

FINAL TERMS

11 December 2013

Anglo American Capital plc
Issue of JPY 10,000,000,000 1.028 per cent. Guaranteed Notes due 14 December 2018
Guaranteed by Anglo American plc
under the U.S.\$15,000,000,000
Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Offering Circular dated 17 April 2013 as supplemented by the Supplemental Offering Circular dated 11 November 2013 which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the “**Prospectus Directive**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Offering Circular as so supplemented. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Offering Circular as so supplemented. The Offering Circular and the supplement to it are published on the website of the London Stock Exchange through a regulatory information service.

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| 1. | (a) | Issuer: | Anglo American Capital plc |
| | (b) | Guarantor: | Anglo American plc |
| 2. | (a) | Series Number: | 38 |
| | (b) | Tranche Number: | 1 |
| | (c) | Date on which the Notes will be consolidated and form a single Series: | Not Applicable |
| 3. | | Specified Currency or Currencies: | Japanese Yen (“JPY”) |
| 4. | | Aggregate Nominal Amount of Notes: | |
| | (a) | Series: | JPY 10,000,000,000 |
| | (b) | Tranche: | JPY 10,000,000,000 |
| 5. | | Issue Price: | 100.00 per cent. of the Aggregate Nominal Amount |
| 6. | (a) | Specified Denominations: | JPY 500,000,000 |
| | (b) | Calculation Amount: | JPY 500,000,000 |
| 7. | (a) | Issue Date: | 16 December 2013 |
| | (b) | Interest Commencement Date: | Issue Date |
| 8. | | Maturity Date: | 14 December 2018 |
| 9. | | Interest Basis: | 1.028 per cent. Fixed Rate
(see paragraph 14 below) |
| 10. | | Redemption Basis: | Subject to any purchase and cancellation or early redemption the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount |
| 11. | | Change of Interest Basis: | Not Applicable |
| 12. | | Put/Call Options: | Not Applicable |
| 13. | | Date Board approval for issuance of Notes and Guarantee obtained: | Not Applicable |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 14. | | Fixed Rate Note Provisions | Applicable |
| | (a) | Rate(s) of Interest: | 1.028 per cent. per annum payable in arrear on each Interest Payment Date |

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| (b) | Interest Payment Date(s): | 14 June and 14 December in each year, commencing on 14 June 2014, up to and including the Maturity Date, not adjusted |
| (c) | Fixed Coupon Amount(s): | JPY 2,570,000 per Calculation Amount |
| (d) | Broken Amount(s): | JPY 2,541,444 per Calculation Amount, payable on the Interest Payment Date falling on 14 June 2014, in respect of the period from, and including, the Interest Commencement Date to, but excluding, 14 June 2014. |
| (e) | Day Count Fraction: | 30/360 |
| (f) | Determination Date(s): | Not Applicable |
| 15. | Floating Rate Note Provisions | Not Applicable |
| 16. | Zero Coupon Note Provisions: | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 17. | Notice periods for Condition 6(b): | Minimum period: 30 days
Maximum period: 60 days |
| 18. | Issuer Call: | Not Applicable |
| 19. | Investor Put: | Not Applicable |
| 20. | Final Redemption Amount: | JPY 500,000,000 per Calculation Amount |
| 21. | Early Redemption Amount payable on redemption for taxation reasons or on event of default: | As set out in Condition 6(e) |

GENERAL PROVISIONS APPLICABLE TO THE BEARER NOTES

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| 22. | (a) Form: | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event |
| | (b) New Global Note: | No |
| 23. | Additional Financial Centre(s): | London, New York |
| 24. | Talons for future Coupons to be attached to definitive Notes: | No |
| 25. | U.S. Selling Restrictions: | Reg. S Compliance Category 2; TEFRA D |
| 26. | LISTING | |
| | (a) Listing and admission to trading: | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's regulated market and to be listed on the Official List of the UK Listing Authority with effect from 16 December 2013. |
| | (b) Estimate of total expenses related to admission to trading: | £2,700 |

Signed on behalf of the Issuer:

By: D. Smaier
Duly authorised

Signed on behalf of the Guarantor:

By: [Signature]
Duly authorised

PART B – OTHER INFORMATION

1. RATINGS

Ratings:

The Notes to be issued are expected to be rated:

Baa2 by Moody's Investors Service Ltd.

BBB by Standard & Poor's Credit Market Services France SAS

2. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to SMBC Nikko Capital Markets Limited (the “**Manager**”), so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Manager and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantor and their affiliates in the ordinary course of business.

3. YIELD (Fixed Rate Notes only)

Indication of yield:

1.028 per cent. per annum

4. OPERATIONAL INFORMATION

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| (i) | ISIN Code: | XS1005228371 |
| (ii) | Common Code: | 100522837 |
| (iii) | Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): | Not Applicable |
| (iv) | Delivery: | Delivery against payment |
| (v) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |