



FutureSmart Mining™
At Anglo American we are re-imagining
mining to improve people's lives

Notice of the 2021 Annual General Meeting

Wednesday, 5 May 2021 at 14:30

20 Carlton House Terrace
London
SW1Y 5AN



**This document is important and
requires your immediate attention**

If you are in any doubt as to any 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 Annual General Meeting

Letter from the Chairman

Dear Shareholder

2021 Annual General Meeting

I am pleased to invite you to the 2021 Annual General Meeting (AGM) of Anglo American plc which will be formally held at 20 Carlton House Terrace, London SW1Y 5AN on Wednesday, 5 May 2021 at 14:30.

Following the disruption to our 2020 AGM, caused by social distancing measures implemented by the UK government to manage the impact of the Covid-19 pandemic, our preference had been to welcome shareholders in person to our 2021 AGM. Unfortunately, following the guidelines announced by the UK government on 22 February 2021, and at the date of this letter, we expect that shareholders will not be able to attend the AGM.

As a result, physical attendance at the AGM will likely be limited to the minimum number required to form a quorum (which will be facilitated by the Company) and shareholders are not likely to be permitted to attend the AGM in person.

Shareholder engagement

We appreciate that the AGM is your opportunity to receive an update on the Company and ask questions of the Board. To support engagement with our shareholders in these exceptional circumstances, it is our intention to live stream the meeting by webcast and to enable questions relating to the AGM resolutions to be submitted in advance of and during the meeting.

Webcast

The webcasting arrangements will allow shareholders to hear from the Company, lodge questions and follow the business of the AGM on their computer, tablet or smart phone from their location of choice, although this will not constitute formal attendance at the meeting. Further details on how to access the webcast are set out on page 16 of this Notice.

The proposed running order of the meeting is set out below:

14:30 – 14:35	Welcome and open meeting
14:35 – 15:00	Presentation by the chief executive
15:00 – 17:00	Q&A
17:00	Close of meeting

Shareholder questions

Shareholders are invited to submit their questions in advance by sending an email to Cosec.Admin@angloamerican.com by 14:30 on 30 April 2021.

Additionally, an online platform will be set up to enable you to ask questions during the meeting. Further details on how to ask a question virtually are set out on pages 16–17 of this Notice.

We would like to respond to as many shareholders' questions as possible and therefore we will answer questions during the meeting in a way that aims to best recognise the interests of all shareholders. To assist with this, we ask that you help us to facilitate access from as many shareholders as possible by limiting the number of questions and keeping your questions succinct, focused on and relevant to the business of the meeting.

In the interests of transparency for all shareholders, responses to questions not able to be addressed during the meeting will be available on our website as soon as practicable following the AGM.

Voting

Our current Articles of Association (Articles) do not allow us to hold our AGM in a combined physical and electronic format. We are therefore unable to offer shareholders online voting facilities during the AGM. To address this going forward, we are seeking to amend our Articles at the 2021 AGM.

It is important that shareholders do still cast their votes in respect of the business of the AGM. We encourage all shareholders to complete and return a proxy form appointing the Chair of the meeting, as proxy. This will ensure that your vote will be counted irrespective of any attendance restrictions. Further information on how to appoint a proxy is detailed on page 8 of this Notice.

In order to allow the voting preferences of all shareholders to be taken into account, a poll will be conducted on all resolutions proposed in this Notice. The results of the voting will be posted on the Company's website as soon as practicable after the meeting.

Changing circumstances

Given the constantly evolving nature of the situation, if it subsequently becomes possible to welcome a number of shareholders to the venue, we want to ensure that we are able to adapt arrangements and to welcome shareholders to the AGM, within safety constraints and in accordance with government guidelines. However, attendance in person may be restricted in terms of numbers. In these circumstances, shareholder attendance would require prior registration, be on a first-come, first-serve basis and guests will not be permitted entry. In any case, given the ongoing pandemic and to protect the health and wellbeing of the Company's employees, shareholders and the public, we would strongly encourage shareholders to consider not attending the meeting in person as they will be able to participate electronically instead.

We will continue to monitor government guidelines and any changes to the arrangements of our AGM will be notified to you via our website www.angloamerican.com/investors/shareholder-information/agm/agm2021. Please check the website in the days leading up to the AGM to ensure you are informed of any changes.

Business of the meeting and recommendation

The business of the meeting is detailed in the following pages, with explanatory notes for further context and additional information on attendance, voting and submitting questions.

