

**Notice of Annual General Meeting  
and Shareholder Information**

**Anglo American  
AGM 2007**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION TO TAKE YOU ARE RECOMMENDED TO CONSULT AN INDEPENDENT ADVISOR.**

If you have sold or transferred all of your shares, please pass this document and accompanying form to the purchaser, or transferee, or to the agent through whom the transfer was effected for transmission to the purchaser or transferee.

## Notice of Annual General Meeting

**Notice is hereby given that the annual general meeting of Anglo American plc will be held at The Royal Society, 6-9 Carlton House Terrace, London, SW1Y 5AG at 11:00 am on Tuesday 17 April 2007 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 2006.
2. To declare a final dividend of 75 US cents per ordinary share, payable on 3 May 2007 to those shareholders registered at the close of business on 16 March 2007.
3. To elect Cynthia Carroll as a director of the Company.<sup>1</sup>
4. To re-elect Chris Fay as a director of the Company.<sup>1</sup>
5. To re-elect Sir Rob Margetts as a director of the Company.<sup>1</sup>
6. To re-elect Nicky Oppenheimer as a director of the Company.<sup>1</sup>
7. To re-appoint Deloitte & Touche LLP as auditors of the Company for the ensuing year.
8. To authorise the directors to determine the remuneration of the auditors.
9. To approve the directors' remuneration report for the year ended 31 December 2006 set out in the Annual Report.
10. That the authority to allot relevant securities conferred on the directors by Article 9.2 of the Company's Articles of Association be renewed until the date of the annual general meeting in 2008 up to an aggregate nominal amount of US\$74 million (148 million ordinary shares).<sup>2</sup>
- 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 amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulations 2003; and
- d) The authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company to be held in 2008 (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>4</sup>
13. That the Company be authorised, subject to and in accordance with the provisions of the Companies Act 2006 and the Company's Articles of Association, to send, convey or supply all types of notices, documents or information to the members by means of electronic equipment for the processing (including digital compression), storage and transmission of data, employing wires, radio optical technologies, or any other electromagnetic means, including by making such notices, documents or information available on a website.<sup>5</sup>
14. That the Company's Articles of Association be amended in accordance with the Schedule of Amendments set out as Appendix 1 to the Notice of Annual General Meeting dated 14 March 2007, and which is produced to the meeting and initialled by the Chairman for the purpose of identification.<sup>6</sup>

### Special resolutions

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

11. That subject to the passing of ordinary resolution number 10, the power to allot equity securities wholly for cash conferred on the directors by Article 9.3 of the Company's Articles of Association be renewed until the date of the annual general meeting in 2008 up to an aggregate nominal amount of US\$37 million (74 million ordinary shares).<sup>3</sup>
12. That the Company be and is generally and unconditionally authorised for the purpose of Section 166 of the Companies Act 1985 to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of ordinary shares of US\$0.50 each in the capital of the Company provided that:
  - a) The maximum number of ordinary shares of US\$0.50 each in the capital of the Company authorised to be acquired is 148 million;
  - b) The minimum price which may be paid for an ordinary share is US\$0.50, which amount shall be exclusive of expenses;

By order of the Board of directors:

**Nicholas Jordan**  
**Company Secretary**  
Anglo American plc  
20 Carlton House Terrace  
London SW1Y 5AN  
Registered Number 3564138  
14 March 2007

## Explanatory Notes

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. Election/re-election of directors

Resolutions 3 to 6 relate to the election and re-election of certain directors and full biographical details of each are set out in the Annual Review.

All directors are subject to an annual performance review and the Board confirms that those directors proposed for re-election continue to perform effectively and to demonstrate commitment to the role.

### 2. Resolution 10 – Authority to allot securities

This authority, which the directors have no present intention of exercising (other than as referred to in Explanatory Note 3 below), renews the authority granted at last year's AGM and represents 10% of the ordinary issued share capital as at 20 February 2007 (excluding treasury shares). The Company held 55,485,838 treasury shares as at 20 February 2007 representing 3.73% of the ordinary issued share capital.

In previous years the Company has sought authority over 33.3% of issued capital, in accordance with the Association of British Insurers (ABI) guidelines. It is aware, however, that the investment community in South Africa prefers to see this authority restricted to no more than 10% of issued capital. Given the current level of South African shareholdings in the Company, it has been decided this year to limit the authority to 10%.

### 3. Resolution 11 – Allotment of securities for cash

This authority renews the authority granted at last year's AGM and represents 5% of the ordinary issued share capital as at 20 February 2007 (excluding treasury shares) and is in accordance with the guidelines of the Pre-Emption Group (set up by the London Stock Exchange and which includes the National Association of Pension Fund Managers and the ABI). The directors have no present intention of exercising this authority except in relation to the allotment of ordinary shares to certain non-executive directors by subscription of their after-tax directors' fees.

