

# Notice of the 2025 Annual General Meeting

Wednesday, 30 April 2025

at 11:00 UK time

The Mermaid London  
Puddle Dock  
London EC4V 3DB



**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 in Anglo American plc, 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 Chair

Dear Shareholder

### 2025 Annual General Meeting

I am pleased to invite you to the 2025 Annual General Meeting ('AGM') of Anglo American plc (the 'Company') which will be held at 11:00 UK time on Wednesday, 30 April 2025 as a hybrid meeting at The Mermaid London, Puddle Dock, London EC4V 3DB, United Kingdom (the 'AGM venue') and online via the Lumi platform.

### 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 equal engagement with our shareholders attending in person and virtually, it is our intention to broadcast the meeting via the Lumi platform and to enable questions relating to the AGM resolutions to be raised or submitted in advance of and during the meeting both in person and virtually. Further details on how to access the AGM virtually are set out in Appendix 1 on page 13 of this Notice and the enclosed Online Meeting Guide.

Shareholders are encouraged to submit their questions in advance by sending an email to [AGMquestions@angloamerican.com](mailto:AGMquestions@angloamerican.com) by 11:00 UK time or 12:00 South Africa time on Monday, 28 April 2025. Additionally, the Lumi platform will enable you to ask questions during the meeting. Further details on how to ask a question virtually are set out on page 13 of this Notice and included in the enclosed Online Meeting Guide.

We will also facilitate questions being asked and responded to in Portuguese and Spanish. Shareholders who wish to make use of this simultaneous translation service must register their questions in advance of the meeting to avoid causing delays during the meeting. If questions requiring translation are not registered in advance they must be asked in English, for the benefit of the majority of those at the meeting.

We would like to respond to as many shareholders' questions as possible 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.

### Voting

We are pleased to offer shareholders online voting facilities during the AGM via the Lumi platform for shareholders attending virtually in addition to the usual arrangements for physical attendees at the AGM venue to vote in person.

While voting on the day is possible, we encourage shareholders attending either physically or virtually to cast their votes in respect of the business of the AGM in advance by completing and returning a proxy form appointing the Chair of the meeting as proxy. This will ensure that your vote will be counted whether or not you attend the AGM. Further information on how to appoint a proxy is detailed on page 6 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.

### Climate Change Resolution

In 2022, we presented our Climate Change Report to shareholders for an advisory vote. We had planned to issue an updated version of the report every three years for shareholders to review and vote on. However, further to the announcement on 14 May 2024 of the Group's accelerated strategy, the Group is currently simplifying its portfolio which will significantly change its future emissions profile. We are working through the implications of this, recognising that the timing of completion of some of the structural changes the Group is undergoing is currently not certain. To ensure our shareholders have the opportunity to have their say on an up-to-date climate strategy and implementation plan more closely tailored to the future of the Group, we believe the more responsible approach in the best interests of the Company is to defer the vote to our 2026 AGM. By then we anticipate that we will be more likely to be in a position to present to shareholders in more detail on the decarbonisation pathway for the new Anglo American Group. In the interim, we continue to disclose in line with the recommendations of the Taskforce on Climate-related Financial Disclosures as part of our annual reporting.

### 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 and raising questions.

### Board change

Resolution 3 relates to the election of Anne Wade. Anne joined the Board as a non-executive director on 1 January 2025. 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 12 and may assist shareholders to take an informed decision on her election.

### Demerger update

On 17 February 2025, the Company provided an update on the planned demerger of Anglo American Platinum Limited (the 'Demerger'), including the intention to seek shareholder approval for the Demerger at the time of its AGM. The Company intends to convene a separate general meeting on the same date, and promptly after conclusion of its AGM for shareholders to vote on the Demerger and related matters (the 'Demerger Meeting'). A separate shareholder circular will be sent to shareholders in respect of the Demerger, which will include notice of the Demerger Meeting as well as additional information regarding the Demerger. This Notice of AGM does not constitute notice of the Demerger Meeting.