In particular, shareholders are being asked to approve a number of amendments to our Articles. The principal change being introduced is to provide greater flexibility for the Company to hold general meetings either physically or through a combined electronic and physical meeting going forward.

Your Board considers that the resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommends that you vote in favour of them. The directors intend to vote in favour of these resolutions in respect of their own shareholdings. The Board would like to take this opportunity to thank all shareholders for their support and understanding in these unprecedented circumstances and wishes them well, particularly during this time.

Yours faithfully

Stuart Chambers

Chairman
2 March 2021

Anglo American plc
Registered in England and Wales No. 3564138
Registered Office: 20 Carlton House Terrace, London SW1Y 5AN

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Anglo American plc will be held at 20 Carlton House Terrace, London SW1Y 5AN at 14:30 on Wednesday, 5 May 2021 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 2020.
2. To declare a final dividend of 72 US cents per ordinary share, payable on 7 May 2021 to those shareholders registered at the close of business on 19 March 2021.
3. To elect Elisabeth Brinton as a director of the Company.
4. To elect Hilary Maxson as a director of the Company with effect from 1 June 2021.
5. To re-elect Ian Ashby as a director of the Company.
6. To re-elect Marcelo Bastos as a director of the Company.
7. To re-elect Stuart Chambers as a director of the Company.
8. To re-elect Mark Cutifani as a director of the Company.
9. To re-elect Byron Grote as a director of the Company.
10. To re-elect Hixonia Nyasulu as a director of the Company.
11. To re-elect Nonkululeko Nyembezi as a director of the Company.
12. To re-elect Tony O'Neill as a director of the Company.
13. To re-elect Stephen Pearce as a director of the Company.
14. To re-elect Anne Stevens as a director of the Company.
15. To re-appoint PricewaterhouseCoopers LLP as auditor of the Company for the ensuing year.
16. To authorise the directors to determine the remuneration of the auditor.
17. To approve the implementation report section of the directors' remuneration report set out in the Integrated Annual Report for the year ended 31 December 2020.
18. To resolve 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\$37,448,261.45 million, which represents not more than 5% of the total issued share capital of the Company as at 2 March 2021. This authority shall expire at the earlier of the conclusion of the Annual General Meeting in 2022 or at the close of business on 30 June 2022 (whichever is earlier). Such authority shall be in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006.

Special resolutions

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

19. To resolve that subject to the passing of resolution 18 above, 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 –
 - a) in connection with a pre-emptive offer; and
 - b) otherwise than in connection with a pre-emptive offer, up to a nominal value of US\$18,724,130.73 million, which represents no more than 2.5% of the total issued ordinary share capital of the Company, in issue at 2 March 2021
– 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 2022 or the close of business on 30 June 2022 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 204,331,400 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 (i) 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 (ii) 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 2022 (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. To resolve that, with effect from 23:59 (UK time) on the day of the Anglo American plc 2021 Annual General Meeting, the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.
22. To resolve 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:

Richard Price

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

2 March 2021

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.

Resolutions 3 and 4: Election of new directors

Resolution 3 relates to the election of Elisabeth Brinton. As announced on 16 February 2021, Elisabeth joined the Board as a non-executive director on 1 March 2021. Her biographical details, setting out the skills and experience that enable her to contribute to the Company's long term success, are set out on page 13 and may assist shareholders to take an informed decision on her election.

Resolution 4 relates to the election of Hilary Maxson. As announced on 10 December 2020, Hilary will join the Board as a non-executive director on 1 June 2021. Her biographical details, setting out the skills and experience that will enable her to contribute to the Company's long term success, are set out on page 14 and may assist shareholders to take an informed decision on her election.

Resolutions 5 to 14: Re-election of directors

Resolutions 5 to 14 relate to the annual re-election of directors. Their biographical details, setting out the skills and experience that enable each of them to contribute to the Company's long term success, are set out on pages 11-14 and may assist shareholders to take an informed decision on their re-election. The Board confirms that, following formal performance evaluations, all of the directors continue to perform effectively and demonstrate commitment to the role.

On 15 May 2021, Anne Stevens will have served on the Board for nine years. As a result, the assessment of her independence has been subjected to heightened scrutiny. The Board remains satisfied that Mrs Stevens displays independence of thought, mindset and judgement in her role as a non-executive director and continues to demonstrate excellent stewardship as chair of the Remuneration Committee. Her continuity of service and commitment provide an in-depth knowledge and understanding of the Group that is valuable to the Board, Audit, Nomination and Remuneration committees.

