

GMC RULES EFFECTIVE 2 DECEMBER 2009

1 Membership

- 1.1** Members of the General Management Committee (“GMC”) shall be appointed by the Board of Directors of Anglo American plc (the “Company”) (the “PLC Board”) and shall consist of at least three members (at least two of whom shall be Directors of the Company).
- 1.2** GMC shall be chaired by the Company’s Chief Executive. In the absence of the Chief Executive, the Chief Executive shall nominate one of the remaining members to chair the meeting.

2 Secretary

The Company Secretary or his nominee shall act as Secretary of GMC.

3 Terms of Reference

3.1 Powers and Responsibilities

GMC is afforded all the powers conferred upon the Directors by the Company’s Articles of Association or by the Companies Act 1985 (as amended) and the Companies Act 2006 (as in force from time to time) or otherwise, save only in respect of such matters as are specifically reserved for the PLC Board as set out in paragraph 3.3 of these terms of reference. In exercising the powers delegated to it, GMC shall have regard to the duties imposed upon it from time to time by the Companies Act 2006 and shall exercise such powers in accordance with, and subject to, the directions and requirements of the PLC Board from time to time. In particular, subject to paragraph 3.3, GMC shall be responsible for:

- 3.1.1** developing the Company’s strategy and policies, as agreed to by the PLC Board and monitoring the subsequent implementation thereof;
- 3.1.2** monitoring the Company’s performance and that of the Company’s Business Units (“BUs”) and managing the Company’s business and affairs;
- 3.1.3** ensuring that BUs adhere to the Company’s chosen strategy, policies and standards;
- 3.1.4** ensuring that detailed reports from BUs are regularly submitted to the PLC Board;
- 3.1.5** acting as the authorising committee (subject to any authority it may delegate to GMC Subcom , The Investment Committee, BU Executive Committees, or the Strategic Category Boards (“SCBs”)) for: (i) the Group’s capital allocation decisions including the approval of capital projects, acquisitions, disposals, joint ventures and other capital commitments up to a maximum of US\$250 million per transaction or programme; (ii) operating expenditure (purchase commitments) up to a maximum of US\$250 million per transaction or programme, and (iii) all contracts for the sale of products by the Company’s subsidiaries and contracts in the ordinary course of business subject to any limit that may from time to time be set by the PLC Board;
- 3.1.6** approving an Annual Sales Plan for each BU;
- 3.1.7** approving the creation of strategic alliances with third parties;

- 3.1.8 authorising new/amended corporate policies and (where appropriate) recommending such policies for PLC Board approval;
- 3.1.9 prioritising the allocation of human resources;
- 3.1.10 establishing best management practices and functional standards;
- 3.1.11 appointing senior management and monitoring the performance of senior management; and
- 3.1.12 ensuring that detailed reports on each of the businesses in which the Company is invested are regularly submitted to the PLC Board.

3.2 Sub-Committees

GMC shall be able to form sub-committees to assist in the execution of its duties including, but not limited to, GMC Subcom, the Investment Committee, BU Executive Committees, the SCBs and Administrative Committees.

3.3 Matters Reserved for PLC Board Decision

The following matters shall be reserved for decision by the PLC Board:

Financial Reporting and Business Controls

- 3.3.1 overall management of the Anglo American Group;
- 3.3.2 approval of any significant changes in accounting policies or practices;
- 3.3.3 approval of preliminary announcements of interim and final results;
- 3.3.4 approval of the annual report and accounts (including the corporate governance statement and remuneration report);
- 3.3.5 approval of the dividend policy. Declaration of interim and recommendation of final dividend;
- 3.3.6 approval of treasury policies including entry into loans to or from third parties or banking facilities in excess of US\$250 million, foreign currency exposure and use of financial derivatives (for the avoidance of doubt, loans to or from wholly owned subsidiaries of the Company may be approved by the GMC);
- 3.3.7 formulating the Company's policy in relation to political donations;
- 3.3.8 approval of the Group's long term objectives and commercial strategy;
- 3.3.9 approval of the annual operating and capital expenditure budgets, any material changes to them and monitoring performance against budget;
- 3.3.10 approval of any unbudgeted community investment contributions (singularly in excess of US\$1 million or in aggregate in excess of US\$5 million per annum);
- 3.3.11 approval of any material changes to the Company's capital structure, its status as a listed company or its management and control structure;
- 3.3.12 the provision of guarantees or indemnities not in the ordinary course, or which could involve amounts in excess of US\$250 million;