Yours faithfully

### Stuart Chambers

Chair  
24 March 2025

Anglo American plc  
Registered in England and Wales No. 03564138  
Registered Office: 17 Charterhouse Street, London EC1N 6RA

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Anglo American plc will be held at The Mermaid London, Puddle Dock, London EC4V 3DB and virtually (details set out in Appendix 1) at 11:00 UK time on Wednesday, 30 April 2025 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 2024.
2. To declare a final dividend of 22 US cents per ordinary share payable on 7 May 2025 to those shareholders registered at the close of business on 14 March 2025.
3. To elect Anne Wade as a director of the Company.
4. To re-elect Stuart Chambers as a director of the Company.
5. To re-elect Duncan Wanblad as a director of the Company.
6. To re-elect John Heasley as a director of the Company.
7. To re-elect Ian Tyler as a director of the Company.
8. To re-elect Magali Anderson as a director of the Company.
9. To re-elect Ian Ashby as a director of the Company.
10. To re-elect Marcelo Bastos as a director of the Company.
11. To re-elect Hilary Maxson as a director of the Company.
12. To re-elect Hixonia Nyasulu as a director of the Company.
13. To re-elect Nonkululeko Nyembezi as a director of the Company.
14. To re-appoint PricewaterhouseCoopers LLP as auditor of the Company for the ensuing year.
15. To authorise the directors to determine the remuneration of the auditor.
16. To approve the implementation report section of the directors' remuneration report set out in the Integrated Annual Report for the year ended 31 December 2024.
17. 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 an aggregate nominal value of \$73.4 million, which represents not more than 10% of the total issued share capital of the Company as at 21 February 2025. This authority shall expire at the earlier of the conclusion of the Annual General Meeting in 2026 or at the close of business on 30 June 2026 (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:

18. To resolve that subject to the passing of resolution 17 above, the directors be authorised to allot shares wholly for cash pursuant to the authority granted by resolution 17 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 an aggregate nominal value of \$18.3 million, which represents no more than 2.5% of the total issued ordinary share capital of the Company, in issue at 21 February 2025– 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 2026 or the close of business on 30 June 2026, 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.
19. 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 54<sup>86</sup>/<sub>91</sub> US cents each in the capital of the Company provided that:
  - a) the maximum number of ordinary shares of 54<sup>86</sup>/<sub>91</sub> US cents each in the capital of the Company authorised to be acquired is 200.5 million;
  - b) the minimum price which may be paid for an ordinary share is 54<sup>86</sup>/<sub>91</sub> 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 earlier of the conclusion of the Annual General Meeting of the Company to be held in 2026 or at the close of business on 30 June 2026 (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.
20. 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**

Company Secretary  
Anglo American plc  
17 Charterhouse Street  
London EC1N 6RA  
Registered Number 03564138

24 March 2025

# 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 3: Election of a new director

Resolution 3 relates to the election of Anne Wade who joined the Board as a non-executive director on 1 January 2025. 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 12 and may assist shareholders to take an informed decision on her election.

## Resolutions 4-13: Re-election of directors

Resolutions 4-13 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 9-12 and may assist shareholders to take an informed decision on their re-election. The Board confirms that, following formal performance reviews, all of the directors continue to perform effectively and demonstrate commitment to the role.

## Resolutions 14-15: Re-appointment and remuneration 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 2025 until the next meeting at which accounts are laid and authorising the directors to determine the external auditor's remuneration.

## Resolution 16: Implementation report

This is set out on pages 192-223 of the Integrated Annual Report for the year ended 31 December 2024. In accordance with remuneration reporting rules, this is an advisory vote.

## Resolution 17: Authority to allot securities

The purpose of resolution 17 is to renew the directors' limited power to allot shares. The authority will only 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 \$73.4 million, which represents not more than 10% of the total issued ordinary share capital of the Company as at 21 February 2025, being the last practicable date prior to the publication of this notice of AGM.

The directors note that the allotment authority sought in resolution 17 is an increase on the authority sought at the 2024 AGM. In light of the Group's accelerated strategy as announced in May 2024, it is important that the Company has sufficient optionality to identify and execute opportunities which align with this strategy. The proposed increased allotment authority would provide the Company with greater flexibility when considering such opportunities. Furthermore, the increased authority would more closely align the Company with recent movement in the market towards increasing strategic flexibility for listed companies, particularly in light of recent changes to the UK listing regime.

