

NOTICE OF ANNUAL GENERAL MEETING 2017

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 immediately consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares, please send this document, together with the accompanying documents, immediately 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 PUBLICATION OF ANNUAL REPORT

Notice is hereby given that the Anglo American plc Annual Report 2016 has been published on the Company's website, www.angloamerican.com

If you have elected to receive shareholder correspondence in hard copy, then the Annual Report and Accounts 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 Annual Report and Accounts, you can do so by contacting the Company's UK Share Registrars or South African Transfer Secretaries as appropriate at the relevant address set out on page 5 of this document.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Anglo American plc will be held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE at 14:30 on Monday, 24 April 2017 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 2016.
- 2 To elect Stephen Pearce as a director of the Company.
- 3 To elect Nolitha Fakude as a director of the Company.
- 4 To re-elect Mark Cutifani as a director of the Company.
- 5 To re-elect Byron Grote as a director of the Company.
- 6 To re-elect Sir Philip Hampton as a director of the Company.
- 7 To re-elect Tony O'Neill as a director of the Company.
- 8 To re-elect Sir John Parker as a director of the Company.
- 9 To re-elect Mphu Ramatlapeng as a director of the Company.
- 10 To re-elect Jim Rutherford as a director of the Company.
- 11 To re-elect Anne Stevens as a director of the Company.
- 12 To re-elect Jack Thompson as a director of the Company.
- 13 To re-appoint Deloitte LLP as auditor of the Company for the ensuing year.
- 14 To authorise the directors to determine the remuneration of the auditor.
- 15 To approve the remuneration policy section of the directors' remuneration report set out in the Annual Report and Accounts for the year ended 31 December 2016.
- 16 To approve the implementation report section of the directors' remuneration report set out in the Annual Report and Accounts for the year ended 31 December 2016.
- 17 That, as permitted by Article 69 (Number of directors) of the Articles of Association, the minimum number of directors be reduced from ten to five.
- 18 To resolve that the authority conferred on the directors by Article 9.2 of the Company's Articles of Association be renewed, such that the directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or to convert any security into, shares of the Company up to a nominal value of US\$77.0 million, which represents not more than 10% of the total issued share capital of the Company, exclusive of treasury shares, as at 23 February 2017. This authority shall expire at the earlier of the conclusion of the Annual General Meeting in 2018 or at the close of business on 30 June 2018 (whichever is earlier). Such authority shall be in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006.

SPECIAL RESOLUTIONS

- 19 To resolve that subject to the passing of Resolution 18 above, the power conferred on the directors by Article 9.3 of the Company's Articles of Association be renewed, such that the directors be authorised to allot shares wholly for cash pursuant to the authority granted by Resolution 18 above and to sell treasury shares wholly for cash, in each case –
 - i) in connection with a pre-emptive offer; and
 - ii) otherwise than in connection with a pre-emptive offer, up to a nominal value of US\$38.5 million, which represents no more than 5% of the total issued ordinary share capital of the Company, excluding treasury shares, in issue at 23 February 2017
– as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment. This authority shall expire at the earlier of the conclusion of the Annual General Meeting in 2018 or the close of business on 30 June 2018 but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this Resolution has expired and the directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired. Such authority shall be in substitution for all previous authorities pursuant to Section 561 of the Companies Act 2006.
- 20 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 54⁸⁶/₉₁ US cents each in the capital of the Company provided that:
 - a) the maximum number of ordinary shares of 54⁸⁶/₉₁ US cents each in the capital of the Company authorised to be acquired is 210.1 million;
 - b) the minimum price which may be paid for an ordinary share is 54⁸⁶/₉₁ 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 higher of the price of the last independent trade and the highest current bid on the trading venues where the purchase is carried out; and
 - d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 (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.
- 21 That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board:

JOHN MILLS

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

27 February 2017

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.

Resolution 2: Election of director

Resolution 2 relates to the election of Stephen Pearce with effect from the conclusion of the 2017 AGM. Stephen's biographical details are set out on page 6 to enable shareholders to take an informed decision on his election.

Resolution 3: Election of director

Resolution 3 relates to the election of Nolitha Fakude with effect from the conclusion of the 2017 AGM. Nolitha's biographical details are set out on page 7 to enable shareholders to take an informed decision on her election.

Resolutions 4-12: Re-election of directors

Resolutions 4 to 12 relate to the annual re-election of directors. Their biographical details are set out on pages 6 and 7 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.