Contracts and Capital Commitments

- 3.3.13 the approval of capital projects, acquisitions, disposals, joint ventures and other capital or operating expenditure commitments in excess of US\$250 million per transaction or programme;
- 3.3.14 unbudgeted exploration expenditure in excess of \$10 million per programme;
- 3.3.15 unbudgeted pre-feasibility and feasibility expenditure in excess of \$10 million per programme;
- 3.3.16 scope changes and cost overruns (meaning in excess of 10% above the approved expenditure (measured in US dollars) to capital projects and similar transactions approved by GMC under the limit set out in 3.3.13 above.

Communication

- 3.3.17 approval of resolutions and corresponding documentation to be put to shareholders at a general meeting;
- 3.3.18 approval of all circulars, prospectuses and listing particulars;
- 3.3.19 convening of meetings of shareholders of the Company;
- 3.3.20 approval of press releases concerning matters decided by the PLC Board;

Statutory and administrative

- 3.3.21 changes to the structure, size and composition of the PLC Board (including the Chairman and Chief Executive) and ensuring adequate succession planning;
- 3.3.22 appointment or removal of the Company Secretary;
- 3.3.23 recommendation of appointment, removal or re-appointment of external auditor;
- 3.3.24 constitution and terms of reference of PLC Board committees (save, for the avoidance of doubt, the constitution and terms of reference of GMC Subcom, the Investment Committee, BU Executive Committees and the SCBs which shall be matters for the GMC);
- 3.3.25 receiving reports from PLC Board committees;
- 3.3.26 review of own performance, that of the PLC Board committees and individual directors (including a review of the directors' independence) and taking any necessary corrective action;
- 3.3.27 determining the remuneration policy for the Directors, Company Secretary and other senior executives;

Internal Controls

- 3.3.28 maintenance of a sound system of internal control and risk management;

Other

- 3.3.29 prosecution, defence or settlement of litigation where material and except in the ordinary course of business;
- 3.3.30 recommendation of any changes to the Memorandum and Articles of Association of the Company;

- 3.3.31 the appointment of responsible persons as may be required by applicable legislation;
- 3.3.32 the granting of any signing authority pursuant to the Company's Articles of Association;
- 3.3.33 the approval of any material amendment to the rules or management arrangements of any Company pension schemes or provident funds;
- 3.3.34 establishing any overseas branch or duplicate shareholder register for the Company;
- 3.3.35 approval of the Company's policies including in relation to:
 - (i) industrial relations;
 - (ii) equal opportunity employment;
 - (iii) environment; and
 - (iv) health and safety.
- 3.3.36 approval of any new, and approval of any amendments to any existing share incentive scheme as recommended by the Remuneration Committee;
- 3.3.37 any amendments to these terms of reference.

Nothing in this paragraph 3.3 shall restrict the PLC Board from delegating to any Committee in accordance with the Articles the exercise of any powers conferred on the Directors in connection with any particular transaction or matter considered by the PLC Board and in respect of which it resolves to establish such Committee for such purpose.

4 Meetings - Frequency and Quorum

- 4.1 Meetings of GMC will be held at such time and at such venue as GMC deems appropriate but it will normally meet at least every month or at the call of the Chairman of GMC.
- 4.2 The quorum for decisions of GMC shall be any two members provided that one of the members is a Director of the Company present and voting on the matter for decision in person, by video or tele-conference.

5 Proceedings

- 5.1 Unless varied by these terms of reference, meetings and proceedings of GMC will be governed by the Company's Articles of Association regulating the meetings and proceedings of Directors.
- 5.2 Except under exceptional circumstances, at least 24 hours' notice will be given of a meeting of GMC. Such notice will, where possible, include the agenda and any supporting papers.
- 5.3 Minutes of meetings shall be taken by the GMC Secretary and will be circulated to all members of GMC, and may also, if PLC Board so decides, be circulated to the other members of the PLC Board.

6 General

- 6.1 GMC in carrying out its tasks under these terms of reference may obtain such outside or other independent professional advice as it considers necessary to carry out its duties.