The authority under resolution 17 is intended to provide the directors a limited flexibility to act should circumstances or potential opportunities make it beneficial to shareholders as a whole to allot shares. Please note that the directors are alert to shareholders' interests regarding any potentially dilutive transactions and that as such there are no present plans to allot new shares.

If this resolution is passed, no allotment in excess of the above limit would be possible without additional shareholder approval. This authority will expire on the earlier of the conclusion of the AGM in 2026 or at the close of business on 30 June 2026.

In the event that the total issued ordinary share capital of the Company decreases at any point in time, the directors would only exercise the authority granted by resolution 17 up to 10% of the total issued ordinary share capital as at the time of the exercise of the authority.

## Resolution 18: Disapplication of statutory pre-emption rights

The purpose of resolution 18 is to authorise the directors (subject to the passing of resolution 17) to allot up to approximately one quarter of the new shares proposed for authorisation under resolution 17 on a non pre-emptive basis, meaning without first offering them to existing shareholders pro-rata to their holdings.

The remaining new shares proposed to be authorised for allotment under resolution 17 would be required to be offered pre-emptively to existing shareholders pro-rata to their holdings before they could be offered otherwise.

The exact amount proposed to be allotted non pre-emptively shall have a nominal value of not more than \$18.3 million, which represents no more than 2.5% of the total issued ordinary share capital of the Company, in issue at 21 February 2025.

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 18 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 \$18.3 million, which represents no more than 2.5% of the total issued ordinary share capital of the Company as at 21 February 2025 (being the last practicable date prior to publication of this notice of AGM). Limb (a) of resolution 18 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 18 is to authorise the directors to allot new shares and other equity securities pursuant to the allotment authority given by resolution 17, or sell treasury shares.

The authority granted by resolution 18 will expire at the conclusion of the AGM in 2026 or at the close of business on 30 June 2026, whichever is the earlier.

Please note that the directors are alert to shareholders' interests regarding any potentially dilutive transactions and that as such the directors have no present intention of exercising this authority.

In the event that the total issued ordinary share capital of the Company decreases at any point in time, the directors would only exercise the authority granted by resolution 18 up to 2.5% of the total issued ordinary share capital as at the time of the exercise of the authority.

The Board intends to adhere to the provisions in the Pre-emption Group's Statement of Principles as updated on 4 November 2022.

### **Resolution 19: 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 21 February 2025. 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.

In the event that the total issued ordinary share capital of the Company decreases at any point in time, the directors would only exercise the authority granted by resolution 19 up to 14.99% of the total issued ordinary share capital as at the time of exercise of the authority and the minimum price which may be paid for any ordinary share of the Company will never be below the nominal value of such share.

The total number of options to subscribe for shares outstanding at 21 February 2025 was 730,102 ordinary shares, which represents 0.05% 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 0.06% of the reduced share capital.

### **Resolution 20: Notice of general meetings**

Under the Companies Act 2006, the notice period required for all 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.

In order to maintain flexibility for the Company, resolution 20 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 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 Monday, 28 April 2025 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 shareholder and so is the most democratic method of voting. All the votes of those present physically and virtually will be counted and added to those received by proxy. If you have already voted by proxy you can still attend and vote (either in person or virtually) on the day of 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/agm-and-proxy-voting/agm2025](http://www.angloamerican.com/investors/agm-and-proxy-voting/agm2025) as soon as practicably possible following the meeting.

## Right to appoint a proxy

Shareholders entitled to attend and vote at the AGM (either in person or virtually) 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 (either in person or virtually) 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 their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the meeting. If a shareholder wishes to appoint a person other than the Chair, 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 11:00 UK time or 12:00 South Africa time on Monday, 28 April 2025. UK registered shareholders may appoint a proxy online by creating an online portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) and following the on-screen instructions. You will need your Shareholder Reference Number which is 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](http://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 their 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.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 11:00 UK time or 12:00 South Africa time on Monday, 28 April 2025 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

## Corporate representatives

Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.



## Venue entry requirements

Whilst a limited amount of luggage storage is available in the cloakroom of the venue, shareholders are encouraged to not bring large items if avoidable. Security checks of attendees and luggage will be in place at the entrance to the venue. Shareholders should arrive in good time to pass through this.