Resolution 15: Re-appointment of the auditor

The directors recommend the re-election of PricewaterhouseCoopers LLP as auditor, to hold office from, and including, the financial year ending 31 December 2021 until the next meeting at which accounts are laid.

Resolution 17: Implementation report

This is set out on pages 123-147 of the Integrated Annual Report for the year ended 31 December 2020. In accordance with remuneration reporting rules, this is an advisory vote.

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\$37,448,261.45 million, which represents not more than 5% of the total issued ordinary share capital of the Company as at 2 March 2021, being the last practicable date prior to the publication of this notice of AGM.

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

If this resolution is passed, the authority will expire on the earlier of the conclusion of the AGM in 2022 or at the close of business on 30 June 2022.

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), these 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\$18,724,130.73 million, which represents no more than 2.5% of the total issued ordinary share capital of the Company as at 2 March 2021 (being the last practicable date prior to publication of this notice of AGM). Limb (a) 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 interests 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 (b) 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 2022 or at the close of business on 30 June 2022, whichever is the earlier.

At the 2020 AGM, the authority granted to disapply statutory pre-emption rights received 79.87% of the votes cast in favour. The votes cast against the resolution were received predominantly from our South African investors. The Company has consulted with its South African shareholders, recognising that the authority sought is accepted market practice in South Africa, and the Company will be seeking an authority at the 2021 AGM to disapply pre-emption rights up to 2.5% of the issued share capital.

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 as at 2 March 2021. 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 2 March 2021 was 505,041 ordinary shares, which represents 0.04% 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 0.04% of the reduced share capital.

Resolution 21: To adopt new Articles of Association

It is proposed in this resolution to adopt new Articles of Association (the 'New Articles') in order to update the Company's current Articles of Association (the 'Current Articles'). The resolution adopting the New Articles will only become effective from 23:59 (UK time) on the day of the Annual General Meeting.

The principal changes introduced in the New Articles are to reflect changes to company law and market practice and, in particular provide greater flexibility for the Company to postpone general meetings and to hold general meetings either physically or through a combined electronic and physical meeting. These changes are summarised in Appendix 1 of this document on page 15. Certain changes, which are of a minor, technical or clarifying nature, have not been noted.

The New Articles and the Current Articles are available for inspection at the registered office of the Company during normal business hours on any business day from the date of dispatch of the notice convening the meeting until the close of the meeting. Subject to government guidance, copies of both versions will also be available for inspection at the place of the AGM for at least 15 minutes prior to, and during, the meeting.

Given the current circumstances, a copy of the New Articles and the Current Articles will be available to members for inspection on request. Requests should be sent by email to Cosec.Admin@angloamerican.com.

Resolution 22: 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 22 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.

Additional information

Voting

Holders of ordinary shares are entitled to attend (subject to government guidelines) 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 Friday, 30 April 2021 or, if the meeting is adjourned, 18:30 UK time 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 of the AGM (subject to government guidelines). 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/agm/agm2021 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 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 14:30 UK time or 15:30 South African time on Friday, 30 April 2021. 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).

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 2020; or
- (ii) any circumstance connected with an auditor of the Company (appointed for the financial year beginning 1 January 2020) 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:

- (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- (ii) the answer has already been given on a website in the form of an answer to a question; or
- (iii) 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 can be found at www.angloamerican.com.

Total voting rights

The total number of issued ordinary shares in the Company on 2 March 2021, which is the latest practicable date before the publication of this document, is 1,363,118,080, carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 2 March 2021 is 1,363,118,080.

Limitations of electronic addresses

You may not use any electronic address provided in either this notice 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 SIX 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, Computershare Investor Services (Pty) Limited, at the relevant address set out on the following page.

UK Registrars

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

Telephone:

In the UK: 0371 384 2026
From overseas: +44(0) 121 415 7558

Transfer Secretaries in South Africa

Computershare Investor Services (Pty) Limited
Rosebank Towers, 15 Biermann Avenue,
Rosebank, Johannesburg, 2196 South Africa
Private Bag X9000, Saxonwold, 2132, South Africa

Telephone: +27 (0) 11 3705 000

Fax: +27 (0) 11 6885 238

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: 03564138
Website: www.angloamerican.com

Beware of share fraud

Fraudsters use persuasive and high-pressure tactics to lure investors into scams. They may offer to buy or sell shares in a way that will bring a huge return. But victims are often left out of pocket – sometimes losing all of their savings or even their family home. Even seasoned investors have been caught out, with the biggest individual loss recorded by the police being £6m.