Any allotments under this authority will be restricted to no more than 7.5% of the ordinary issued share capital over any three-year period.

### 4. Resolution 12 – Authority for market purchases

This authority renews the authority granted at last year's AGM and represents not more than 10% of the ordinary issued share capital as at 20 February 2007 (excluding treasury shares). 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.

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 20 February 2007 was 21,740,803 ordinary shares, which represents 1.46% 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 1.62 % of the reduced share capital.

### 5. Resolution 13 – Electronic communication to shareholders

The Companies Act 2006 contains provisions which will allow companies to publish documents such as the Annual Report on their website rather than posting them to shareholders, provided they consult shareholders in advance and then continue to mail such documents to shareholders that request them. Should the Company decide to implement this power, it will first write to shareholders offering them the opportunity to elect to continue receiving such documents by post.

### 6. Resolution 14 – Amend Articles of Association

Resolution 14 proposes amendments to the Company's Articles of Association to incorporate the new Companies Act 2006, as referred to in Explanatory Note 5 above and as set out in Appendix 1.

### Voting arrangements

A poll will be held at the AGM on each of the resolutions.

Shareholders entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a shareholder of the Company. To be valid, proxy appointments must be received 48 hours prior to the meeting. Only those shareholders registered in the relevant register of members at 11:00 am on 15 April 2007 shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time.

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 Reference Number printed below your name and address on the accompanying form of proxy.

CREST members wishing to appoint a proxy using the CREST electronic proxy appointment service may do so via Lloyds TSB Registrars (ID 7RA01).

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.

## Shareholder Information

### Electronic communication

UK registered shareholders may elect to receive communications from the Company electronically and will then receive future Annual Reviews/Annual Reports, Notice of the AGM and all other communications via e-mail notification. By registering for this service shareholders will be able to 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. For the Company, electronic communication represents a saving in terms of both costs and environmental resources.

To register for the service, shareholders should 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.

Should the Company decide to implement the new electronic communication provisions referred to in Resolution 13, it will first write to all shareholders explaining the new arrangements and offering the opportunity to elect to continue receiving documents by post.

### Dividends

Dividends are declared and paid in US dollars to shareholders with registered addresses in all countries except the UK, euro zone 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 dividend 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.

Details of the amounts in sterling, euros and South African rand and the applicable currency exchange rates can be obtained from the Company Secretary and from the Company's website, [www.angloamerican.co.uk](http://www.angloamerican.co.uk)

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	2,491	34,200
HIGH	2,549	34,841
LOW	1,845	20,910

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 also available on the Company's website.

### 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 Lloyds TSB Registrars, providing a simple way for UK residents to buy or sell Anglo American shares. For telephone transactions call 0870 850 0852 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 0870 609 2286.

### 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 such mail, you should write to the Mailing Preference Service at FREEPOST 22, London W1E 7EZ or telephone +44 (0)845 703 4599. You may still, however, receive some mail from organisations that do not subscribe to the service.

### Stock exchange listings

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

### Shareholders' diary 2007/8

Interim results announcement	August 2007
Interim dividend payment	September 2007
Annual results announcement	February 2008
Annual Report	March 2008
AGM	April 2008
Final dividend	May 2008

### Substantial shareholdings

As at 20 February 2007, the Company was aware of the following interests in 3% or more of the Company's ordinary share capital:

Name	Shareholding	Percentage of issued capital
Legal & General plc	61,215,523	4.12%
Old Mutual plc	104,284,426	7.02%
PLC Nominees (Pty) Limited <sup>(1)</sup>	369,129,227	24.84%

<sup>(1)</sup> The nominee for those shareholders in South Africa who hold their shares via the STRATE system.

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**Shareholding enquiries**

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

**UK Registrars**

Lloyds TSB Registrars  
The Causeway, Worthing  
West Sussex BN99 6DA, England  
Telephone:  
In the UK: 0870 609 2286  
From overseas: +44 121 415 7558

**Transfer Secretaries  
in South Africa**

Link Market Services (Pty) Ltd  
11 Diagonal Street  
Johannesburg 2001, South Africa  
(PO Box 4844  
Johannesburg 2000)  
Telephone: +27 (0)11 834 2266  
Fax: +27 (0)11 834 4398

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.co.uk](http://www.angloamerican.co.uk)

## Appendix 1: Schedule of Amendments

Article 2 shall be amended by:

