

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 30 April 2019, the following resolutions were duly passed. Resolution 17 was passed as an ordinary resolution and Resolutions 18 to 20 were each passed as special resolutions:

- 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.
- 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 54 86/91 US cents each in the capital of the Company provided that:
 - a) the maximum number of ordinary shares of 54 86/91 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 54 86/91 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.