

# AGM 2012

## 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 2011 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 Report 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 Report, you can do so by contacting the Company's UK Share Registrars or South African Transfer Secretaries as appropriate at the address set out on page five 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 consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 immediately.

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

# NOTICE OF ANNUAL GENERAL MEETING

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 2.30 pm on Thursday 19 April 2012 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 2011.
- 2 To declare a final dividend of 46 US cents per ordinary share, payable on 26 April 2012 to those shareholders registered at the close of business on 30 March 2012.
- 3 To re-elect Cynthia Carroll as a director of the Company.<sup>(1)</sup>
- 4 To re-elect David Challen as a director of the Company.<sup>(1)</sup>
- 5 To re-elect Sir CK Chow 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 Mamphele Ramphele as a director of the Company.<sup>(1)</sup>
- 12 To re-elect Jack Thompson as a director of the Company.<sup>(1)</sup>
- 13 To re-elect Peter Woicke as a director of the Company.<sup>(1)</sup>
- 14 To re-appoint Deloitte LLP as auditors of the Company for the ensuing year.
- 15 To authorise the directors to determine the remuneration of the auditors.
- 16 To approve the directors' remuneration report for the year ended 31 December 2011 set out in the Annual Report.
- 17 To resolve that the authority conferred on the directors by Article 9.2 of the Company's Articles of Association be renewed for the period ending at the conclusion of the Annual General Meeting in 2013 or on 30 June 2013, whichever is the earlier, and for such period the Section 551 Amount shall be US\$72.7 million. Such authority shall be in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006.<sup>(2)</sup>

## SPECIAL RESOLUTIONS

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

- 18 To resolve that subject to the passing of Resolution 17 above, the power conferred on the directors by Article 9.3 of the Company's Articles of Association be renewed for the period referred to in Resolution 17 and for such period the Section 561 Amount shall be US\$36.3 million. Such authority shall be in substitution for all previous powers pursuant to Section 561 of the Companies Act 2006.<sup>(3)</sup>
- 19 To resolve that the Company be and is generally and unconditionally authorised for the purpose of Section 701 of the Companies Act 2006 to make market purchases (within the meaning of Section 693 of the Companies Act 2006) of ordinary shares of 54<sup>86</sup>/<sub>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 198.4 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; and
  - d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2013 (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>
- 20 That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.<sup>(5)</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

15 March 2012

# 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 13 relate to the re-election of the directors. Their biographical details are set out on pages 90 and 91 of the Annual Report 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) Authority to allot securities**

The purpose of Resolution 17 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\$72.7 million, which represents not more than 10% of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 16 February 2012.

At 16 February 2012, the Company held 19,361,942 treasury shares which represents 1.46% of the total ordinary issued share capital, excluding treasury shares, at that date.

There are no present plans to allot new shares other than as referred to in Explanatory Note 3 below.

If the resolution is passed, the authority will expire on the earlier of the conclusion of the Annual General Meeting in 2013 or 30 June 2013.

**(3) Disapplication of pre-emption rights**

If the directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme) company law requires that these shares are offered first to shareholders in proportion to their existing holdings.

The purpose of Resolution 18 is to authorise the directors to allot new shares pursuant to the authority given by Resolution 17, or sell treasury shares, for cash in connection with a pre-emptive offer or rights issue; or otherwise up to a nominal value of US\$36.3 million, equivalent to 5% of the total issued ordinary share capital of the Company, excluding treasury shares, as at 16 February 2012, in each case without the shares first being offered to existing shareholders in proportion to their existing holdings.

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.

The directors consider the authority in Resolution 18 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer without the need to comply with the strict requirements of the statutory pre-emption provisions.

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.

**(4) Resolution 19 – Authority for market purchases**

The directors are requesting this authority which, in accordance with practice in the UK, represents not more than 14.99% of the ordinary issued share capital, excluding treasury shares, as at 16 February 2012. 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 16 February 2012 was 3,806,320 ordinary shares, which represents 0.29% 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 0.34% of the reduced share capital.

