

**Anglo American plc (the “Company”)**

Registered office: 20 Carlton House Terrace, London SW1Y 5AN

Registered number: 3564138 (incorporated in England and Wales)

Legal Entity Identifier: 549300S9XF92D1X8ME43

ISIN: GBOOB1XZS820

JSE Share Code: AGL

NSX Share Code: ANM

**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATION (EU) 596/2014.****NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO, OR TO ANY PERSON RESIDENT AND/OR LOCATED IN, ANY JURISDICTION WHERE SUCH RELEASE, PUBLICATION OR DISTRIBUTION IS UNLAWFUL (SEE “OFFER AND DISTRIBUTION RESTRICTIONS” BELOW)****September 14, 2020****ANGLO AMERICAN CAPITAL PLC<sup>1</sup> ANNOUNCES PRICING FOR CASH TENDER OFFER FOR A SERIES OF ITS U.S. DOLLAR SECURITIES**

Further to its launch announcement on September 8, 2020, Anglo American Capital plc (the “**Company**”) announces today the pricing of its invitation to holders of its U.S.\$600,000,000 4.125% Senior Securities due September 27, 2022 guaranteed by Anglo American plc (the “**Securities**”) to tender any and all of their Securities for purchase by the Company for cash (the “**Tender Offer**”), on the terms of, and subject to the satisfaction or waiver of the New Issue Condition (as defined below) and the other conditions contained in, a tender offer memorandum dated September 8, 2020 (the “**Tender Offer Memorandum**”). Capitalized terms not otherwise defined in this announcement have the same meaning as assigned to them in the Tender Offer Memorandum.

**Holders are advised to read carefully the Tender Offer Memorandum for full details of, and information on the procedures for participating in, the Tender Offer.**

The Company hereby announces that the Purchase Price, Reference Yield, Purchase Spread and Purchase Yield are as set out in the table below.

| Title of Securities   | ISINs and CUSIP Numbers  | Purchase Price*<br>(per U.S.\$1,000 nominal amount) | Reference Yield | Purchase Spread | Purchase Yield  | Reference U.S. Treasury Security               | Bloomberg Reference Page** |
|---|--|---|-----------------|-----------------|-----------------|--|----------------------------|
| U.S.\$600,000,000 4.125% Senior Securities due September 27, 2022 guaranteed by Anglo American plc <sup>2</sup> | US034863AG56 and<br>USG03762CH52<br>034863AG5 and<br>G03762CH5 | U.S.\$1,066.06                                      | 0.133 per cent. | 70 bps          | 0.833 per cent. | 0.125% U.S. Treasury Notes due August 31, 2022 | PX1                        |

\* Holders will receive accrued and unpaid interest up to, but excluding, the settlement date.

\*\* The applicable page on Bloomberg from which the Dealer Managers will quote the bid side price of the Reference U.S. Treasury Security.

The Tender Offer is scheduled to expire at 5:00 p.m. New York City time, on September 14, 2020 (the “**Expiration Time**”), unless extended, re-opened, and/or terminated as provided in the Tender Offer Memorandum.

In order to receive the Tender Consideration, holders of Securities must validly tender (and not validly withdraw) their Securities by the Expiration Time, by delivering, or arranging to have delivered on their behalf, a valid Electronic Offer Instruction that is received by the Information and Tender Agent by the Expiration Time.

<sup>1</sup> (LEI TINT358G1SSHR3L3PW36)

<sup>2</sup> (LEI 549300S9XF92D1X8ME43)

Upon the terms and subject to the conditions set forth in the Tender Offer Memorandum, holders who (i) validly tender their Securities at or prior to the Expiration Time or (ii) validly tender their Securities at or prior to the Guaranteed Delivery Date pursuant to the guaranteed delivery procedures, and in either case do not validly withdraw their tender, and whose Securities are accepted for purchase by the Company, will receive the Tender Consideration in respect of Securities accepted for purchase on the Settlement Date.

The results of the Tender Offer are expected to be announced on September 15, 2020. The acceptance of Securities for purchase is conditional on the satisfaction of the conditions of the Tender Offer as provided in the Tender Offer Memorandum, including the satisfaction or waiver of the New Issue Condition. The Settlement Date for the Tender Offer is expected to be September 17, 2020 (subject to the satisfaction or waiver of the New Issue Condition).

