

Anglo American plc

Safety and Sustainable Development Committee - Terms of Reference

1 Membership

- 1.1** The S&SD Committee shall consist of not less than 2 non-executive Directors together with additional persons co-opted to the Committee as the Committee may decide (subject to the provisions of Article 97).
- 1.2** Co-opted members of the Committees who are not Directors shall have voting rights as members of the Committee.
- 1.3** The members are Mr P Woicke (Chairman), Mrs C B Carroll, Sir John Parker, Dr M A Ramphele, Mr R O'Rourke, Mr J Thompson, Mr BR Beamish and Mr DM Weston.
- 1.4** The Committee Secretary is A Hodges.

2 Terms of Reference

- 2.1** The role of the S&SD Committee shall be:
 - 2.1.1** to develop the framework policies and guidelines for the management of sustainable development issues including safety, health and environment;
 - 2.1.2** to review the policies and performance of the Company, its divisions and its managed subsidiaries and the progressive implementation of its safety and sustainable development policies;
 - 2.1.3** to encourage independently managed subsidiaries, associates and significant investments to develop policies, guidelines and practices congruent with the Company's safety and sustainable development policies;
 - 2.1.4** to receive reports covering matters relating to material safety and sustainable development risks and liabilities in respect of:-
 - (i) the Company's corporate offices and its divisions (and may request such reports from the appropriate Directors of the Company);
 - (ii) managed subsidiaries (and may request such reports from the relevant representatives of the Company serving on the Boards of these companies or their equivalent S&SD committees); and
 - (iii) independently managed subsidiaries, associates and significant investments where appropriate, and may request the relevant representatives of the Company serving on the boards of these companies or their equivalent S&SD committees to assess whether such matters were receiving due attention in the manner congruent with the Company's policies.
 - 2.1.5** to monitor key indicators and learnings on incidents and, where appropriate, ensure that they are communicated to other companies managed by or associated with the Company;
 - 2.1.6** to consider material national and international regulatory and technical developments in the fields of safety and sustainable development management; and

2.1.7 to facilitate participation, co-operation and consultation on safety and sustainable development matters with governments, national and international organisations, *supra*-national authorities, other companies and relevant bodies.

2.2 The Committee will ensure that the Chairman (or in his absence, an alternative member) of the Committee attends the Company's Annual General Meeting to answer questions concerning safety and sustainable development policies and their development and/or implementation.

3 Meetings - Frequency and Quorum

3.1 Meetings of the Committee will normally be held at least twice annually and at such other times as the Committee deems to be appropriate. Meetings of the S&SD Committee shall be called by the Chairman of the S&SD Committee or any member of S&SD Committee or at the instance of the Board or the Executive Committee.

3.2 The quorum for decisions of the Committee shall, subject to the provisions of Article 97, be a majority of members of the Committee present throughout the meeting.

4 Proceedings

4.1 Unless varied by these terms of reference, meetings and proceedings of the Committee will be governed by the Company's Articles of Association regulating the meetings and proceedings of Directors.

4.2 Not less than 72 hours notice will be given of a meeting of the Committee. Such notice will include the agenda and any supporting papers.

4.3 Minutes of meetings shall be taken by the Committee's Secretary. The minutes of meetings shall be circulated to members of the Committee, the Company Secretary and Deputy Company Secretary who shall submit the same or a summary thereof to the Board of Directors at the immediately following board meeting.

5 Remuneration

5.1 Having regard to the functions performed by the members of the S&SD Committee in addition to their functions as Directors and in relation to the activities of the S&SD Committee and pursuant to the specific power conferred upon the Board by the Articles of Association of the Company, members of the S&SD Committee shall be paid such special remuneration in respect of their appointment as shall be fixed by the Board.

5.2 Such special remuneration shall be in addition to the annual fees payable to Directors.

5.3 Those members of the S&SD Committee who are not Directors of the Company shall be paid such special remuneration in respect of their appointment as shall be fixed by the Board.

5.4 If the Chairman is not a Director of the Company, such person shall be paid such special remuneration in respect of their appointment, in addition to the remuneration to which he or she is entitled as a member, as shall be fixed by the Board.

6 Limitation of Responsibility

- 6.1** The appointment of the S&SD Committee shall in no way impinge upon any delegations of authority or responsibility made by the Company and other individual companies or entities pursuant to any relevant legislation which may be in force from time to time.
- 6.2** Subject to the above provisions and subject to the provisions of, and so far as may be consistent with, any relevant legislation (in particular the Companies Act 1985) the members of the S&SD Committee shall not attract any personal liability to the Company arising from their appointment and, subject as aforesaid, the Company shall indemnify members of the Committee against all and any claims arising from the actual or purported discharge of the duties in respect of their appointment.

7 General

- 7.1** The Committee 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.
- 7.2** The Board will ensure that the Committee has access to professional advice both inside and outside the Company in order for it to perform its duties.
- 7.3** These terms of reference may be amended from time to time by the Board.

Updated April 2010