Resolution 13: Re-appointment of the auditor

The directors recommend the re-election of Deloitte LLP as auditor, to hold office until the next meeting at which accounts are laid.

Resolution 15: Remuneration Policy

This is set out on pages 89–97 of the Annual Report and Accounts for the year ended 31 December 2016. In accordance with remuneration reporting rules, this is a binding vote.

Resolution 16: Implementation report

This is set out on pages 98–109 of the Annual Report and Accounts for the year ended 31 December 2016. In accordance with remuneration reporting rules, this is an advisory vote.

Resolution 17: Number of directors

The current minimum number of directors is unusually high and restrictive. The purpose of resolution 17 is to provide the Company with flexibility in managing the composition of the Board and its committees without undue disruption.

Resolution 18: Authority to allot securities

The purpose of Resolution 18 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\$77.0 million, which represents not more than 10% of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 23 February 2017. At 23 February 2017, the Company held 3,221,344 treasury shares which represented 0.23% of the total ordinary issued share capital, excluding treasury shares, at that date.

There are no present plans to allot new shares, other than in relation to employee share plans.

If the resolution is passed, the authority will expire on the earlier of the conclusion of the Annual General Meeting in 2018 or at the close of business on 30 June 2018.

Resolution 19: Disapplication of statutory pre-emption rights

The purpose of Resolution 19 is to authorise the directors (subject to the passing of Resolution 18) to allot new shares of the Company and to sell treasury shares for cash as if the pre-emption provisions of section 561 of the Companies Act 2006 do not apply. Under Section 561(1) of the Companies Act 2006, if the directors wish to allot new shares, or grant rights to subscribe for, or convert securities into shares, or sell treasury shares for cash (other than pursuant to an employee share scheme), they must first be offered to existing shareholders pro rata to their holdings.

Section 561 of the Companies Act 2006 is designed to prevent the holdings of existing shareholders being diluted against their wishes by the allotment of new shares. There may be occasions however, when the directors need the flexibility to finance business opportunities by the issue of shares without a pre-emptive offer to existing shareholders. This cannot be done under the Companies Act 2006 unless shareholders have first waived their statutory pre-emption rights.

Resolution 19 asks shareholders to do this such that the shareholders will not receive any pre-emption rights in relation to the issue of shares for cash up to a nominal value of US\$38.5 million, which represents no more than 5% of the total issued ordinary share capital of the Company, excluding treasury shares, as at 23 February 2017 (being the last practicable date prior to publication of this Notice of AGM). Limb (i) of Resolution 19 is to authorise the directors to conduct a pre-emptive offer or rights issue (being an offer of shares to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings) without the need to comply with the strict guidelines of the statutory pre-emption provisions but instead, subject to such limits, restrictions or arrangements as the directors consider necessary. In addition, there may be circumstances when the directors consider it in the best interest of the Company to allot a limited number of ordinary shares or other equity securities, or sell treasury shares for cash on a non pre-emptive basis. Accordingly, limb (ii) of Resolution 19 is to authorise the directors to allot new shares and other equity securities pursuant to the allotment authority given by Resolution 18, or sell treasury shares.

The authority granted by Resolution 19 will expire at the conclusion of the AGM in 2018 or at the close of business on 30 June 2018, whichever is the earlier. The directors have no present intention of exercising this authority.

The Board intends to adhere to the provisions in the Pre-emption Group's Statement of Principles not to allot shares or other equity securities or sell treasury shares for cash on a non pre-emptive basis pursuant to the authority in Resolution 19 in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company, excluding treasury shares, within a rolling three-year period without prior consultation with shareholders.

Resolution 20: 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 23 February 2017. 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 23 February 2017 was 424,742 ordinary shares, which represents 0.03% 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 0.04% of the reduced share capital.

Resolution 21: Notice of general meetings

The Companies (Shareholders' Rights) Regulations 2009 specify that the notice period required for general meetings of the company is 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 21 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.

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING continued

VOTING

Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. 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 18:30 UK time on 20 April 2017 or, if the meeting is adjourned, 18:30 two working days prior to the time fixed for the adjourned meeting (as the case may be).

As at previous AGMs, voting on each resolution will be conducted by way of a poll. A poll reflects the number of voting rights exercisable by each member and so is the most democratic method of voting. All the votes of those present will be counted and added to those received by proxy. If you have already voted by proxy you can still attend and vote on the day at the AGM. This vote will replace any vote previously lodged. The voting results will be released to the London Stock Exchange and published on our website www.angloamerican.com/investors/shareholder-information/aggm/aggm2017 as soon as practicably possible following the meeting.