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.
- 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-us 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.

Directors' biographies



Stuart Chambers (64)

Chairman

Qualifications: BSc
Appointed: 1 September 2017 and as Chairman on 1 November 2017

Skills and experience

Stuart contributes to Anglo American significant global executive and boardroom experience across the industrial, logistics and consumer sectors.

He previously served as chairman of ARM Holdings plc and Rexam plc until 2016; and as a non-executive director on the boards of Tesco PLC (2010–15), Manchester Airport Group plc (2010–13), Smiths Group plc (2006–2012) and Associated British Ports Holdings plc (2002–06). Stuart's executive career included 13 years at Pilkington plc and its subsequent parent company Nippon Sheet Glass until 2010, in a number of executive roles and ultimately as chief executive of both companies. Prior to that, he gained 10 years of sales and marketing experience at Mars Corporation, following 10 years at Shell as a chemical engineer.

Current external appointments

Chairman of Travis Perkins plc (until 31 March 2021), and a member of the UK Takeover Panel.

Nationality

British

N S

Mark Cutifani (62)

Chief Executive

Qualifications: BE (Mining–Hons), FAusIMM, FEng, CEngFIMMM, DBA (Hon), DoL (Hon)
Appointed: 3 April 2013 as Chief Executive

Skills and experience

Mark contributes to Anglo American over 40 years' experience of the mining industry across a wide range of geographies and commodities.

Mark is chairman of the Group Management Committee (GMC), a non-executive director of Anglo American Platinum and chairman of De Beers.

Mark was previously CEO of AngloGold Ashanti Limited, a position he held from 2007–2013. Before joining AngloGold Ashanti, Mark was COO at Vale Inco where he was responsible 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).

Current external appointments

Independent director of Total S.A. and a member of the board of trustees of The Power of Nutrition, an independent charitable foundation.

Nationality

Australian

S

Stephen Pearce (57)

Finance Director

Qualifications: BBus (Acc), FCA, FGIA FCG, MAICD
Appointed: 24 April 2017 as Finance Director

Skills and experience

Stephen contributes to Anglo American 20 years of public company director experience and more than 30 years' experience in the mining, oil and gas, and utilities industries.

Stephen became a member of the GMC in January 2017 and joined the Board in April 2017. He is also a non-executive director of Anglo American Platinum and De Beers. 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. Stephen previously served as a non-executive director of Cedar Woods Properties Ltd.

Current external appointments

Non-executive director of BAE Systems plc.

Nationality

Australian

Committee member key

- | | |
|----------------------------|------------------------------|
| (A) Audit Committee | (S) Sustainability Committee |
| (N) Nomination Committee | (●) Chair of Committee |
| (R) Remuneration Committee | (○) Member of Committee |



Tony O'Neill (63)

Technical Director

Qualifications: MBA, BSc (Eng), FEng, FIMMM
Appointed: 22 July 2015 as Technical Director

Skills and experience

Tony contributes to Anglo American 40 years' experience in the mining industry across numerous geographies, and commodities spanning iron ore, copper, nickel and gold.

Tony joined Anglo American in September 2013 and has responsibility for the Technical and Sustainability function. He is a member of the GMC and a non-executive director of Anglo American Platinum and De Beers.

Tony was previously Executive Vice President – Business and Technical Development at AngloGold Ashanti Limited from 2008, where he served as joint acting CEO during 2013.

His extensive career in the mining industry includes roles as Operations Executive at Newcrest Mining and Head of the Gold Business at Western Mining Corporation.

Current external appointments

None

Nationality

Australian

⑤

Byron Grote (72)

Senior Independent Director

Qualifications: PhD Quantitative Analysis
Appointed: 19 April 2013 and as Senior Independent Director on 1 January 2019

Skills and experience

Byron has over 35 years of experience across the natural resources sector. He contributes to Anglo American broad business, financial and board experience in numerous geographies.

Byron is designated by the Board to chair and engage with Anglo American's Global Workforce Advisory Panel, established in 2019.

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.

Current external appointments

Vice chairman of the supervisory board of Akzo Nobel NV and a non-executive director of Standard Chartered PLC and Tesco PLC. A member of the European Audit Committee Leadership Network and an emeritus member of the Cornell University Johnson Advisory Council.

