

**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

**1 June 2021**

**ANGLO AMERICAN CAPITAL PLC<sup>1</sup> ANNOUNCES EARLY RESULTS FOR CASH TENDER OFFER  
FOR TWO SERIES OF ITS U.S. DOLLAR NOTES AND A SERIES OF ITS EURO NOTES**

**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7  
OF THE MARKET ABUSE REGULATION (EU) 596/2014, AS IT FORMS PART OF DOMESTIC LAW  
BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018.**

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RESIDENT AND/OR LOCATED IN, ANY JURISDICTION WHERE SUCH RELEASE, PUBLICATION  
OR DISTRIBUTION IS UNLAWFUL (SEE “OFFER AND DISTRIBUTION RESTRICTIONS” BELOW).**

Further to its launch announcement on 17 May 2021, Anglo American Capital plc (the “Company”) announces today the early results of its invitation to holders of its (i) US\$750,000,000 5.375 per cent. Senior Notes due April 2025 guaranteed by Anglo American plc<sup>2</sup> (ISIN: US034863AV24 (Rule 144A) / USG0446NAQ72 (Reg S)) (“**April 2025 US Dollar Notes**”); (ii) US\$650,000,000 4.875 per cent. Senior Notes due May 2025 guaranteed by Anglo American plc (ISIN: US034863AP55 (Rule 144A) / USG0446NAJ30 (Reg S)) (“**May 2025 US Dollar Notes**” and, together with the April 2025 US Dollar Notes, the “**US Dollar Notes**”) and (iii) €600,000,000 1.625 per cent. Guaranteed Notes due September 2025 guaranteed by Anglo American plc (ISIN: XS1686846061) (the “**Euro Notes**” and, together with the April 2025 US Dollar Notes and May 2025 US Dollar Notes each being a “**Series**”, and any notes within any such Series being the “**Notes**”) to tender Notes for purchase by the Company for cash (each such invitation an “**Offer**” and together, the “**Offers**”), on the terms of, and subject to the Offer Cap and the Acceptance Priority Levels and the other conditions contained in, a tender offer memorandum dated 17 May 2021 (the “**Tender Offer Memorandum**”).

Capitalised 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 Offers.**

The Early Tender Deadline for the Offers was at 5:00 p.m. New York City time on 28 May 2021. The Withdrawal Deadline was 5:00 p.m. New York City time, on 28 May 2021. As a result, tendered Notes may no longer be withdrawn, except in certain limited circumstances where the Company determines that additional withdrawal rights are required by law or otherwise in accordance with the Tender Offer Memorandum.

The Company hereby announces its indicative and non-binding intention to accept valid tenders of the Notes in the Series as set out in the table below. A Pro-Rating Factor is expected to be applied to the Notes and a non-binding indication is detailed in the table below. Since the Offer Cap is based upon the total amount paid to purchase Notes pursuant to the Offers, Holders should note that the amount of each Series and each Pro-Rating factor will be subject to, amongst other things, the actual Reference Yields as of the Pricing Time. As such, the below values should be treated as indications only.

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

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

Notes	ISIN / CUSIP	Principal amount outstanding	Acceptance Priority Level	Aggregate principal amount validly tendered and not withdrawn by Early Tender Deadline	Indicative and non-binding principal amount to be accepted <sup>(1)</sup>	Indicative and non-binding Pro-Rating factor
April 2025 US Dollar Notes	Rule 144A: US034863AV24 / 034863 AV2 Reg S: USG0446NAQ72 / G0446N AQ7	US\$750,000,000	1	\$557,223,000	\$557,223,000	100.0000%
May 2025 US Dollar Notes	Rule 144A: US034863AP55 / 034863 AP5 Reg S: USG0446NAJ30 / G0446N AJ3	US\$650,000,000	2	\$400,088,000	\$311,197,000	Approx. 75%
Euro Notes	XS1686846061	€600,000,000	3	N/A	N/A	N/A

(1) The final acceptance amount in respect of the Early Settlement Date, and the allocation of the Final Acceptance Amount between each Series, shall be announced after Pricing Time.

## Pricing and Acceptance

Pricing of the Offers will take place at or around 10.00 a.m., New York time on 1 June 2021 at which time the Reference Yield, Early Consideration and Late Consideration for each Series will be determined. As soon as practicable after the Pricing Time, the Company will announce its decision to accept valid Tenders for purchase on the Early Settlement Date and, if so accepted: (i) the Reference Yield, the Early Consideration and the Late Consideration for each Series (if applicable); (ii) the Final Acceptance Amount in respect of the Early Settlement Date, (iii) the allocation of the Final Acceptance Amount in respect of the Early Settlement Date between each Series (which will be determined using the Acceptance Priority Levels), (iv) any Pro-Rating Factor in respect of the Notes settled on the Early Settlement Date (if applicable), (v) the aggregate principal amount of Notes in each Series that will remain outstanding after the Early Settlement Date, and (vi) the aggregate amount of capacity (if any) pursuant to the Offer Cap remaining for any Tenders submitted after the Early Tender Deadline and at or prior to the Expiration Deadline.