## 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, shareholders 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 2024; or
- (ii) any circumstance connected with an auditor of the Company (appointed for the financial year beginning 1 January 2024) 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 shareholders 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 shareholder 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/investors/agm-and-proxy-voting/agm2025](http://www.angloamerican.com/investors/agm-and-proxy-voting/agm2025)

## Total voting rights

The total number of issued ordinary shares in the Company on 21 February 2025, which is the latest practicable date before the publication of this document, is 1,337,577,913, carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 21 February 2025 is 1,337,577,913.

## 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, the Botswanan Transfer Secretaries, Central Securities Depository Botswana (PTY) LTD 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) 371 384 2026

### Website:

[www.shareview.co.uk](http://www.shareview.co.uk)

## Transfer Secretaries in Botswana

Central Securities Depository Botswana (PTY) LTD  
Plot 70667, Fairscape Precinct,  
Fargrounds, Gaborone, Botswana  
Private Bag 00417, Gaborone, Botswana

**Telephone:** +267 3674400 / 11 / 12

## 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

Enquiries on other matters should be addressed  
to the company secretary at the following address:

## Registered and Head Office

Anglo American plc  
17 Charterhouse Street  
London EC1N 6RA  
England

**Telephone:** +44 (0) 20 7968 8888

Registered number: 03564138

Website: [www.angloamerican.com](http://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 £6 million.

### 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](http://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](http://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](http://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

- Committee member key**
- Ⓐ Audit Committee
  - Ⓐ Nomination Committee
  - Ⓐ Remuneration Committee
  - Ⓐ Sustainability Committee
  - Chair of Committee
  - Member of Committee



**Stuart Chambers**  
Chair

Ⓐ Ⓐ

**Qualifications:** BSc (Applied Physics), PhD Business Administration, FICChemE  
**Appointed:** 1 September 2017 and as Chair 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.

Stuart served as chair of Travis Perkins plc from 2017 to 2021, and previously chaired ARM Holdings plc and Rexam plc until 2016. In his non-executive career, Stuart has served on the boards of Tesco PLC, Manchester Airport Group plc, Smiths Group plc and Associated British Ports Holdings plc.

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.

**Key external appointments**

A Visiting Fellow of Said Business School, Oxford University.

**Nationality:** British  
**Age:** 68



**Duncan Wanblad**  
Chief Executive

Ⓐ

**Qualifications:** BSc (Eng) Mech, GDE (Eng Management), FREng  
**Appointed:** 19 April 2022 as Chief Executive

**Skills and experience**

Duncan brings to the Board more than 30 years of global mining experience and a deep understanding of Anglo American, its culture and context.

Duncan leads the Executive Leadership Team (ELT), having served as a member since 2009, and is chair of De Beers. From 2016 to 2022, Duncan was Group Director – Strategy and Business Development, also serving as CEO of our Base Metals business from 2013 to 2019. Until 2022, he chaired the Anglo American Foundation.

Between 2009 and 2013, Duncan held the position of Group Director – Other Mining and Industrial, responsible for a global portfolio of mining and industrial businesses for disposal or turnaround to maximise shareholder value. He was appointed CEO of our Copper operations in 2008, prior to which he served as joint interim CEO of Anglo American Platinum in 2007 (having served on the board since 2004). From 2004 to 2007, Duncan was Executive Director of Projects and Engineering at Anglo American Platinum. Duncan began his career at Johannesburg Consolidated Investment Company Limited in 1990.

**Key external appointments**

None

**Nationality:** South African  
**Age:** 58



**John Heasley**  
Finance Director

**Qualifications:** BA, CA

**Appointed:** 1 December 2023 as Finance Director

**Skills and experience**

John brings to Anglo American proven financial, strategic and commercial expertise, coupled with hands-on operational experience of supporting sustainable mining through technology.

John is a member of the ELT and is a director of De Beers. Prior to joining Anglo American in 2023, he was chief financial officer and an executive director at The Weir Group PLC, the FTSE 100 listed global engineering company providing engineering technologies to the global mining industry, a role held since 2016.

Prior to joining Weir in 2008, John served as group financial controller of Scottish Power plc, following his early career in professional services firms in audit, mergers and acquisitions, and corporate finance roles.

He is a member of the Institute of Chartered Accountants of Scotland.