Nationality

American/British

① ② ③

Ian Ashby (63)

Independent Non-executive Director

Qualifications: B Eng (Mining)
Appointed: 25 July 2017

Skills and experience

Ian contributes to Anglo American substantial knowledge of the minerals industry across a wide range of commodities, combined with global operating, major projects and capital development experience.

Ian served as President of Iron Ore for BHP Billiton between 2006 and 2012, when he retired from the company. During his 25-year tenure with BHP Billiton, Ian held numerous roles in its iron ore, base metals and gold businesses in Australia, the US, and Chile, as well as projects roles in the corporate office. He began his nearly 40-year mining career as an underground miner at the Mount Isa Mines base metals operations in Queensland, Australia.

Ian has previously served as chairman of Petropavlovsk plc, and a non-executive director of Alderon Iron Ore Corp, Nevsun Resources Ltd, New World Resources PLC and Genco Shipping & Trading, and in an advisory capacity with Apollo Global Management and Temasek.

Current external appointments

None

Nationality

Australian

⑤ ② ③

Committee member key

- | | |
|--------------------------|----------------------------|
| ① Audit Committee | ⑤ Sustainability Committee |
| ② Nomination Committee | ● Chair of Committee |
| ③ Remuneration Committee | ○ Member of Committee |



Marcelo Bastos (58)

① ②

Independent Non-executive Director

Qualifications: MBA, BSc (Hons) Mech Eng
Appointed: 1 April 2019

Skills and experience

Marcelo contributes to Anglo American more than 30 years of operational and project experience in the mining industry across numerous commodities and geographies, particularly in South America.

Marcelo served as chief operating officer of MMG between 2011 and 2017, responsible for the group's copper, zinc, silver, lead and gold operations, and sales and marketing. In this role, he also led the planning and development of the Las Bambas copper mine in Peru. Prior to MMG, Marcelo served as president of the BHP Mitsubishi Alliance joint venture (metallurgical coal), president of BHP's Cerro Matoso nickel operation in Colombia, president of nickel Americas, and president of Nickel West in Australia. His early career until 2004 at Vale included serving as general manager of the Carajás operations in northern Brazil and he was ultimately director for the company's base metals operations. Marcelo is a former non-executive director of Oz Minerals Ltd.

Current external appointments

Non-executive director of Aurizon Holdings Ltd, Golder Associates, and Iluka Resources Ltd.

Nationality

Brazilian/Australian

Elisabeth Brinton (53)

Independent Non-executive Director

Qualifications: BA (Hons)
Appointed: 1 March 2021

Skills and experience

Elisabeth will bring to the Board experience of developing clean energy strategies aligned with climate change reduction, and a clear commercial focus on the potential for digital technologies.

Elisabeth is EVP of Global Renewables & Energy Solutions at Royal Dutch Shell plc. She joined Shell in 2018 from AGL Energy, one of Australia's largest energy companies, where she led its commercial new energies business and built Australia's largest portfolio of renewables at the time in partnership with the A\$3 billion Powering Australia Renewables Fund. Prior to that, Elisabeth spent 15 years in a number of senior technology roles in the US, leading the development of cloud-based customer solutions and broader digital transformations for the energy industry, having begun her career as a successful entrepreneur.

Current external appointments

None

Nationality

American

Hixonia Nyasulu (66)

① ②

Independent Non-executive Director

Qualifications: BA Hons
Appointed: 1 November 2019

Skills and experience

Hixonia contributes to Anglo American significant global board experience drawn from the natural resources, financial services and consumer industries.

Hixonia has previously served as a non-executive director on the boards of Sasol, including five years as chairman, Nedbank, Unilever NV and Unilever PLC. She has also served as a member of the South Africa advisory board of J.P. Morgan and on the board of the Development Bank of Southern Africa. In 2004, Hixonia founded Ayavuna Women's Investments (Pty) Ltd, a female-controlled investment holding company. Prior to that, she ran T.H. Nyasulu & Associates, a strategy, marketing and research company, after starting her career at Unilever in South Africa. Hixonia was a founder member of the Advisory Group formed by the World Economic Forum to set up a community of global chairs.

Current external appointments

Senior independent director of Vivo Energy plc. A member of the board of AGRA, and chairs the Africa Economic Challenge Fund, both not-for-profit organisations.

