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# Anglo American AGM 2009

## 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 2008 has been published on the Company's website, [www.angloamerican.co.uk](http://www.angloamerican.co.uk). 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 5 of this document.

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 11.00am on Wednesday 15 April 2009 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 2008.
- 2 To re-elect David Challen as a director of the Company.<sup>(1)</sup>
- 3 To re-elect Chris Fay as a director of the Company.<sup>(1)</sup>
- 4 To re-elect Sir Rob Margetts as a director of the Company.<sup>(1)</sup>
- 5 To re-elect Sir Mark Moody-Stuart as a director of the Company.<sup>(1)</sup>
- 6 To re-elect Fred Phaswana as a director of the Company.<sup>(1)</sup>
- 7 To re-elect Mamphela Ramphele as a director of the Company.<sup>(1)</sup>
- 8 To re-elect Peter Woicke as a director of the Company.<sup>(1)</sup>
- 9 To re-appoint Deloitte LLP as auditors of the Company for the ensuing year.
- 10 To authorise the directors to determine the remuneration of the auditors.
- 11 To approve the directors' remuneration report for the year ended 31 December 2008 set out in the Annual Report.

- 12 To resolve 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 2010 up to an aggregate nominal amount of US\$72.3 million.<sup>(2)</sup>

### Special resolutions

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

- 13 To resolve that subject to the passing of ordinary resolution number 12, 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 2010 up to an aggregate nominal amount of US\$36.1 million.<sup>(3)</sup>
- 14 To resolve 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 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 197.3 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 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 2010 (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>

By order of the Board of directors:

Nicholas Jordan  
Company Secretary

Anglo American plc  
20 Carlton House Terrace  
London SW1Y 5AN  
Registered Number 3564138  
11 March 2009

## 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 2 to 8 relate to the re-election of certain directors and full biographical details of each are set out on pages 58 and 59 of the Annual Report.

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 12 – 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 not more than 10% of the ordinary issued share capital as at 19 February 2009 (excluding treasury shares). The Company held 26,433,510 treasury shares as at 19 February 2009 representing 2% of the ordinary issued capital.

### (3) Resolution 13 – Allotment of securities for cash

This authority renews the authority granted at last year's AGM and represents not more than 5% of the ordinary issued share capital as at 19 February 2009 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.

### (4) Resolution 14 – 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 as at 19 February 2009. 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 19 February 2009 was 7,995,965 ordinary shares, which represents 0.61% 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 0.71% of the reduced share capital.

### Voting arrangements

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 the Board considers it a more 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. 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 on 19 February 2009, which is the latest practicable date before the publication of this document is 1,316,488,765 (excluding treasury shares), carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 19 February 2009 is 1,316,488,765. 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. Only those shareholders registered in the relevant register of members at 11:00 am on 13 April 2009 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 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. 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 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 him 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

In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:

- a) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
- b) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – [www.icsa.org.uk](http://www.icsa.org.uk) – for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described above.

#### 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. 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 indicate 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. 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.

## 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  
The Causeway, Worthing,  
West Sussex BN99 6DA, England  
Telephone:  
In the UK: 0871 384 2026\*  
From overseas: +44 121 415 7558

\* 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.

### Transfer Secretaries in South Africa

Link Market Services South Africa (Pty) Ltd  
11 Diagonal Street  
Johannesburg 2001, South Africa  
(PO Box 4844 Johannesburg 2000)  
Telephone: +27 (0)11 630 0800  
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)

### Electronic communication

At the AGM in 2007, shareholders approved changes to the Company's Articles of Association to incorporate the new Companies Act 2006 provisions on Electronic Communications. These provisions remove the requirement for companies to post paper copies of shareholder correspondence to all shareholders. For the Company, electronic communication represents a saving in terms of both costs and environmental resources.

Registered shareholders in the UK and South Africa received correspondence in early 2007 in order to 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 is implementing this approach for investors holding shares in dematerialised form in South Africa. 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

As noted in the Annual Report and as announced on 20 February 2009, no final dividend for 2008 has been recommended by the directors and dividend payments have been suspended.

### Share price

	Pence	SA Cents
Year end	1,546.0	21,099
High	3,683.0	55,700
Low	1,024.0	17,000

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.

### 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\*.

\* 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 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 2009/10

Interim results announcement	August 2009
Annual results announcement	February 2010
Annual Report	March 2010
AGM	April 2010

### Substantial shareholdings

As at 19 February 2009, 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
Epoch Two Investment Holdings Ltd <sup>(1)</sup>	42,166,686	3.20%
Legal & General plc	57,561,848	4.37%
Public Investment Corporation	72,759,742	5.53%
PLC Nominees (Pty) Limited <sup>(2)</sup>	441,329,569	33.52%
Tarl Investment Holdings Ltd <sup>(1)</sup>	47,275,613	3.59%

<sup>(1)</sup> Epoch Two Investment Holdings Ltd (Epoch 2) and Tarl Investment Holdings Limited (Tarl) are two of the independent companies which purchase shares as part of Anglo'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.

<sup>(2)</sup> The nominee for those shareholders in South Africa who hold their shares via the STRATE system.