**Key external appointments**

None

**Nationality:** British  
**Age:** 50



RAN

**Qualifications:** BCom, ACA

**Appointed:** 1 January 2022 and as Senior Independent Director on 19 April 2022

#### Skills and experience

Ian contributes to Anglo American a wealth of boardroom and financial experience spanning a number of industrial sectors, including as chair of remuneration and audit committees.

Ian has previously served as chair of Affinity Water, Amey, Vistry Group plc (formerly Bovis Homes Group) and of Cairn Energy plc, and is a former non-executive director of BAE Systems plc, VT Group plc and Cable & Wireless Communications plc, amongst other non-executive board roles. Ian's senior executive career was at Balfour Beatty plc, a global infrastructure business, joining as finance director in 1996 and serving as chief executive from 2005 to 2013.

#### Key external appointments

Chair of Grafton Group plc, and a non-executive director of Synthomer plc. Ian also chairs BMT Group Ltd, a maritime-orientated consultancy.

**Nationality:** British  
**Age:** 64



S

**Qualifications:** Mech Eng

**Appointed:** 1 April 2023

#### Skills and experience

Magali brings to Anglo American highly relevant experience in capital intensive industries from an international executive career in operational, commercial and business transformation leadership roles, and a deep understanding of sustainability in its broadest sense.

Until September 2023, Magali was Chief Sustainability and Innovation Officer of Holcim Group, the Switzerland-based global building materials company. She joined Holcim in 2016, becoming Chief Sustainability Officer in 2019 and adding Innovation to her remit in 2021. During her Holcim tenure, Magali was a member of the advisory boards of industry organisations: Business for Nature, the MIT Climate and Sustainability Consortium, the World Green Building Council and the 50L Home Coalition on water efficiency; and Co-chair of the 2050 net zero work for the Global Cement and Concrete Association. Prior to joining Holcim, Magali spent the majority of her career with Schlumberger, holding operational line management positions including CEO, Angola and region head, Europe. Magali started her career as a field engineer on offshore oil rigs in Nigeria, beginning a 27-year career in oil and gas.

#### Key external appointments

A member of the supervisory board of Capitals Coalition, a not-for-profit, multi-stakeholder organisation.

**Nationality:** French  
**Age:** 57



SNN

**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 over 40-year mining career as an underground miner at the Mount Isa Mines base metals operations in Queensland, Australia.

Ian has previously served as chair 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 IAMGOLD Corporation and in an advisory capacity with Apollo Global Management and Temasek.

#### Key external appointments

Independent director of Suncor Energy Inc.

**Nationality:** Australian  
**Age:** 67



**Marcelo Bastos**  
Independent Non-executive Director

N/S

**Qualifications:** MBA, BSc (Hons) Mech Eng

**Appointed:** 1 April 2019

### Skills and experience

Marcelo contributes to Anglo American more than 35 years of operational and project experience in the mining industry across numerous commodities in South America, Australia, Africa and south east Asia. He is designated by the Board to chair and engage with Anglo American's Global Workforce Advisory Panel.

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 and CEO 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. He had a 19-year career at Vale until 2004 in a range of senior executive positions in Brazil. Marcelo is a former non-executive director of Golder Associates, Oz Minerals Ltd and Iluka Resources Ltd.

### Key external appointments

Independent non-executive director of Aurizon Holdings Ltd and IGO Ltd.

**Nationality:**      **Age:**

Brazilian / Australian    61



**Hilary Maxson**  
Independent Non-executive Director

A/N

**Qualifications:** MBA, B.S. (Applied Economics & Management)

**Appointed:** 1 June 2021

### Skills and experience

Hilary contributes to Anglo American experience in business, spanning finance, the capital markets, energy transition and technology, gained across her executive career in the Americas, 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 the AES Corporation 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.

### Key external appointments

None

**Nationality:**      **Age:**

American      46



**Hixonia Nyasulu**  
Independent Non-executive Director

N/R

**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 previously served as senior independent director of Vivo Energy plc, and a non-executive director on the boards of Sasol Ltd, including five years as chair, Nedbank Ltd, and Unilever plc. She is a former member of the board of AGRA and chaired the Africa Enterprise Challenge Fund, both not-for-profit organisations. Hixonia has also served as a member of the South Africa advisory board of JPMorgan 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.