Nationality

South African

Joining the Board in 2021:



Nonkululeko Nyembezi (60) AS

Independent Non-executive Director

Qualifications: MSc, BSc, MBA
Appointed: 1 January 2020

Skills and experience

Nonkululeko contributes to Anglo American great breadth of technical and strategic insights with a background in engineering and extensive experience spanning mining, steel, financial services and technology in South African and global organisations.

Until June 2020, Nonkululeko was chief executive of Ichor Coal N.V. She has previously served as chair of Alexander Forbes Group and as a non-executive director on the boards of Old Mutual plc, Exxaro Resources, Universal Coal plc and Denel, and as CEO of ArcelorMittal South Africa. In her earlier career, Nonkululeko was chief officer of M&A for the Vodacom group and chief executive officer of Alliance Capital, the then local subsidiary of a New York-based global investment management company.

Current external appointments

Chairman of JSE Limited and Macsteel Service Centres SA, and a non-executive director of Standard Bank of South Africa Limited.

Nationality

South African

Anne Stevens (72) RA

Independent Non-executive Director

Qualifications: BSc, PhD
Appointed: 15 May 2012

Skills and experience

Anne contributes to Anglo American a wealth of experience and wide-ranging commercial acumen from a number of global industries in North, Central and South America.

Anne was chief executive of GKN plc from November 2017 to April 2018. She was formerly 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. Anne is a former non-executive director of Lockheed Martin Corporation, GKN plc and XL Catlin.

Current external appointments

Non-executive director of Aston Martin Lagonda Holdings plc

Nationality

American

Hilary Maxson (42)

Joins the Board as an independent non-executive director on 1 June 2021.

Skills and experience

Hilary will bring to the Board experience in business, spanning finance, the capital markets, energy and technology, gained across her executive career in the US, Europe, Africa and Asia.

Hilary is CFO of Schneider Electric and a member of its executive committee, based in Paris. She previously served as CFO of their largest business unit, Energy Management, having joined the company in 2017 as CFO of the Building and IT business, situated in Hong Kong. Prior to joining Schneider Electric, Hilary spent 12 years with AES in a variety of finance, M&A and business development roles, based across the US, Cameroon and the Philippines, ultimately as CFO for Asia. Hilary began her career at Bank of America and Citigroup, in New York.

Nationality

American

Committee member key

- | | |
|---------------------------------------|--|
| AS Audit Committee | SC Sustainability Committee |
| N Nomination Committee | CC Chair of Committee |
| R Remuneration Committee | MC Member of Committee |

Appendix 1

Principal changes to the Company's Articles of Association

A. Postponement of General Meetings

The New Articles provide that the Board may postpone a properly convened general meeting after notice of that meeting has been sent out but before such meeting takes place. This provision provides greater flexibility for the directors to postpone general meetings in circumstances in which postponing the date, time and/or location of a general meeting may be required, recommended or appropriate, for example if there are issues in relation to accessing the meeting venue or facilities.

B. Combined physical and electronic General Meetings

The New Articles provide that the Directors may decide to hold 'hybrid' general meetings as a combined physical and electronic general meeting (including annual general meetings) in such a way that enables shareholders to attend and participate in the business of the meeting by attending a physical location or by attending by means of an electronic facility. Voting in respect of all resolutions at a hybrid meeting must be decided on a poll. This provision does not permit general meetings to be held in an electronic only format. In addition to the ability of the directors to postpone a general meeting, this provision provides further flexibility for the directors to decide the format and arrangements for holding a general meeting to ensure it is appropriate in the circumstances. The New Articles also include a number of consequential changes to capture the general meetings being held as a physical meeting or through a combined physical and electronic meeting such as amendments to the method of voting and demand for poll, adjournment of meetings and requirement for a quorum.

C. Untraced shareholders

The New Articles contain amended provisions in relation to untraced shareholders under the Current Articles to bring them more in line with current market practice. The changes reflect that it is no longer a requirement to notify the London Stock Exchange before selling shares of untraced shareholders by removing the requirement for notices in relation to untraced shareholders to be published in a national newspaper.

Although some of these formalities are no longer required, the New Articles still require the Company to comply with a number of formalities (such as sending notice to the last known physical or email address of the shareholder and using reasonable steps to trace the shareholder) before such shares can be sold. Amendments in relation to the sale process have also been made, removing the requirement to obtain the 'best price reasonably obtainable', as well as providing that the net sale proceeds belong to the Company and the untraced shareholder has no further right to claim the proceeds.