RIGHT TO APPOINT A PROXY

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.

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 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.

A form of proxy is enclosed. 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. Details of where to send a completed form are set out in the form of 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.

To be valid, proxy appointments must be received no later than Thursday, 20 April 2017. UK registered shareholders may appoint a proxy online by logging on to www.sharevote.co.uk and following the on-screen instructions. You will need the Voting ID, Task ID and shareholder reference number printed on the form of proxy.

ELECTRONIC PROXY VOTING THROUGH CREST

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). 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/her 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.

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.

JOINT HOLDERS

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

NOTICE OF ANNUAL GENERAL MEETING

SHAREHOLDER RIGHTS

Publication of website statement

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 2016; or
- (ii) any circumstance connected with an auditor of the Company (appointed for the financial year beginning 1 January 2016) ceasing to hold office since the previous meeting at which the Annual Report and Accounts 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 no later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM 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.

Right to have a matter of business dealt with at the AGM

Shareholders meeting the threshold and time limit set out in sections 338 and 338A of the Companies Act 2006 can require that the Company give its members notice of a resolution and/or include in the business to be dealt with at the AGM any matter which may be properly included in that business.

Right to ask questions at the AGM

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:

- a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- b) the answer has already been given on a website in the form of an answer to a question;
- c) 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

TOTAL VOTING RIGHTS

The total number of issued ordinary shares in the Company (excluding those held in treasury) on 23 February 2017, which is the latest practicable date before the publication of this document, is 1,402,243,988, carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 23 February 2017 is 1,402,243,988.

LIMITATIONS OF ELECTRONIC ADDRESSES

You may not use any electronic address provided in either this Notice of AGM or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

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.

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 South Africa (Pty) Limited or Computershare Investor Services Pty Limited, at the relevant address below:

UK REGISTRARS

Equiniti
Aspect House
Spencer Road
Lancing
West Sussex BN99 6DA
England.

Telephone:

In the UK: 0371 384 2026

From overseas: +44 121 415 7558

TRANSFER SECRETARIES IN SOUTH AFRICA

Before 25 April 2017:

Link Market Services South Africa (Pty) Limited
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) 86 674 2450

After 25 April 2017:

Computershare Investor Services Pty Limited
Rosebank Towers, 15 Biermann Avenue
Rosebank
PO Box 61051, Marshalltown, 2107
South Africa

Telephone: +27 (0) 11 370 5000

Fax: +27 (0) 11 688 5200

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

DIRECTORS' BIOGRAPHIES



Sir John Parker



Mark Cutifani



Stephen Pearce



Tony O'Neill



Sir Philip Hampton



Byron Grote

SIR JOHN PARKER, CHAIRMAN

GBE, FREng, DSc (Eng), ScD (Hon), DSc (Hon), DUov (Hon), FRINA

74, joined the Board as a non-executive director on 9 July 2009 and became chairman on 1 August 2009. Sir John is also chairman of the Nomination Committee and is a member of the Sustainability Committee. He is recognised as a highly experienced and independent chairman and brings a wealth of leadership experience across a range of industries in many countries, including in South Africa.

He is chairman of Pennon Group PLC, and a non-executive director of Carnival Corporation and Airbus Group. Sir John is a Visiting Fellow of the University of Oxford and was the President of the Royal Academy of Engineering from 2011 to 2014. Sir John was previously chairman of National Grid plc, deputy chairman of DP World, senior non-executive director and chair of the Court of the Bank of England, joint chair of Mondi and chair of BVT and P&O plc.

TONY O'NEILL, TECHNICAL DIRECTOR

MBA, BASc (Eng)

59, was appointed to the Board as technical director on 22 July 2015. Tony joined the Group in 2013 and has responsibility for the Technical and Sustainability function. He is chairman of the Operational Committee (OpCo) and is a member of the CorpCo, InvestCo and the Sustainability Committee. He is also a non-executive director of De Beers and Anglo American Platinum Limited.

Tony joined AngloGold Ashanti in July 2008 as Executive Vice President – Business and Technical Development, and served as joint acting CEO during 2013. His 36-year career in the mining industry has spanned iron ore, copper, nickel and gold, and includes his roles as Operations Executive at Newcrest Mining and as the head of the Gold Business at Western Mining Corporation. Tony is a mining engineer with an MBA from the University of Melbourne.

