory pre-emption rights**

The purpose of Resolution 19 is to authorise the directors (subject to the passing of Resolution 18) 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 19 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 27 February 2015 (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 19 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 19 will expire at the conclusion of the AGM in 2016 or on 30 June 2016, 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.

## **(5) 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 27 February 2015. 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 27 February 2015 was 184,516 ordinary shares, which represents 0.01% 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 0.02% of the reduced share capital.

## **(6) 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 21 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.

## DIRECTORS' BIOGRAPHIES

### SIR JOHN PARKER, CHAIRMAN

GBE, FREng, DSc (Eng), ScD (Hon), DSc (Hon), DUUniv (Hon), FRINA

72, joined the Board as a non-executive director on 9 July 2009 and became chairman on 1 August 2009. Sir John is also chairman of the Nomination Committee and is a member of the Sustainability Committee. Sir John is recognised as a highly experienced and independent chairman and brings a wealth of leadership experience across a range of industries in many countries, including in South Africa.

He is a non-executive director of Carnival Corporation and Airbus Group as well as deputy chairman of DP World. Sir John is a Visiting Fellow of the University of Oxford and was the President of the Royal Academy of Engineering from 2011 to 2014. Sir John was previously chairman of National Grid plc, senior non-executive director and chair of the Court of the Bank of England, joint chair of Mondi and chair of BVT and P&O plc.

### MARK CUTIFANI, CHIEF EXECUTIVE

BE (Mining Engineering)

56, was appointed as a director and chief executive with effect from 3 April 2013, and is chairman of the Group Management Committee (GMC) and a member of the Corporate Committee (CorpCo) and the Sustainability Committee. Mark has over 38 years' experience of the mining industry across a wide range of geographies and commodities.

Mark is a non-executive director of Anglo American Platinum Limited and Chairman of the De Beers group of companies, and the previous CEO of AngloGold Ashanti Limited. Before joining AngloGold Ashanti, Mark was chief operations officer (COO) at Vale Inco, where he was responsible for Vale's global nickel business. Prior to this he held senior executive positions with the Normandy Group, Sons of Gwalia, Western Mining Corporation, Kalgoorlie Consolidated Gold Mines and CRA (Rio Tinto).

### RENÉ MÉDORI, FINANCE DIRECTOR

Doctorate in Economics

57, was appointed to the Board on 1 June 2005, becoming finance director on 1 September 2005. René is a member of the GMC and chairman of the (CorpCo) and the Investment Committee (InvestCo). René brings significant financial and commercial expertise from capital intensive businesses, supplying products to the oil refining, steel and mining industries and experience in international finance in the UK, Europe and the US.

He is a non-executive director of Anglo American Platinum Limited and Petrofac Limited. René is a former finance director of The BOC Group plc and was a non-executive director of SSE plc (formerly Scottish and Southern Energy plc).

### SIR PHILIP HAMPTON, SENIOR INDEPENDENT DIRECTOR

MA, ACA, MBA

61, joined the Board on 9 November 2009. He is chairman of the Remuneration Committee and a member of the Audit and Nomination Committees. Sir Philip is chairman of The Royal Bank of Scotland and brings to Anglo American significant financial, strategic and boardroom experience across a number of industries. Sir Philip was appointed to the board of GSK as a non-executive director and chair-designate in 2015.

His previous appointments include chairman of J Sainsbury plc, finance director of Lloyds TSB Group plc, BT Group plc, BG Group plc, British Gas plc and British Steel plc, executive director of Lazard's, and non-executive director of RMC Group plc and Belgacom SA. Sir Philip succeeded David Challen as the senior independent director at the conclusion of the 2014 AGM.

### JUDY DLAMINI, NON-EXECUTIVE DIRECTOR

MBChB, DOH, MBA, DBL

55, was appointed to the Board on 1 January 2014 and is a member of the Audit and Remuneration Committees. Judy is a successful businesswoman with longstanding public company board experience across a range of geographies and sectors, including mining.

She is the chairman of Aspen Pharmacare and founder and chairman of Mbekani Group, a South African healthcare investment company. Judy served as a non-executive director of Northam Platinum between 2004 and 2013, and as a member of that company's committees on: health; safety and environmental; investment; and social, ethics and human resources. She started her career as a medical practitioner and after spending two years at HSBC, she began to develop her entrepreneurial interests. Judy is also a founder and trustee of Mkhwiwa Trust, a family vehicle for social responsibility initiatives, and has served as a non-executive director on the boards of Discovery Holdings and Woolworths Holdings.

### BYRON GROTE, NON-EXECUTIVE DIRECTOR

PhD Quantitative Analysis

66, was appointed to the Board on 19 April 2013. He is chairman of the Audit Committee and a member of the Remuneration Committee. Byron contributes broad business, financial and board experience in numerous geographies.

He is a non-executive director of Unilever NV, Unilever plc, Standard Chartered and Akzo Nobel. Byron has extensive management experience across the oil and gas industry. He served on the BP plc board from 2000 until 2013 and was BP's chief financial officer during much of that period.

### PHUTHUMA NHLEKO, NON-EXECUTIVE DIRECTOR

BSc (Eng), MBA

54, joined the Board on 9 March 2011 and is a member of the Audit and Nomination Committees. Phuthuma is also chairman of Pembani Group (Pty) Limited and Afrisam South Africa (Pty) Limited and a non-executive director of BP plc. He is chairman of MTN Group Ltd, having formerly been the President and CEO from 2002 to 2011. He brings broad business experience and previously served as a director on a number of boards in South Africa: Nedbank Group; Alexander Forbes; Bidvest; and Old Mutual (SA).

### RAY O'ROURKE, NON-EXECUTIVE DIRECTOR

KBE, HonFREng, CEng, FIEI, FICE

68, joined the Board on 11 December 2009. He is a member of the Nomination, Remuneration and Sustainability Committees. Ray has a proven track record in delivering complex and large-scale projects around the world, mobilising large numbers of people with great success and applying leading project management and engineering practices. As a member of the Sustainability Committee, he has a keen interest in safety.

Ray founded the O'Rourke Group in 1977, having begun his career at Kier and J Murphy & Sons. In 2001, the O'Rourke Group acquired John Laing to form Laing O'Rourke, now Europe's largest privately owned construction company, of which Ray is chairman.



**MPHU RAMATLAPENG, NON-EXECUTIVE DIRECTOR**

MD, MHSc

62, was appointed to the Board on 8 July 2013 and is a member of the Sustainability Committee. Mphu is a highly experienced leader who brings a broad range of South African and international health expertise at board level across both the public and private sectors. She has a clear vision and deep understanding of the social benefits of effective healthcare programmes and capacity building through partnership.

Mphu is the Executive Vice President of HIV/AIDS and Tuberculosis programmes for the Clinton Health Access Initiative and also the Vice Chair of the Global Fund to Fight AIDS, TB and Malaria. She served as Minister of Health and Social Welfare of Lesotho between 2007 and 2012. In this role, she championed Lesotho's significant achievements in reducing the transmission of HIV from mother to child. Across her career, she has also been a leading advocate for women in business, including serving as founding board member of Women in Business in Lesotho.

**JIM RUTHERFORD, NON-EXECUTIVE DIRECTOR**

BSc (Econ), MA (Econ)

55, joined the Board on 4 November 2013. Jim is a member of the Sustainability and Audit Committees. He has extensive experience in investment management and investment banking, both as an institutional investor and analyst. He brings to the Board considerable financial insight from the perspective of the capital markets and a deep strategic understanding of the mining industry.

Between 1997 and 2013, he was a Senior Vice President of Capital International Investors, a division of the Capital Group, and had responsibility for investments in the mining and metals industry with a broad global geographic coverage. Prior to joining Capital Group, Jim was an investment analyst covering the South American mining and metals industry for HSBC James Capel in New York.

**ANNE STEVENS, NON-EXECUTIVE DIRECTOR**

BSc, PhD

66, joined the Board on 14 May 2012 and is a member of the Audit and Nomination Committees. Anne brings a wealth of experience and wide-ranging commercial acumen from a number of global industries. She has experience gained across North, Central and South America.

Anne has served on the board of Lockheed Martin Corporation as a non-executive director since 2002, and is also the chairman of a privately held IT services business, SA IT. Anne's 16-year career with the Ford Motor Company culminated in her appointment as COO for the Americas, a position she held until 2006. Prior to joining Ford in 1990, Anne spent 10 years in a number of engineering, product development, and sales and marketing roles at Exxon Chemical Co, and three years as chairman and CEO of Carpenter Technology.

**JACK THOMPSON, NON-EXECUTIVE DIRECTOR**

BSc, PhD

64, joined the Board on 16 November 2009, is chairman of the Sustainability Committee and a member of the Remuneration Committee. Jack brings experience gained at all levels of the mining industry and has received wide recognition as a mining executive. He is currently a non-executive director of Tidewater Inc.

Jack was previously chairman and CEO of Homestake Mining Co., vice chairman of Barrick Gold Corp. and has served on the boards of Centerra Gold Inc., Century Aluminum Co., Molycorp Inc., Phelps Dodge Corp., Rinker Group Ltd., and Stillwater Mining.

**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.