

Anglo American

Notice of Annual General Meeting

Shareholder Information

2006

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 Institution of Electrical Engineers, Savoy Place, London WC2R 0BL at 11:00 am on Tuesday 25 April 2006 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 2005.
- 2 To declare a final dividend of 95 US cents (including a special dividend of 33 US cents) per ordinary share, payable on 3 May 2006 to those shareholders registered at the close of business on 10 March 2006.
- 3 To elect Peter Woicke as a director of the Company⁽¹⁾.
- 4 To elect Mamphela Ramphele as a director of the Company⁽²⁾.
- 5 To re-elect David Challen as a director of the Company⁽¹⁾.
- 6 To re-elect Fred Phaswana as a director of the Company⁽¹⁾.
- 7 To re-elect Sir Mark Moody-Stuart as a director of the Company⁽¹⁾.
- 8 To re-appoint Deloitte & Touche LLP as auditors of the Company for the ensuing year.
- 9 To authorise the directors to determine the remuneration of the auditors.
- 10 To approve the directors' remuneration report for the year ended 31 December 2005 set out in the Annual Report.
- 11 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 2007 up to an aggregate nominal amount of US\$248,750,000 (497.5 million ordinary shares)⁽³⁾.

Special resolutions

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

- 12 That subject to the passing of ordinary resolution number 11, 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 2007 up to an aggregate nominal amount of US\$37,250,000 (74.5 million ordinary shares)⁽⁴⁾.
- 13 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 149 million;
 - b) The minimum price which may be paid for an ordinary share 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 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 2007 (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⁽⁵⁾.

- 14 To amend Article 70 of the Company's Articles of Association by increasing the maximum number of directors from 16 to 18⁽⁶⁾.

By order of the Board of directors:

Nicholas Jordan
Company Secretary
Anglo American plc
20 Carlton House Terrace
London SW1Y 5AN
Registered Number 3564138
20 March 2006

Explanatory notes

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) Election / re-election of directors

Resolution 3 and resolutions 5 to 7 relate to the election and re-election of certain directors and full biographical details of each are set out on pages 24 and 25 of the Annual Review.

Resolution number 3 proposes the election of Peter Woicke as a new independent non-executive director. The Board believes that his wide international experience of capital markets, developing countries and sustainability issues will be of great value to the Company.

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 4

Mamphela Ramphele was proposed for election as a new independent non-executive director after the Annual Review was printed and, therefore, her biographical details are given here:

Mamphela Ramphele
PhD, BComm
58, Dr Ramphele is the chairperson of Circle Capital Ventures, a black empowerment company. She was co-chair of the Global Commission on International Migration from 2003 to 2005, a World Bank managing director from 2000 to 2004 and former Vice Chancellor at the University of Cape Town. She was a non-executive director of Anglo American Corporation of South Africa between 1992 and 1996.

The Board believes that her experience of international financial institutions and of South African issues will be of great value to the Company.

(3) Resolution 11 – Authority to allot securities

This authority, which the directors have no present intention of exercising (other than as referred to in Explanatory Note 4 below), renews the authority granted at last year's AGM and represents 33.3% of the ordinary issued share capital as at 21 February 2006 (excluding treasury shares) in accordance with the Association of British Insurers ('ABI') guidelines. The Company did not hold any treasury shares as at 21 February 2006.

(4) Resolution 12 – Allotment of securities for cash

This authority renews the authority granted at last year's AGM and represents 5% of the ordinary issued share capital as at 21 February 2006 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.

(5) Resolution 13 – Authority for market purchases

This authority renews the authority granted at last year's AGM and represents not more than 10% of the ordinary issued share capital as at 21 February 2006. 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 21 February 2006 was 39,860,488 ordinary shares, which represents 2.67% 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 2.96% of the reduced share capital.

(6) Resolution 14 – Amend Articles of Association

To provide the necessary flexibility to continue the process of progressively refreshing the composition of the Board, authority is sought to increase the maximum number of directors from 16 to 18 by replacing the existing Article 70 with the following new Article 70:

Subject as hereinafter provided the Directors shall not be less than 10 nor more than 18 in number.