### Key external appointments

Independent non-executive director and vice chair of Olam Agri Holdings Pte. Ltd, and a non-executive director and senior independent director designate of SSE plc.

**Nationality:**      **Age:**

South African      70



**Nonkululeko Nyembezi**  
Independent Non-executive Director



**Qualifications:** MBA, MSc, BSc

**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 March 2024, Nonkululeko was chair of Macsteel Service Centres SA, a privately-held business. She was previously chair of JSE Limited and was formerly CEO of Ichor Coal N.V. She previously served as chair of Alexander Forbes Group, 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.

**Key external appointments**

Chair of Standard Bank Group.

<b>Nationality:</b>	<b>Age:</b>
South African	64



**Anne Wade**  
Independent Non-executive Director



**Qualifications:** MS (International Relations & Political Economy), BA

**Appointed:** 1 January 2025

**Skills and experience**

Anne contributes to Anglo American a wealth of buy-side insights from her career as a global asset manager, with a particular focus on infrastructure and raw materials, and extensive experience as a non-executive director across a number of relevant industries, with emphasis on sustainability and responsible investing.

Anne spent the majority of her executive career in the asset management industry, largely with Capital Group focused on infrastructure investment. During her 17-year career with Capital, she served as senior vice president and director. In her non-executive career, Anne has served on the boards of Holcim Ltd from 2013 to 2015, John Laing Group plc from 2015 to 2021, and Summit Materials, Inc from 2016 until February 2025.

**Key external appointments**

Chair of Man Group plc.

<b>Nationality:</b>	<b>Age:</b>
American / British	52



# Appendix 1

## User guide to access the Anglo American plc 2025 AGM virtually

### Timings

Date: 30 April 2025

10:00 UK time Lumi platform and question submission opens

11:00 UK time AGM begins

13:00 UK time (approximately) AGM close

### Meeting access

Shareholders can participate in the meeting remotely, via the online Lumi platform: <https://web.lumiagm.com/184104468>. This can be accessed online using the latest version of Chrome, Firefox and Safari on your PC, laptop, tablet or smartphone. On accessing the Lumi platform, you will be asked to enter your unique shareholder reference number (SRN) and PIN (which is the first two and last two digits of your SRN). Access to the Lumi platform will be available one hour prior to the start of the meeting. If you experience any difficulties, please contact Equiniti by emailing: [hybrid.help@equiniti.com](mailto:hybrid.help@equiniti.com) stating your full name, postcode and SRN, if known.

### Broadcast

Once logged in, and at the commencement of the meeting, you will be able to follow the proceedings on your device.

### Voting

Once the Chair has formally opened voting on all resolutions, the polling icon will appear on the navigation bar. From here, the list of resolutions will automatically appear on your screen. To vote, select the option that corresponds with how you wish to vote ('FOR', 'AGAINST', or 'WITHHELD').

Once you have selected your vote, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received. There is no submit button.

To vote on all resolutions displayed, select the 'vote all' option at the top of the Screen.

To change your vote, reselect your choice. To cancel your vote, select the 'cancel' button. You will be able to do this whilst the poll remains open and before the Chair announces its closure.

### Q&A

When you are logged in to the Lumi platform you will be required to register your question via the Lumi messaging function. If you wish to ask your question verbally you will be provided with telephone dial-in instructions, alternatively, your question can be read out on your behalf.

### Requirements

An active internet connection is always required in order to allow you to cast your vote when the poll opens, submit questions and view the broadcast. It is the user's responsibility to ensure you remain connected for the duration of the meeting.

As well as having the latest internet browser installed, users must ensure their device is up to date with the latest software release.

### Duly appointed proxies and corporate representatives

To receive your unique SRN and PIN please contact the Company's registrar Equiniti by emailing: [hybrid.help@equiniti.com](mailto:hybrid.help@equiniti.com). To avoid any delays accessing the meeting, contact should be made at least 24 hours prior to the meeting date and time.

Mailboxes are monitored 09:00-17:00 Monday-Friday (excluding public holidays in England and Wales).

This page has been  
intentionally left blank



This page has been  
intentionally left blank

**Anglo American plc**  
17 Charterhouse Street  
London  
EC1N 6RA  
England

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

**[www.angloamerican.com](http://www.angloamerican.com)**

Find us on Facebook  
Follow us on X