MARK CUTIFANI, CHIEF EXECUTIVE

BE (Mining-Hons), FAusIMM, CEngFIMMM, DBA (Hon), DoL (Hon)

58, was appointed as a director and chief executive on 3 April 2013. Mark is chairman of the Group Management Committee (GMC) and a member of the Corporate Committee (CorpCo) and the Sustainability Committee. He has 40 years' experience of the mining industry across a wide range of geographies and commodities.

Mark is a non-executive director of Anglo American Platinum Limited and chairman of Anglo American South Africa and De Beers. He was previously CEO of AngloGold Ashanti Limited. Before joining AngloGold Ashanti, Mark was the COO for Vale's global nickel business. Prior to this he held senior executive positions with the Normandy Group, Sons of Gwalia, Western Mining Corporation, Kalgoorlie Consolidated Gold Mines and CRA (Rio Tinto).

In 2016, Mark was awarded an honorary doctorate by the Laurentian University in Canada.

SIR PHILIP HAMPTON, SENIOR INDEPENDENT DIRECTOR

MA, ACA, MBA

63, joined the Board on 9 November 2009 and has served as the senior independent director since April 2014. He is chairman of the Remuneration Committee and a member of the Audit and Nomination Committees. Sir Philip is chairman of GlaxoSmithKline and brings to Anglo American significant financial, strategic and boardroom experience across a number of industries.

His previous appointments include chairman of The Royal Bank of Scotland and J Sainsbury plc, finance director of Lloyds TSB Group plc, BT Group plc, BG Group plc, British Gas plc and British Steel plc, executive director of Lazards, and non-executive director of RMC Group plc and Belgacom SA.

STEPHEN PEARCE, FINANCE DIRECTOR DESIGNATE

BBus (Acc), FCA, GIA, MAICD

52, Stephen joined Anglo American as finance director designate on 30 January 2017. He will join the Board as finance director on 24 April 2017, subject to shareholder approval at the AGM. Stephen has more than 16 years of public company director experience and 30 years' experience in the mining, oil and gas, and utilities industries. Before joining Anglo American, Stephen served as CFO and an executive director of Fortescue Metals Group from 2010 to 2016. Prior to that, he held the positions of managing director and CEO of Southern Cross Electrical Engineering Ltd and was CFO of Alinta Ltd. Until January 2017 he served as a non-executive director of Cedar Woods Properties Ltd.

BYRON GROTE, NON-EXECUTIVE DIRECTOR

PhD Quantitative Analysis

68, was appointed to the Board on 19 April 2013. He is chairman of the Audit Committee and a member of the Nomination and Remuneration Committees. Byron contributes broad business, financial and board experience in numerous geographies.

Byron is vice chairman of the supervisory board of Akzo Nobel and a non-executive director of Standard Chartered PLC and Tesco PLC. He is a member of the European Audit Committee Leadership Network and an emeritus member of the Cornell University Johnson Advisory Council. Byron has extensive management experience across the oil and gas industry. He served on the BP plc board from 2000 until 2013 and was BP's chief financial officer during much of that period. He was previously a non-executive director of Unilever NV and Unilever PLC.

NOTICE OF ANNUAL GENERAL MEETING



Mphu Ramatlapeng



Jim Rutherford

MPHU RAMATLAPENG, NON-EXECUTIVE DIRECTOR

MD, MHSc

64, was appointed to the Board on 8 July 2013 and is a member of the Sustainability Committee. Mphu is a highly experienced leader who brings to Anglo American a broad range of global health expertise at board level across both the public and private sectors.

Mphu is the executive vice president of the HIV/AIDS and Tuberculosis programmes for the Clinton Health Access Initiative and also the vice chair of the Global Fund To Fight AIDS, Tuberculosis and Malaria. She served as Minister of Health and Social Welfare of Lesotho between 2007 and 2012. In this role, she championed Lesotho's significant achievements in reducing the transmission of HIV from mother to child. Across her career, she has been a leading advocate for women in business, including serving as founding board member of Women in Business in Lesotho.

JIM RUTHERFORD, NON-EXECUTIVE DIRECTOR

BSc (Econ), MA (Econ)

57, joined the Board on 4 November 2013 and is a member of the Audit and Sustainability Committees. Jim has extensive experience in investment management and investment banking, and brings to the Board considerable financial insight from the perspective of the capital markets and a deep understanding of the mining industry.