- i. deleting the definition of “Act”;
- ii. adding above the definition of “CREST Regulations” a definition for “Company Communication Provisions” which reads “The same meaning ascribed to it in the Companies Acts;
- iii. in the definition of “in writing”:
  - a. after “substitute” deleting the words “for writing or partly one and partly another”;
  - b. inserting “(” before “including”;
  - c. inserting “anything in electronic form or partly one and partly another)” after “including”; and
  - d. deleting “(but only to the extent that (a) the Directors so resolve, either generally or in relation to particular categories of document, and (b) the recipient (if not the Company) has requested or agreed) electronic communication”;
- iv. in the definition of “Securities Seal”:
  - a. adding “for sealing securities issued by the Company, or for sealing documents creating or evidencing securities so issued, as permitted” after “Company”;
  - b. deleting the words “virtue of Section 40 of”; and
  - c. replacing “Act” with “Acts”;
- v. in the definition of “Statutes”:
  - a. inserting “Companies” before “Act”;
  - b. replacing “Act” with “Acts”;
  - c. replacing “for the time being” with “(to the extent the same is”; and
  - d. adding “)” after “force”;
- vi. in the paragraph after the paragraph ending “holders of any class of shares of the Company”:
  - a. replacing “communication” and “electronic communication” with “hard copy form”, “electronic form” and “electronic means”;
  - b. replacing “Electronic” with “Company”;
  - c. inserting “Provisions” after “Communications”; and
  - d. deleting “Act 2000, the latter including, without limitation, e-mail, facsimile, CD Rom, audio tape and telephone transmission and (in the case of electronic communication by the Company in accordance with Article 135.1) publication on a web site”;
- vii. in the following paragraph adding the following wording:

“The expression “Companies Acts” shall have the meaning given thereto by Section 2 of the Companies Act 2006 but shall only extend to provisions which are in force at the relevant date.”;
- viii. in the definition of “address”:
  - a. deleting “shall”;
  - b. replacing “include” with “includes”;
  - c. deleting “in relation to electronic communication,”;
  - d. after “for the purposes of” adding “sending or receiving notices, documents, or information by electronic means and/or by means of a website; and
  - e. deleting “such communication”;
- ix. in the paragraph beginning “Subject as aforesaid”:
  - a. inserting “Companies” before “Act”;
  - b. replacing “Act” with “Acts”; and
  - c. deleting “or the CREST Regulations”.

Article 5.2 shall be amended by replacing “Act” with “Statutes”.

Article 7 shall be amended by replacing “Act” with “Statutes”.

Article 9.2 shall be amended by inserting “Companies” before “Act” and replacing “Act” with “Acts”.

Article 9.3 shall be amended by inserting “Companies” before “Act” and replacing “Act” with “Acts”.

Article 9.5 (b) shall be amended so that 2004 becomes 2008 and “18 March 2004” becomes “17 July 2008”.

Article 61.2 shall be amended by inserting “Companies” before “Act” and replacing “Act” with “Acts”.

Article 61.7 shall be amended by inserting “Companies” before “Act” and replacing “Act” with “Acts”.

Article 61.8 shall be amended by inserting “Companies” before “Act” and replacing “Act” with “Acts”.

Article 65 (a) shall be amended by replacing “comply” with “authenticated in accordance”.

Article 65 (b) shall be amended by replacing “comply” with “authenticated in accordance”.

Article 65 shall be amended by:

- i. replacing, in the first sentence, “The” with “Any”;
- ii. after the word “on” including “or authentication of”; and
- iii. in the second sentence, adding the words “or authenticated in accordance with Article 134” after the word “signed”.

Article 83 shall be amended so that at both instances after the words “in writing signed” shall be inserted “or authenticated in accordance with Article 134”.

Article 87.1 shall be amended to include, after the words “for this purpose”:, and each Director shall, on appointment, be taken to have agreed to the giving of notices in any such manner.”.

Article 95.2 (c) shall be amended by inserting, in both instances, “Companies” before “Act” and replacing “Act” with “Acts”.

Article 96 (b) shall be amended to replace “within the meaning of Section 346 of” with “as such expression is defined in the Companies Acts”.

Article 121.2 shall be amended to include after the words “if such document is signed”: “or authenticated in accordance with Article 134”.

Article 126 shall be amended by:

- i. deleting “Provided that” from before “this Article shall not require”; and
- ii. deleting the last sentence which reads “To the extent permitted by the Statutes and agreed by the member, the documents referred to in this Article may be sent by electronic communication.”.

Article 129 shall be amended by:

- i. including in the heading the word “etc”; and
- ii. replacing the body of the Article in its entirety with the following text:

“129.1 The Company may, subject to and in accordance with the Companies Act 2006 and these Articles, send or supply all types of notices, documents or information to members by electronic means, and/or by means of a website.

129.2 The Company Communications Provisions have effect for the purposes of any provision of the Companies Acts or these Articles that authorises or requires notices, documents or information to be sent or supplied by or to the Company.

