

Anglo American plc

Notice of Annual General Meeting
Remuneration Policy 2001
Shareholder Information

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of shareholders will be held at The Banqueting House, Whitehall London SW1A 2ER, at 11:00 am on Friday, 10 May 2002 for the following business:

Ordinary business

- 1 To receive and adopt the financial statements comprising the consolidated financial statements of the Anglo American Group and the unconsolidated financial statements of Anglo American plc incorporated therein and the reports of the directors and auditors for the year ended 31 December 2001.
- 2 To declare a final dividend of 34 US cents per ordinary share, which, together with the interim dividend declared in September and paid in October 2001 will result in a total dividend in respect of the year ended 31 December 2001 of 49 US cents per share.
- 3 In accordance with the provisions of the Articles of Association of the Company and upon the recommendation of the board, to elect as directors (as separate resolutions):
 - (a) Mr G Lindahl
 - (b) Professor K A L M Van Miert
- 4 In accordance with the provisions for retirement in the Articles of Association of the Company to re-elect the following directors (as separate resolutions):
 - (a) Mr R M Godsell
 - (b) Mr A J Trahar
- 5 To re-appoint Deloitte & Touche auditors for the ensuing year and authorise the directors to determine their remuneration.
- 6 To approve the remuneration policy set out in the remuneration report for the year ended 31 December 2001.

Special business

To consider and, if thought fit, to pass the following resolutions which will be proposed, as to resolutions 7 and 8, as ordinary resolutions, and as to resolutions 9, 10 and 11, as special resolutions.

Ordinary resolutions

- 7 That the authorised share capital of the Company be increased from US\$733,893,716 and £50,000 to US\$1,000,000,000 and £50,000 by the creation of 532,212,568 new ordinary shares of US\$0.50 each having the rights set out in the Articles of Association.
- 8 That the authority to allot ordinary shares 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 2003 up to an aggregate nominal amount of US\$240,000,000 (480 million ordinary shares).

Special resolutions

- 9 That subject to the passing of Ordinary Resolution 8 set out in this notice, the power to allot ordinary shares for cash conferred on the directors by Article 9.3 of the Company's Articles of Association be renewed for the period referred to in such resolution up to an aggregate nominal amount of US\$35,000,000 (70 million ordinary shares).
- 10 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 145,000,000;
 - (b) the minimum price which may be paid for ordinary shares is US\$0.50, 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 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
- (d) the authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company to be held in 2003 (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.
- 11 That the Articles of Association of the Company be and are hereby amended as follows:
- (a) In Article 2:
- (i) The following wording be added to the definition of “in writing”:
- ...“including (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.”
- (ii) The following paragraphs be added immediately after the paragraph beginning “The expression “shareholders’ meeting” shall include
- “The expressions “communication” and “electronic communication” shall have the same respective meanings as in the Electronic Communications 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 website.
- The expression “address” shall include, in relation to electronic communication, any number or address used for the purposes of such communication.”
- (iii) In the definition of the London Stock Exchange delete the word “Limited” and replace with “plc”.
- (iv) Following the definition of “Transfer Office” add the following definition:
- “UK Listing Authority” The Financial Services Authority in its capacity as competent authority under the Financial Services and Markets Act 2000.
- (b) In Article 6 the words “London Stock Exchange” be deleted and replaced with “UK Listing Authority”.
- (c) In Article 35.2 the words “London Stock Exchange” be deleted and replaced with “UK Listing Authority”.
- (d) In Article 43.1(b) (line 3) the word “postal” be inserted before the word “address” (twice).
- (e) In Article 51 the last 10 words be deleted and the following substituted: “accordance, mutatis mutandis, with Articles 46 and 47”.
- (f) The following Articles 65, 66 and 67 be substituted for the existing Articles 65, 66 and 67:

“65 Form of proxy

The appointment of a proxy must be in writing in any usual or common form or in any other form which the Directors may approve and:

- (a) in the case of an individual must either be signed by the appointor or his attorney or comply with Article 134; and
- (b) in the case of a corporation must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation or comply with Article 134.

The signature on such appointment need not be witnessed. Where appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notarially or in some other way approved by the Directors must (failing previous registration with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.

66 Deposit of appointment of proxy

The appointment of a proxy must be received at such address or one of such addresses (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no address is so specified, must be left at the Transfer Office) not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, and in default shall not be treated as valid. The appointment shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates. An appointment relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates.

