



NOTICE OF THE 2019 ANNUAL GENERAL MEETING

TUESDAY, 30 APRIL 2019 AT 14:30

The Queen Elizabeth II Conference Centre
Broad Sanctuary, Westminster, London SW1P 3EE

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

Notice is hereby given that the Annual General Meeting of Anglo American plc will be held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE at 14:30 on Tuesday, 30 April 2019 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 2018.
- 2 To declare a final dividend of 51 US cents per ordinary share, payable on 3 May 2019 to those shareholders registered at the close of business on 15 March 2019.
- 3 To elect Marcelo Bastos as a director of the Company.
- 4 To re-elect Ian Ashby as a director of the Company.
- 5 To re-elect Stuart Chambers as a director of the Company.
- 6 To re-elect Mark Cutifani as a director of the Company.
- 7 To re-elect Nolitha Fakude as a director of the Company.
- 8 To re-elect Byron Grote as a director of the Company.
- 9 To re-elect Tony O'Neill as a director of the Company.
- 10 To re-elect Stephen Pearce as a director of the Company.
- 11 To re-elect Mphu Ramatlapeng as a director of the Company.
- 12 To re-elect Jim Rutherford as a director of the Company.
- 13 To re-elect Anne Stevens as a director of the Company.
- 14 To re-appoint Deloitte 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 Annual Report and Accounts for the year ended 31 December 2018.
- 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 a nominal value of US\$38.6 million, which represents not more than 5% of the total issued share capital of the Company, exclusive of treasury shares, as at 1 March 2019. This authority shall expire at the earlier of the conclusion of the Annual General Meeting in 2020 or at the close of business on 30 June 2020 (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 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 1 March 2019
– 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 2020 or the close of business on 30 June 2020 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 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 2020 (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

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

1 March 2019

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 director

Resolution 3 relates to the election of Marcelo Bastos. As announced on 1 March 2019, Marcelo will join the Board as a non-executive director on 1 April 2019. His biographical details, setting out the skills and experience he will contribute to the Board, are set out on page 10 to enable shareholders to take an informed decision on his election.

Resolutions 4 to 13: Re-election of directors

Resolutions 4 to 13 relate to the annual re-election of directors. Their biographical details, setting out the skills and experience they contribute to the Board, are set out on pages 7-10 to enable 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.

Resolution 14: Re-appointment of the auditor

The directors recommend the re-election of Deloitte LLP as auditor, to hold office until the next meeting at which accounts are laid. A formal tender process is underway for the appointment of a new external auditor for the 2020 financial year and it is anticipated that shareholder approval in respect of this appointment will be sought at the 2020 Annual General Meeting (AGM).

Resolution 16: Implementation report

This is set out on pages 100-124 of the Annual Report and Accounts for the year ended 31 December 2018. 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' 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\$38.6 million, which represents not more than 5% of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 1 March 2019, being the last practicable date prior to the publication of this Notice of AGM. At 1 March 2019, the Company held 540,634 treasury shares which represented 0.04% of the total ordinary issued share capital, excluding treasury shares, at that date.

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 2020 or at the close of business on 30 June 2020.

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 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), they 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 US\$38.6 million, which represents no more than 5% of the total issued ordinary share capital of the Company, excluding treasury shares, as at 1 March 2019 (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 interest 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 2020 or at the close of business on 30 June 2020, whichever is the earlier. 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 18 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 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, excluding treasury shares, as at 1 March 2019. 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 1 March 2019 was 470,501 ordinary shares, which represents 0.03% of the issued ordinary share capital, excluding treasury shares, 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 20: 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 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.

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING continued

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 26 April 2019 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 at 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/shareholder-information/agm/agm2019 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 Friday, 26 April 2019. 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 2018; or
- (ii) any circumstance connected with an auditor of the Company (appointed for the financial year beginning 1 January 2018) 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:

- a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- b) the answer has already been given on a website in the form of an answer to a question; or
- c) 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 required by Section 311A of the Companies Act 2006 can be found at www.angloamerican.com.

TOTAL VOTING RIGHTS

The total number of issued ordinary shares in the Company (excluding those held in treasury) on 1 March 2019, which is the latest practicable date before the publication of this document, is 1,404,924,698, carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 1 March 2019 is 1,404,924,698.

