

Company No 03564138

COMPANIES ACT 2006**RESOLUTIONS
OF
ANGLO AMERICAN PLC**
(the "Company")

At the ANNUAL GENERAL MEETING of the Company duly convened and held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE at 14:30 on 8 May 2018, the following resolutions were duly passed. Resolution 20 was passed as an ordinary resolution and Resolutions 21 to 25 were each passed as special resolutions:

20. 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\$77.2 million, which represents not more than 10% of the total issued share capital of the Company, exclusive of treasury shares, as at 26 February 2018. This authority shall expire at the earlier of the conclusion of the Annual General Meeting in 2019 or at the close of business on 30 June 2019 (whichever is earlier). Such authority shall be in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006.
21. To resolve that subject to the passing of Resolution 20 above, the directors be authorised to allot shares wholly for cash pursuant to the authority granted by Resolution 20 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\$38.6 million, which represents no more than 5% of the total issued ordinary share capital of the Company, excluding treasury shares, in issue at 26 February 2018
- 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 2019 or the close of business on 30 June 2019 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.
22. 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 210.6 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 105% of the average of the middle market quotation for an ordinary share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased and the 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 2019 (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.
23. To resolve that the terms of a proposed contract between (i) UBS AG and (ii) the Company providing for the purchase by the Company of 50,000 unlisted cumulative preference shares of £1.00 each (a draft of which has been produced to this meeting) be and are hereby approved and authorised for the purposes of section 694 of the Companies Act 2006 and otherwise but so that such approval and authority shall expire five years after the date on which this resolution is passed.
24. To resolve that, with effect from the end of the Annual General Meeting, the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the current Articles of Association.
25. To resolve that a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.