Unless stated otherwise, all announcements in connection with the Offers will be made in accordance with applicable law (i) by publication through RNS, (ii) by the delivery of notices to the Clearing Systems for communication to Direct Participants, (iii) on the relevant Reuters Insider Screen, (iv) the issue of a press release to a Notifying News Service, (v) on the Offer Website and/or (vi) obtainable from the Tender and Information Agent, the contact details for which are below.

## FURTHER INFORMATION

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

BBVA Securities Inc., BNP Paribas, Citigroup Global Markets Limited and Morgan Stanley & Co. International plc have been appointed as Dealer Managers for the purposes of the Offers.

Holders of Securities may access the Tender Offer Memorandum at <https://sites.dfkingltd.com/angloamerican>.

Requests for information in relation to the Offers should be directed to:

## DEALER MANAGERS

### **BBVA Securities Inc.**

1345 Avenue of the Americas, 44th Floor  
New York, NY 10105  
United States of America  
Attention: Liability Management  
Email: [liabilitymanagement@bbva.com](mailto:liabilitymanagement@bbva.com)

In Europe:

Telephone: +44 20 7397 6061

In the United States:

Toll Free: +1 800 422 8692

Collect: +1 212 728 2446

### **BNP Paribas**

16, boulevard des Italiens  
75009 Paris  
France

Attention: Liability Management Group

Email: [liability.management@bnpparibas.com](mailto:liability.management@bnpparibas.com)

In Europe:

Telephone: +33 1 55 77 78 9

In United States:

Toll-Free No.: +1 (888) 210-4358

Confirmation No.: +1 (212) 841-3059

### **Citigroup Global Markets Limited**

Citigroup Centre  
Canada Square  
Canary Wharf  
London E14 5LB  
United Kingdom

Attention: Liability Management Group

E-mail: [liabilitymanagement.europe@citi.com](mailto:liabilitymanagement.europe@citi.com)

In Europe:

Telephone: +44 20 7986 8969

In the United States:

Toll Free: +1 800 558 3745

Collect: +1 212 723 6106

### **Morgan Stanley & Co. International plc**

25 Cabot Square  
Canary Wharf  
London E14 4QA  
United Kingdom

Attention: Liability Management Team, Global Capital  
Markets

Email: [liabilitymanagementeuropa@morganstanley.com](mailto:liabilitymanagementeuropa@morganstanley.com)

In Europe:

Telephone: +44 20 7677 5040

In the United States

Toll Free Number: +1-866-718-1649

*Requests for information in relation to the procedures for tendering Notes in the Offers or for copies of the Tender Offer Memorandum, or related documents should be directed to:*

## **THE TENDER AND INFORMATION 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: (866) 356-7813

By Facsimile: +1 (212) 709 3328

Attention: Michael Horthman

Confirmation: +1 (212) 232-3233

#### **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, as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (UK MAR), encompassing information relating to the Offers described above. For the purposes of UK MAR and the Implementing Technical Standards, this announcement is made by Clare Davage (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.

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 Offers purchase or exchange or offer to purchase or exchange remaining outstanding Notes or issue an invitation to submit offers to sell Notes (including, without limitation, those tendered pursuant to the Offers 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 Offers.

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 Offers. If any holder of Notes 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 Notes 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 Offers. None of the Company, Anglo American plc the Dealer Managers, the Tender and Information 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 Notes should participate in the Offers.

## **OFFER AND DISTRIBUTION RESTRICTIONS**

This announcement and the Tender Offer Memorandum do not constitute an invitation to participate in the Offers 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, Anglo American plc, the Dealer Managers and the Tender and Information 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 Offers is not being made by, and such documents and/or materials have not been approved by, an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000 (as amended). 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, and are only for circulation to persons to whom they can lawfully be circulated outside the United Kingdom or to persons within 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 within Article 43(2) of the Order, or within Article 49(2)(a) to (d) of the Order, or to other persons to whom it may lawfully be communicated in accordance with the Order (such persons together being the “**Relevant Persons**”). This announcement and the Tender Offer Memorandum are only available to Relevant

Persons and the transaction contemplated therein will be available only to, or engaged in only with, Relevant Persons, and this financial promotion must not be relied or acted upon by persons other than Relevant Persons.

## **Italy**

None of the Offers, this announcement, the Tender Offer Memorandum or any other documents or materials relating to the Offers 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 Offers are 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.

Holders of each Series of Notes that are resident and/or located in Italy may tender their Notes through authorised 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 Notes or the Offers.

## **France**

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

## **General**

Neither this announcement, the Tender Offer Memorandum nor any other materials relating to the Offers constitutes an offer to buy or the solicitation of an offer to sell Notes (and Tenders 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 Offers 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 Offers 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 wishing to submit a Tender will be deemed to give certain agreements, acknowledgments, representations, warranties and undertakings in respect of the jurisdictions referred to above and generally as set out in the Tender Offer Memorandum. Any Tenders from a Holder that is unable to make these agreements, acknowledgements, representations, warranties and undertakings may be rejected. Each of the Company, Anglo American plc, the Dealer Managers and the Tender and Information 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, whether any such agreement, acknowledgement, representation, warranty or undertaking 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 Tender shall not be accepted. None of the Company, Anglo American plc, the Dealer Managers and the Tender and Information Agent is under any obligation to make such an investigation.

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)