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: +44 121 4157 558

TRANSFER SECRETARIES IN SOUTH AFRICA

Computershare Investor Services Pty Limited
Rosebank Towers, 15 Biermann Avenue
Rosebank, Johannesburg, 2196
PO Box 61051, Marshalltown, 2107
South Africa

Telephone: +27 (0) 11 3705 000

Fax: +27 (0) 11 6885 200

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 sell shares that turn out to be worthless or non-existent, or to buy shares at an inflated price in return for an upfront payment. While high profits are promised, if you buy or sell shares in this way you will probably lose your money.

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-unauthorised-firm, 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. Five thousand people contact the FCA about share fraud each year, with victims losing an average of £20,000.

COMMITTEE MEMBER KEY

- A** Audit Committee
- N** Nomination Committee
- R** Remuneration Committee
- S** Sustainability Committee
- C** Chair of Committee
- M** Member of Committee



Stuart Chambers (62) **N S**

Chairman

BSc

Appointed to the Board on 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.

Stuart 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 (2010-2015), Manchester Airport Group plc (2010-2013), Smiths Group plc (2006-2012) and Associated British Ports Holdings plc (2002-2006). His 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, Stuart gained 10 years of sales and marketing experience at Mars Corporation, following 10 years at Shell.

CURRENT EXTERNAL APPOINTMENTS

Chairman and a non-executive director at Travis Perkins PLC, and a member of the UK Takeover Panel.



Mark Cutifani (60) **S**

Chief Executive

BE (Mining-Hons), FAusIMM, CEngFIMMM, DBA (Hon), DoL (Hon)

Appointed to the Board as Chief Executive on 3 April 2013

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), and a member of the Corporate and Operational committees. He is a non-executive director of Anglo American Platinum, chairman of Anglo American South Africa 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.



Stephen Pearce (55)

Finance Director

BBus (Acc), FCA, GIA, MAICD

Appointed to the Board as Finance Director on 24 April 2017

SKILLS AND EXPERIENCE

Stephen contributes to Anglo American more than 16 years of public company director experience and over 30 years of financial and commercial experience in the mining, oil and gas, and utilities industries.

Stephen joined Anglo American in January 2017. He is a member of the GMC, and chairman of the Corporate and Investment committees. He is also a non-executive director of Kumba Iron Ore, Anglo American Platinum, Anglo American South Africa and De Beers. Before joining Anglo American, Stephen served as CFO and

an executive director of Fortescue Metals Group from 2010-2016. Prior to that, he held the positions of managing director and CEO of Southern Cross Electrical Engineering Ltd and was CFO of Alinta Ltd. He is a former non-executive director of Cedar Woods Properties Ltd.

CURRENT EXTERNAL APPOINTMENTS

Non-executive director of BAE Systems plc (from 1 June 2019)

DIRECTORS' BIOGRAPHIES continued



Tony O'Neill (61) S
Technical Director
MBA, BAsC (Eng)

Appointed to the Board as Technical Director on 22 July 2015

SKILLS AND EXPERIENCE

Tony contributes to Anglo American 38 years' experience in the mining industry across numerous geographies, and commodities spanning iron ore, copper, nickel and gold.

Tony joined Anglo American in 2013 and has responsibility for the Group's Technical and Sustainability function. He is a member of the GMC, chairman of the Operational Committee, and a member of the Corporate and Investment committees. He is also a non-executive director of Anglo American

Platinum and De Beers. Tony was previously EVP – Business and Technical Development at AngloGold Ashanti 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



Byron Grote (70) A N R
Senior Independent Director
PhD Quantitative Analysis

Appointed to the Board on 19 April 2013 and as Senior Independent Director on 1 January 2019.

SKILLS AND EXPERIENCE

Byron contributes to Anglo American broad business, financial and board experience in numerous geographies.

Byron has extensive management experience across the oil and gas industry. 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.



Ian Ashby (61) N R S
Non-executive director
B Eng (Mining)

Appointed to the Board on 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. He will succeed Jack Thompson as chairman of the Sustainability Committee on 30 April 2019.

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 project roles in the corporate office.

He began his 38-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, as 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

COMMITTEE MEMBER KEY

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- S** Sustainability Committee
- C** Chair of Committee
- M** Member of Committee



Nolitha Fakude (54) **A S N**

Non-executive director

BA Hons

Appointed to the Board on 24 April 2017

SKILLS AND EXPERIENCE

Nolitha contributes to Anglo American significant management experience in various functional leadership roles across the oil and energy, chemicals, financial services and retail industries.