**(5) 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 20 seeks such approval. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

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

### 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 16 February 2012, which is the latest practicable date before the publication of this document, is 1,323,606,957, carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 16 February 2012 is 1,323,606,957.

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/CREST](http://www.euroclear.com/CREST)). 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 6.00 pm UK time on 17 April 2012 or, if the meeting is adjourned, 6.00 pm 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 auditor's report and the conduct of the audit) that are to be laid before the AGM for the financial year beginning 1 January 2011; or (ii) any circumstance connected with an auditor of the Company (appointed for the financial year beginning 1 January 2011) ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not 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

\* Calls to all 0871 numbers stated in this notice are charged at 8p per minute from a BT landline. Lines are open 8:30 am to 5:30 pm Monday to Friday. Other telephony providers' costs may vary.

## 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) 11 403 0536

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)

## 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 Notices of AGMs.

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

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 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.

## 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 46 US cents/3.5998 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.

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	2,379.0	29,640
High	3,437.0	39,570
Low	2,138.5	26,600

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).

\* Calls to all 0871 numbers stated in this notice are charged at 8p per minute from a BT landline. Other telephony providers' costs may vary.

## 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 29 LON20771, London W1E 0ZT or telephone 0845 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 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 OTCBB Pink Sheets under the ticker AAUKY.

Persons in the US beneficially hold shares representing approximately 20% of the Company's issued share capital.

## SHAREHOLDERS' DIARY 2012/13

Interim results announcement	August 2012
Annual results announcement	February 2013
Annual report	March 2013
AGM	April 2013

### Substantial shareholdings

As at 16 February 2012, 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 common stocks
BlackRock, Inc.	78,986,629	5.97%
Epoch Two Investment Holdings Limited <sup>(1)</sup>	42,166,686	3.19%
Legal & General plc	53,328,155	4.03%
Public Investment Corporation (PIC)	77,592,603	5.86%
Tarl Investment Holdings Limited <sup>(1)</sup>	47,275,613	3.57%

<sup>(1)</sup> Epoch Two Investment Holdings Ltd (Epoch 2) and Tarl Investment Holdings Limited (Tarl) are two of the independent companies which have 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.

## APPENDIX 1

### WARNING TO SHAREHOLDERS – BOILER ROOM SCAMS

In recent years, many companies have become aware that their shareholders have received unsolicited phone calls or correspondence concerning investment matters. These are typically from overseas based 'brokers' who target UK shareholders, offering to sell them what often turn out to be worthless or high risk shares in US or UK investments. These operations are commonly known as 'boiler rooms'. These 'brokers' can be very persistent and extremely persuasive, and a 2006 survey by the Financial Services Authority (FSA) has reported that the average amount lost by investors is around £20,000.

It is not just the novice investor that has been duped in this way; many of the victims had been successfully investing for several years. Shareholders are advised to be very wary of any unsolicited advice, offers to buy shares at a discount or offers of free company reports. If you receive any unsolicited investment advice:

- Make sure you get the correct name of the person and organisation
- Check that they are properly authorised by the FSA before getting involved by visiting [www.fsa.gov.uk/register](http://www.fsa.gov.uk/register) and contacting the firm using the details on the register
- Report the matter to the FSA either by calling 0845 606 1234 or visiting [www.fsa.gov.uk/pages/consumerinformation](http://www.fsa.gov.uk/pages/consumerinformation)
- If the calls persist, hang up

If you deal with an unauthorised firm, you will not be eligible to receive payment under the Financial Services Compensation Scheme. The FSA can be contacted by completing an online form at <http://www.fsa.gov.uk/Pages/Doing/Regulated/Law/Alerts/form.shtml>

Details of share dealing facilities that the Company endorses are set out on page five of this document.

More detailed information on this or similar activity can be found on our Consumer Information section at [www.fsa.gov.uk/pages/consumerinformation](http://www.fsa.gov.uk/pages/consumerinformation)