67 Rights of proxy

A proxy shall have the right to demand or join in demanding a poll but no further right to speak at the meeting, except with the permission of the chairman of the meeting.”

- (g) In Article 126:

- (i) In line 9 the word “postal” be inserted before the word “address”.
- (ii) The following sentence be added to the end of Article 126: “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.”

- (h) In Article 129 the following paragraph be inserted as Article 129.3, renumbering the existing Article 129.3 and Article 129.4 as Article 129.4 and Article 129.5 respectively:

“129.3 Any document or notice which, in accordance with these Articles, may be sent by the Company by electronic communication shall, if so sent, be deemed to be received at 9 a.m. U.K. time on the day following that on which it was transmitted. Proof (in accordance with the formal recommendations of best practice contained in the guidance issued by the Institute of Chartered Secretaries and Administrators) that an electronic communication was sent shall be conclusive evidence of such sending.”

- (i) In Article 130 (line 6), Article 131 (end of line 3 and beginning of line 4) and Article 132 (line 2) the words “an address” be deleted and replaced with the words “a postal address”.
- (j) In Article 131 (line 10) the words “by post to or left at the address of” be deleted and replaced with the word “to”.
- (k) In Article 133 (lines 7 and 8) the words “shall send confirmatory copies of the notice by post if at least” be deleted and replaced with the words “may still, where applicable, serve notice by electronic communication and shall send confirmatory copies of the notice by post to members to whom it was not sent by electronic communication if at least”.
- (l) The following new Articles 134 and 135 be inserted before the existing Article 134 which Article together with the subsequent Articles shall be renumbered accordingly:-
- (m) In the existing Article 134 (which shall become Article 136) the word “five” in the first line be replaced with the word “seven”.
- (n) In the existing Article 138, (which shall become Article 140) the cross-references be amended to reflect the fact that such Article has been renumbered as Article 140.

A copy of the Articles of Association of the Company and the above mentioned proposed amendments are available for inspection at the Registered Office of the Company from 4 April 2002 until the conclusion of the annual general meeting or any adjournment thereof.

Any shareholder may, in writing, appoint a proxy, who need not be a shareholder, to represent him/her at any general meeting. Any company, being a shareholder, may execute a form of proxy under the hand of a duly authorised officer or may authorise in writing such person as it thinks fit to act as its representative at the meeting subject to the production to the Company of such evidence of authority as the board may require. The instrument appointing a proxy, and the written authority of a representative, together with evidence of the authority of the person by whom the proxy is signed (except in the case of a proxy signed by the shareholder) shall be deposited at the Registered Office of the Company or the office of the UK Registrar or its agent in South Africa, two clear business days (in the UK or South Africa as the case may be) before the time for the holding of the meeting or adjourned meeting at which the person named in such instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.

“134 Signature of documents

Where under these Articles a document requires to be signed by a member or other person then, if in the form of an electronic communication, it must, to be valid, incorporate the electronic signature or personal identification details (which may be details previously allocated by the Company) of that member or other person, in such form as the directors may approve, or be accompanied by such other evidence as the directors may require to satisfy themselves that the document is genuine. The Company may designate mechanisms for validating any such document, and any such document not so validated by use of such mechanisms shall be deemed not to have been received by the Company.

Electronic communication

135.1 Any member may notify the Company of an address for the purpose of his receiving electronic communications from the Company, and having done so shall be deemed to have agreed to receive notices and other documents from the Company by electronic communication of the kind to which the address relates. In addition, if a member notifies the Company of his e-mail address, the Company may satisfy its obligation to send him any notice or other document by:

- (a) publishing such notice or other document on a website; and
- (b) notifying him by e-mail to that e-mail address, that such notice or document has been so published, specifying the address of the website on which it has been published, the place on the website where the notice may be accessed, how it may be accessed and (if the notice relates to a shareholders’ meeting) stating (i) that the notice concerns a notice of a company meeting served in accordance with the Act, (ii) the place, date and time of the meeting, (iii) whether the meeting is to be an annual or extraordinary general meeting and (iv) such other information as the Statutes may prescribe.

135.2 Any amendment or revocation of a notification given to the Company under this Article shall only take effect if in writing, signed by the member and on actual receipt by the Company thereof.

135.3 An electronic communication shall not be treated as received by the Company if it is rejected by computer virus protection arrangements.”

By order of the board of directors:

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

4 April 2002