Until 2016, Nolitha served as an executive director at Sasol Limited and as EVP of strategy and sustainability, following an 11-year career with the company where she held executive roles in human resources and business transformation. Prior to that she held senior management positions in corporate affairs, strategy and operations in the retail and financial sectors.

Nolitha has previously served as deputy chair of South African Airways, deputy chair and lead independent director of Datacentrix Holdings Limited, and as a non-executive director of Harmony Gold and Woolworths Holdings.

CURRENT EXTERNAL APPOINTMENTS

Non-executive director of the JSE Limited and African Oxygen Limited (AFROX), and a Patron of Guild Cottage home for girls.



Dr Mphu Ramatlapeng (66) **S**

Non-executive director

MD, MHSc

Appointed to the Board on 8 July 2013

SKILLS AND EXPERIENCE

Mphu is a highly experienced leader who contributes to Anglo American a broad range of global health expertise at board level across both the public and private sectors.

Mphu served as Minister of Health and Social Welfare of Lesotho between 2007 and 2012. In this role, she championed Lesotho's significant achievements in reducing the transmission of HIV from mother to child. Across her career, she has been a leading advocate for women in business, including serving as founding board member of Women in Business in Lesotho.

CURRENT EXTERNAL APPOINTMENTS

Executive vice president of HIV/AIDS and Tuberculosis programmes for the Clinton Health Access Initiative, and a member of the board of directors of Living Goods, a non-profit organisation.



Jim Rutherford (59) **A R S**

Non-executive director

BSc (Econ), MA (Econ)

Appointed to the Board on 4 November 2013

SKILLS AND EXPERIENCE

Jim has over 25 years' experience in investment banking and investment management. He has extensive international experience, and contributes to the Board considerable financial insight from the perspective of the capital markets and a deep understanding of the mining industry.

Until September 2018, Jim served as chairman of Dalradian Resources Inc. Between 1997 and 2013, he was a senior vice president of Capital International Investors, a division of Capital Group, and had

responsibility for investments in the mining and metals industry. Prior to joining Capital Group, Jim was an investment analyst covering the South American mining and metals industry for HSBC James Capel in New York.

CURRENT EXTERNAL APPOINTMENTS

Independent director of the Tantallon India Fund.

DIRECTORS' BIOGRAPHIES continued

COMMITTEE MEMBER KEY

- | | |
|---------------------------------|-----------------------------------|
| A Audit Committee | S Sustainability Committee |
| N Nomination Committee | C Chair of Committee |
| R Remuneration Committee | M Member of Committee |



Anne Stevens (70) **A** **N** **R**

Non-executive director

BSc, PhD

Appointed to the Board on 14 May 2012

SKILLS AND EXPERIENCE

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

Anne served as 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

None



Marcelo Bastos (56) **S**

Non-executive director
(from 1 April 2019)

MBA, BSc (Hons) Mech Eng

To be appointed to the Board on 1 April 2019

SKILLS AND EXPERIENCE

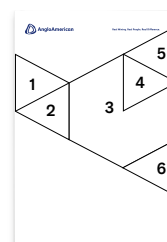
Marcelo will contribute to the Board more than 30 years of operational and project experience in the mining industry across numerous commodities and geographies, particularly in South America.

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 responsible for the base metals operations.

CURRENT EXTERNAL APPOINTMENTS

Non-executive director of Oz Minerals Ltd (from which he is due to step down in April 2019), Aurizon Holdings Ltd, Golder Associates and Iluka Resources Ltd.



Cover Images

1. A laser device being used underground for precision markup of centre lines and panel marking at Unki mine, Zimbabwe.
2. Copper is a core component for the construction of wind turbines.
3. A dual loading system is being used at Kolomela mine, South Africa where two haul trucks are lined up on either side of an excavator.
4. Schoolchildren at the Ivory Park Secondary School near Midrand during the launch of the Anglo American South African Education Programme.
5. Head of financial trading, Iron Ore, Andrew Glass, (left) and senior trader, Copper, Gavin Li, consulting data screens at the Singapore marketing office.
6. Families in Cuchumbaya and San Cristóbal have benefited from the Quellaveco Fund, which has helped improve their living standards and personal nutrition.

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