

FINAL TERMS

1 April 2014

Anglo American Capital plc
Issue of EUR 750,000,000 1.750 per cent Guaranteed Notes due 3 April 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 26 March 2014 which constitutes a base prospectus for the purposes of Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU) (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. 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. The Offering Circular is 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: | 39 |
| | (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: | Euro (EUR) |
| 4. | | Aggregate Nominal Amount of Notes: | |
| | (a) | Series: | EUR 750,000,000 |
| | (b) | Tranche: | EUR 750,000,000 |
| 5. | | Issue Price: | 99.790 per cent. of the Aggregate Nominal Amount |
| 6. | (a) | Specified Denominations: | EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No Notes in definitive form will be issued with a denomination above EUR 199,000 |
| | (b) | Calculation Amount: | EUR 1,000 |
| 7. | (a) | Issue Date: | 3 April 2014 |
| | (b) | Interest Commencement Date: | Issue Date |
| 8. | | Maturity Date: | 3 April 2018 |
| 9. | | Interest Basis: | 1.750 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 |
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| (a) | Rate(s) of Interest: | 1.750 per cent. per annum payable in arrear on each Interest Payment Date |
| (b) | Interest Payment Date(s): | 3 April in each year, commencing on 3 April 2015, up to and including the Maturity Date, not adjusted |
| (c) | Fixed Coupon Amount(s): | EUR 17.50 per Calculation Amount |
| (d) | Broken Amount(s): | Not Applicable |
| (e) | Day Count Fraction: | Actual/Actual (ICMA) |
| (f) | Determination Date(s): | 3 April in each year |
| 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: | EUR 1,000 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: | Yes |
| 23. | Additional Financial Centre(s): | Not Applicable |
| 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 3 April 2014 |
| | (b) Estimate of total expenses related to admission to trading: | £3650 |

Signed on behalf of the Issuer:

By: D. Smailes
Duly authorised
DOUGLAS SMAILES, DIRECTOR

Signed on behalf of the Guarantor:

By: N Jordan
Duly authorised
(Company) Secretary

PART B – OTHER INFORMATION

1. RATINGS

Ratings:

The Notes to be issued have been 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 the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers and their 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:

1.805 per cent. per annum

4. OPERATIONAL INFORMATION

(i) ISIN Code:

XS1052677207

(ii) Common Code:

105267720

(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