129.3 Any notice, document or information (including a share certificate) which is sent or supplied by the Company in hard copy form or in electronic form but to be delivered other than by electronic means and which is sent by pre-paid post and properly addressed shall be deemed to have been received by the intended recipient at the expiration of 24 hours (or, where second class mail is employed, 48 hours) after the time it was posted, and in proving such receipt it shall be

sufficient to show that such notice, document or information was properly addressed, pre-paid and posted.

129.4 Any notice, document or information which is sent or supplied by the Company by electronic means shall be deemed to have been received by the intended recipient 24 hours after the time it was sent, and in proving such receipt it shall be sufficient to show that such notice, document or information was properly addressed.

129.5 Any notice, document or information which is sent or supplied by the Company by means of a website shall be deemed to have been received when the material was first made available on the website or, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

129.6 The accidental failure to send, or the non-receipt by any person entitled to, any notice of or other document or information relating to any meeting or other proceeding shall not invalidate the relevant meeting or proceeding.

129.7 The provisions of this Article shall have effect in place of the Company Communications Provisions relating to deemed delivery of documents or information.”

**With the exception of the heading, Article 130 shall be replaced in its entirety with the following text:**

“Anything which needs to be agreed or specified by the joint holders of a share shall for all purposes be taken to be agreed or specified by all the joint holders where it has been agreed or specified by the joint holder whose name stands first in the Register in respect of the share.

Any notice, document or information which is authorised or required to be sent or supplied to joint holders of a share may be sent or supplied to the joint holder whose name stands first in the Register in respect of the share, to the exclusion of the other joint holders.

The provisions of this Article shall have effect in place of the Company Communications Provisions regarding joint holders of shares.”

**With the exception of the heading, Article 131 shall be replaced in its entirety with the following text:**

“131.1 A person who claims to be entitled to a share in consequence of the death or bankruptcy of a member [or otherwise by operation of law] shall supply to the Company:

131.1.1 such evidence as the Directors may reasonably require to show his title to the share,

131.1.2 an address within the United Kingdom for the service of notices, whereupon he shall be entitled to have served upon or delivered to him at such address any notice, document or information to which the said member would have been entitled, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such notice, document or information on all persons interested (whether jointly with or as claiming through or under him) in the share.

131.2 Save as provided by paragraph 131.1, any notice, document or information delivered or sent by post to or left at the address of any member on pursuance of these Articles shall, notwithstanding that such member be then dead or bankrupt or in liquidation, and whether or not the Company has notice of his death or bankruptcy or liquidation, be deemed to have been duly served or delivered in respect of any share registered in the name of such member as sole or first-named joint holder.

131.3 The provisions of this Article shall have effect in place of the Company Communication Provisions regarding the death or bankruptcy of a holder of shares in the Company.”

**Article 132 shall be amended by:**

- i. including at the beginning the words “The Company shall not be required to send notice of any general meeting to”;
- ii. replacing the word “a” after “Company” with “an”;
- iii. deleting the word “postal”; and
- iv. deleting the words “shall not be entitled to receive notices from the Company” from the last sentence.

**Article 133 shall be amended by:**

- i. replacing the word “thereto” from after “all members entitled” with “to receive such notice in hard copy form”;
- ii. inserting after “confirmatory copies of the notice by post to” the word “such”; and
- iii. deleting the words “to whom it was not sent by electronic communication”.

**Article 134 shall be amended by:**

- i. amending the heading to read “Signature or authentication of documents sent by electronic means”;
- ii. in the first sentence:
  - a. deleting the word “under” from before “these Articles”;
  - b. deleting “a document” from after “these Articles”;
  - c. replacing “requires” with “require”;
  - d. inserting “or authenticated” after the wording “to be signed”;
  - e. inserting after “or any other person then”:  
“any document sent by electronic means must be authenticated by confirmation of the identity of the sender. Such confirmation may be provided by incorporation of”;
  - f. deleting the words “if in the form of an electronic communication, it must, to be valid, incorporate”; and
  - g. including the following sentence after “genuine”:  
“Alternatively, the Company may accept as sufficient authentication of a document a statement of the identity of the sender which the Company has no reason to suspect is untrue.”

**Article 135 shall be deleted in its entirety and the Articles that follow shall be renumbered accordingly.**

**Article 136 shall be amended (as the renumbered Article 135) by:**

- i. deleting “offer” and “other”; and
- ii. inserting after the word “document”：“or information”.

**Article 140.2 shall be amended (as the new Article 139.2) so that both references to paragraph 140 shall refer to paragraph 139.**

**Article 140.3 shall be amended (as the new Article 139.3) so that the reference to paragraph 140 shall refer to paragraph 139.**



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