Securities purchased by the Company pursuant to the Tender Offer will be cancelled and will not be re-issued or re-sold.

## **FURTHER INFORMATION**

D.F. King has been appointed by the Company as Information and Tender Agent for the purposes of the Tender Offer.

BNP Paribas, Goldman Sachs & Co. LLC, HSBC Securities (USA) Inc. and Santander Investment Securities Inc. have been appointed as Dealer Managers for the purposes of the Tender Offer.

Holders of Securities may access the Tender Offer Memorandum and the form of notice of guaranteed delivery (as described in the Tender Offer Memorandum) at <https://sites.dfkingltd.com/angloamerican>.

Requests for information in relation to the Tender Offer should be directed to:

## **DEALER MANAGERS**

### **BNP Paribas**

16, boulevard des Italiens  
75009 Paris  
France

Attention: Liability Management Group  
In the United States:  
Toll Free: +1 888 210 4358  
In Europe:  
Telephone: +33 1 55 77 78 94  
E-mail: [liability.management@bnpparibas.com](mailto:liability.management@bnpparibas.com)

### **HSBC Securities (USA) Inc.**

452 Fifth Avenue  
New York, NY, 10018  
United States of America

Attention: Liability Management  
Telephone (U.S. Collect): +1 212 525 5552  
Telephone (U.S. Toll-Free): +1 888 HSBC 4LM  
In Europe:  
Telephone: +44 20 7992 6237  
Email: [liability.management@hsbcib.com](mailto:liability.management@hsbcib.com)

### **Goldman Sachs & Co. LLC**

200 West Street  
New York, NY 10282  
United States

Attention: Liability Management Group  
In the United States:  
Collect: +1 212 357-0215  
Toll Free: +1 800 828-3182  
In Europe:  
Telephone: +44 20 7774 9862  
E-mail: [liabilitymanagement.eu@gs.com](mailto:liabilitymanagement.eu@gs.com)

### **Santander Investment Securities Inc.**

45 East 53rd Street  
New York, NY 10022  
United States

Attention: Liability Management  
Telephone (U.S. Collect): +1 (212) 940-1442  
Telephone (U.S. Toll-Free): +1 (855) 404-3636  
In Europe:  
Telephone: +44 (0) 7418 709 688

*Requests for information in relation to the procedures for tendering Securities in the Tender Offer and the submission of Electronic Offer Instructions or for copies of the Tender Offer Memorandum, form of guaranteed delivery or related documents should be directed to:*

**THE INFORMATION AND TENDER AGENT**

**D.F. King**

**Offer Website:** <https://sites.dfkingltd.com/angloamerican>

**Email:** [angloamerican@dfkingltd.com](mailto:angloamerican@dfkingltd.com)

**In New York**

48 Wall Street, 22<sup>nd</sup> Floor  
New York, New York 10005  
United States of America

Tel: +1 212 269 5550 / Toll Free: (877) 865-5051

By Facsimile: +1 (212) 709 3328

Attention: Andrew Beck

Confirmation: +1 (212) 269 5552

**In London**

65 Gresham Street  
London EC2V 7NQ  
United Kingdom

Tel: +44 20 7920 9700

**This announcement is released by Anglo American Capital plc and contains inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 (MAR), encompassing information relating to the Tender Offer described above. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made by Matthew Looseley (Group Company Secretary) at Anglo American Capital plc.**

**NOTICE AND DISCLAIMER**

Nothing in this announcement or the Tender Offer Memorandum constitutes an offer of securities in the United States of America. The securities referred to above have not been and will not be registered under the U.S. Securities Act of 1933 (the “**Securities Act**”) or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The New Issue, and the guarantee thereof, have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States. The New Issue is being offered and sold in the United States only to qualified institutional buyers in accordance with Rule 144A under the Securities Act and outside the United States to certain non-U.S. persons in accordance with Regulation S under the Securities Act.