In 2016, Jim was appointed as chairman of Dalradian Resources Inc., having served as a non-executive director since 2015, and as chairman of the Queen's University Belfast Foundation Board. Between 1997 and 2013, he was a senior vice president of Capital International Investors, a division of the Capital Group, and had responsibility for investments in the mining and metals industry. Prior to joining Capital Group, Jim was an investment analyst covering the South American mining and metals industry for HSBC James Capel in New York.



Anne Stevens



Jack Thompson



Nolitha Fakude

ANNE STEVENS, NON-EXECUTIVE DIRECTOR

BSc, PhD

68, joined the Board on 14 May 2012 and is a member of the Audit, Nomination and Remuneration Committees. Anne brings a wealth of experience and wide-ranging commercial acumen from a number of global industries. She has experience gained across North, Central and South America.

Anne is a non-executive director of GKN plc, Lockheed Martin Corporation and XL Catlin. She served as chairman and CEO of SA IT Services from 2011 until her retirement in December 2014. From 2006 to 2009, Anne was chairman and CEO of Carpenter Technology Corporation. Prior to this, she was COO for the Americas at Ford Motor Company until 2006, the culmination of her 16-year career with the company. Her early career was spent at Exxon Corporation, where she held roles in engineering, product development, and sales and marketing.

JACK THOMPSON, NON-EXECUTIVE DIRECTOR

BSc, PhD

66, joined the Board on 16 November 2009. Jack is chairman of the Sustainability Committee and a member of the Remuneration Committee. He brings experience gained at all levels of the mining industry in North and South America and has received wide recognition as a mining executive.

Jack is a non-executive director of Tidewater Inc. He was previously chairman and CEO of Homestake Mining Company, vice chairman of Barrick Gold Corporation, and has served on the boards of Centerra Gold Inc., Century Aluminum Company, MolyCorp Inc., Phelps Dodge Corporation, Rinker Group, and Stillwater Mining.

NOLITHA FAKUDE, NON-EXECUTIVE DIRECTOR (PROPOSED)

BA (Hons)

52, Nolitha will join the Board as a non-executive director with effect from the conclusion of the AGM, subject to shareholder approval. Nolitha has 25 years' experience across a diverse range of industry sectors, including oil and gas, petrochemicals, financial services and retail. Until December 2016, she served as an executive director and Executive Vice President of Strategy and Sustainability of Sasol Limited, the South Africa-based petrochemicals company, having joined the group in 2005. Nolitha served as chairman of Sasol's Sustainability, HR and Stakeholder Relations committees and was chairman of the Sasol Mining Board. She is a trustee of the Women's Development Bank and recently stepped down as deputy chairman and lead independent director of Datacentrix Holdings Limited. Nolitha has previously served as a non-executive director of Harmony Gold and Woolworths Holdings.

BEWARE OF SHARE FRAUD

Fraudsters use persuasive and high-pressure tactics to lure investors into scams. They may offer to sell shares that turn out to be worthless or non-existent, or to buy shares at an inflated price in return for an upfront payment. While high profits are promised, if you buy or sell shares in this way you will probably lose your money.

HOW TO AVOID SHARE FRAUD

- Keep in mind that firms authorised by the Financial Conduct Authority (FCA) are unlikely to contact you out of the blue with an offer to buy or sell shares.
- Do not get into a conversation, note the name of the person and firm contacting you and then end the call.
- Check the Financial Services Register from www.fca.org.uk to see if the person and firm contacting you is authorised by the FCA.
- Beware of fraudsters claiming to be from an authorised firm, copying its website or giving you false contact details.
- Use the firm's contact details listed on the Register if you want to call it back.

- Call the FCA on 0800 111 6768 if the firm does not have contact details on the Register or you are told they are out of date.
- Search the list of unauthorised firms to avoid at www.fca.org.uk/consumers/avoid-scam-unauthorised-firm.
- Consider that if you buy or sell shares from an unauthorised firm you will not have access to the Financial Ombudsman Service or Financial Services Compensation Scheme.
- Think about getting independent financial and professional advice before you hand over any money.
- Remember: if it sounds too good to be true, it probably is!

REPORT A SCAM

If you are approached by fraudsters please tell the FCA using the share fraud reporting form at www.fca.org.uk/consumers/report-scam-unauthorised-firm, where you can find out more about investment scams. You can also call the FCA Consumer Helpline on 0800 111 6768. If you have already paid money to share fraudsters you should contact Action Fraud on 0300 123 2040. Five thousand people contact the Financial Conduct Authority about share fraud each year, with victims losing an average of £20,000.