D. Unclaimed dividends

The New Articles contain an additional provision in relation to unclaimed dividends, providing that a dividend or distribution will be treated as unclaimed in circumstances where required details to make the payment have not been provided to the Company, or if a payment cannot be made by the Company using the details that have been provided. Consequential provisions have also been made in relation to unclaimed dividends of untraced shareholders and persons entitled to dividends by virtue of transmission on death or bankruptcy.

E. General

As the Board is proposing to adopt the New Articles to make the changes described above, the opportunity has been taken generally to clarify minor inconsistencies in certain other parts of the New Articles. The New Articles update existing provisions to reflect current statutory and regulatory rules and to remove redundant provisions.

Appendix 2

2021 AGM webcast

Timings

Date: 5 May 2021

13:30 AGM website and question submission opens.

14:30 AGM begins.

17:00 (approximately) AGM closes. The results of the AGM will be released to the London Stock Exchange as soon as practicably possible following the meeting.

Webcast

For the 2021 AGM, Anglo American will, for the first time, live stream the meeting by webcast and will enable questions relating to the AGM resolutions to be submitted during the meeting. Please refer to the following information and the user guides on the following page for details of how to view the webcast of the meeting and submit questions. Please note, accessing the webcast will not count as formal attendance.

Accessing the AGM website

The Lumi AGM website can be accessed online using most well-known internet browsers such as Internet Explorer (not compatible with versions 10 and below), Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. If you wish to access the AGM using this method, please go to <https://web.lumiagm.com> on the day.

Logging in

On accessing the AGM website, you will be asked to enter a Meeting ID which is 127-956-682. You will then be prompted to enter your unique Shareholder Reference Number (SRN) and PIN which is the first two and last two digits of your SRN. These can be found printed on your proxy form. Access to the Lumi AGM website will be available from 13:30 on 5 May 2021.

Webcast

The proceedings of the AGM will be webcast with presentation slides. Once logged in, and at the commencement of the meeting, you will be able to view the proceedings of the meeting on your device, as well as being able to see any presentation slides of the meeting which will progress automatically as the meeting progresses.

Questions

Shareholders viewing the webcast may ask questions via the website by typing and submitting their question in writing. Select the messaging icon from within the navigation bar and type your question at the bottom of the screen. Viewing the webcast and submitting questions will not constitute formal attendance at the meeting.

Requirements

An active internet connection is required at all times in order to allow you to submit questions and view the webcast. It is the user's responsibility to maintain connectivity for the duration of the meeting.

Duly appointed proxies and corporate representatives

If you would like to appoint a proxy or corporate representative, you should complete the relevant form and either you or they should contact the Company's Registrar, Equiniti to obtain details of how to view the webcast and ask questions. Please contact the Company's Registrar before 14:30 on 4 May 2021 on 0371 384 2026 or +44 (0)121 415 7558 if you are calling from outside the UK, for the proxy's or corporate representative's unique SRN and PIN. Please ensure a valid proxy appointment has been made by no later than 14:30 UK time on 30 April 2021.

Lines are open 09:00 to 17:00 Monday to Friday (excluding public holidays in England & Wales).

User guide to accessing the Anglo American plc 2021 AGM Annual General Meeting remotely

Meeting ID: 127-956-682.

To login you must have your SRN and PIN

- 1 Open the Lumi AGM website and you will be prompted to enter the Meeting ID. If a shareholder attempts to login to the website before the meeting is live*, a pop-up dialogue box will appear.

*13:30 on 5 May 2021



- 2 After entering the Meeting ID, you will be prompted to enter your unique SRN and PIN.



- 3 When successfully authenticated, you will be taken to the Home Screen.



- 4 To view the meeting presentation, expand the "Broadcast Panel", located at the bottom of your device. If viewing through a browser, it will appear automatically.

This can be minimised by pressing the same button.



- 5 If you would like to ask a question, select the messaging icon.



Type your message within the chat box at the bottom of the messaging screen.

Click the send button to submit.



This page has been
intentionally left blank

This page has been
intentionally left blank

Anglo American plc
20 Carlton House Terrace
London
SW1Y 5AN
England

Tel +44 (0)20 7968 8888
Fax +44 (0)20 7968 8500
Registered number 03564138

www.angloamerican.com

Find us on Facebook
Follow us on Twitter