Subject to applicable law, the Company or any of its affiliates may at any time and from time to time following completion or cancellation of the Tender Offer purchase or exchange or offer to purchase or exchange remaining outstanding Securities or issue an invitation to submit offers to sell Securities (including, without limitation, those tendered pursuant to the Tender Offer but not accepted for purchase) through open market purchases, privately negotiated transactions, tender offers, exchange offers or otherwise, in each case on terms that may be more or less favorable than those contemplated by the Tender Offer.

This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which must be read carefully before any decision is made

with respect to the Tender Offer. If any holder of Securities is in any doubt as to the action it should take, it is recommended to seek its own legal, accounting and financial advice, including as to any tax consequences, immediately from its stockbroker, bank manager, attorney, accountant or other independent financial adviser. Any individual or company whose Securities are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to participate in the Tender Offer. None of the Company, the Dealer Managers, the Information and Tender Agent and any person who controls, or is a director, officer, employee or agent of such persons, or any affiliate of such persons, makes any recommendation as to whether holders of Securities should participate in the Tender Offer.

## **OFFER AND DISTRIBUTION RESTRICTIONS**

This announcement and the Tender Offer Memorandum do not constitute an invitation to participate in the Tender Offer in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such offer or invitation or for there to be such participation under applicable securities laws. The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Tender Offer Memorandum comes are required by each of the Company, the Dealer Managers and the Information and Tender Agent to inform themselves about and to observe any such restrictions.

### **United Kingdom**

The communication of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Tender Offer are not being made by, and such documents and/or materials have not been approved by, an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”) or to persons falling within Article 43(2) of the Order, or to other persons to whom it may otherwise lawfully be made in accordance with the Order.

### **Italy**

None of the Tender Offer, this announcement, the Tender Offer Memorandum or any other documents or materials relating to the Tender Offer have been or will be submitted to the clearance procedures of the *Commissione Nazionale per le Società e la Borsa* (“**CONSOB**”) pursuant to Italian laws and regulations. The Tender Offer is being carried out in the Republic of Italy (“**Italy**”) as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of February 24, 1998, as amended (the “**Financial Services Act**”) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of May 14, 1999, as amended.

Any holder or beneficial owner of Securities located in Italy may tender their Securities for purchase in the Tender Offer through authorized persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of February 15, 2018, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority. Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Securities or the Tender Offer Memorandum.

### **France**

Neither this announcement, the Tender Offer Memorandum nor any other document or material relating to the Tender Offer have only been and shall only be distributed in France to qualified investors as defined in Article 2(e) of Regulation (EU) 2017/1129. This Tender Offer Memorandum has not been and will not be submitted for clearance to nor approved by the *Autorité des Marchés Financiers*.

## **General**

The Tender Offer does not constitute an offer to buy or the solicitation of an offer to sell Securities (and Offers to Sell will not be accepted from Holders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities or other laws require the Tender Offer to be made by a licensed broker or dealer or similar and any of the Dealer Managers or any of the Dealer Managers' respective affiliates is such a licensed broker or dealer in any such jurisdiction, the Tender Offer shall be deemed to be made by such Dealer Manager or such affiliate, as the case may be, on behalf of the Company in such jurisdiction.

Each Holder participating in the Tender Offer will be deemed to give certain representations in respect of the jurisdictions referred to above and generally as set out in the Tender Offer Memorandum. Any tender of Securities for purchase pursuant to an Offer to Sell pursuant to the Tender Offer from a Holder that is unable to make these representations may be rejected. Each of the Company, the Dealer Managers and the Information and Tender Agent reserves the right, in its absolute discretion (and without prejudice to the relevant Holder's responsibility for the representations made by it), to investigate, in relation to any tender of Securities for purchase pursuant to the Tender Offer, whether any such representation given by a Holder is correct and, if such investigation is undertaken and as a result the Company determines (for any reason) that such representation is not correct, such Offer to Sell may be rejected.

The Company has a primary listing on the Main Market of the London Stock Exchange and secondary listings on the Johannesburg Stock Exchange, the Botswana Stock Exchange, the Namibia Stock Exchange and the SIX Swiss Exchange.

### **Sponsor**

RAND MERCHANT BANK (A division of FirstRand Bank Limited)