Voting arrangements

A poll will be held at the AGM on each of the resolutions.

Shareholders entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a shareholder of the Company. To be valid, proxy appointments must be received 48 hours prior to the meeting. Only those shareholders registered in the relevant register of members at 11:00 am on 23 April 2006 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 if they wish appoint a proxy online by logging on to 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 Lloyds TSB Registrars (ID 7RA01). 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.

Shareholder Information

Shareholding enquiries

Enquiries relating to shareholdings should be made to the Company's UK Registrars, Lloyds TSB or the South African Transfer Agents, Ultra Registrars, at the relevant address below:

UK Registrars

Lloyds TSB Registrars
The Causeway
Worthing
West Sussex BN99 6DA
England
Telephone:
In the UK: 0870 609 2286
From overseas: +44 121 415 7558

Transfer Secretaries in South Africa

Ultra Registrars (Pty) Ltd
11 Diagonal Street
Johannesburg 2001, South Africa
(PO Box 4844 Johannesburg 2000)
Telephone: +27 (0)11 834 2266
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

Electronic communication

UK registered shareholders may elect to receive communications from the Company electronically and will then receive future Annual Reviews / Annual Reports, Notice of the AGM and all other communications via e-mail notification. By registering for this service shareholders will be able to 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. For the Company, electronic communication represents a saving in terms of both costs and environmental resources. To encourage more shareholders to convert to e-communication, and as a way of saying 'thank you', the Company will arrange for a tree sapling to be planted in the UK for each converting shareholder.

To register for the service, shareholders should log on to 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

Dividends are declared and paid in US Dollars to shareholders with registered addresses in all countries except the UK, Euro zone countries and South Africa where they are paid in Sterling, Euros and South African rand respectively. Shareholders outside South Africa may elect to receive their dividend in US Dollars.

Shareholders with bank accounts in the UK or South Africa can have their cash dividends credited directly to their own accounts. Shareholders should contact the relevant registrar to make use of this facility. South African branch register shareholders would need South African exchange control approval to mandate their dividends to an account outside South Africa.

The forthcoming recommended final dividend of 95 US cents per share includes a special dividend of 33 US cents per share. Details of the amounts in Sterling, Euros and South African rand and the applicable currency exchange rates can be obtained from the Company Secretary and from the Company's website, www.angloamerican.co.uk.

The Company operates a dividend reinvestment plan ('DRIP'), which enables shareholders to reinvest their cash dividends into purchasing Anglo American shares. Details of the DRIP and how to join are available from Anglo American's UK Registrars and South African Transfer Secretaries and on the Company's website, www.angloamerican.co.uk.

Share price

	Pence	SA Cents
Year end	1,979	21,370
High	1,979	21,877
Low	1,130	13,190

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, www.angloamerican.co.uk.

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.

Share dealing service

Telephone, internet and postal share dealing services have been arranged through Lloyds TSB Registrars, providing a simple way for UK residents to buy or sell Anglo American shares. For telephone transactions call 0870 850 0852 during normal office hours and for internet dealing log on to 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 0870 609 2286.

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 2006 / 7

Interim results announcement	August 2006
Interim dividend payment	September 2006
Annual results announcement	February 2007
Annual Report	March 2007
AGM	April 2007
Final dividend	April 2007

Substantial shareholdings

As at 21 February 2006, 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
E. Oppenheimer & Son Holdings Limited ⁽¹⁾	52,250,206	3.49%
Legal & General plc	52,878,665	3.53%
Old Mutual plc	133,568,567	8.94%
PLC Nominees (Pty) Limited ⁽²⁾	472,952,514	31.65%

(1) Pursuant to section 198 of the Companies Act 1985, the Company has been notified that each of E. Oppenheimer & Son International Limited, E.O. & Son Holdings Limited, Maitland Trustees Limited and Respite Holdings Limited is interested in this shareholding.

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

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

www.angloamerican.co.uk

