Anglo American Capital plc announces results of Tender Offers for certain of its Securities

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATION (EU) 596/2014.

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September 13, 2017

Anglo American Capital plc¹ (the “Company”) invited holders of the securities listed below (the “Securities”) to tender any and all of their Securities for purchase by the Company for cash (the “Tender Offers”), on the terms of, and subject to the conditions contained in the tender offer memorandum dated September 6, 2017 (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.

The Company hereby announces that it will accept for purchase validly tendered Securities pursuant to the Tender Offers with an aggregate nominal amount of U.S.$715,574,000 on the Settlement Date and that in respect of each Series (i) the aggregate nominal amount of Securities validly accepted (the “Acceptance Amount”); and (ii) the Purchase Price, Reference Yield and Purchase Spread, are as set out in the table below:

<table>
<thead>
<tr>
<th>Title of Securities</th>
<th>ISINs</th>
<th>CUSIP Numbers</th>
<th>Acceptance Amount¹</th>
<th>Reference Yield</th>
<th>Purchase Spread</th>
<th>Purchase Price (per U.S.$1,000 nominal amount)</th>
</tr>
</thead>
<tbody>
<tr>
<td>U.S.$850,000,000 3.625% Senior Securities due May 14, 2020 guaranteed by Anglo American plc (the “Securities due May 2020”)</td>
<td>US034863AN08 and USG0446NAH73</td>
<td>034863AN0 and G0446NAH7</td>
<td>U.S.$497,480,000</td>
<td>1.461 per cent.</td>
<td>80 bps</td>
<td>U.S.$1,035.05</td>
</tr>
<tr>
<td>U.S.$500,000,000 4.450% Senior Securities due September 27, 2020 guaranteed by Anglo American plc (the “Securities due September 2020”)</td>
<td>US034863AD26 and USG03762CE22</td>
<td>034863AD2 and G03762CE2</td>
<td>U.S.$218,094,000</td>
<td>1.461 per cent.</td>
<td>85 bps</td>
<td>U.S.$1,062.31</td>
</tr>
</tbody>
</table>

1. The Company has also received notices of guaranteed delivery in connection with U.S.$490,000 in nominal amount of the Securities due May 2020 and U.S.$500,000 in nominal amount of the Securities due September 2020 that remain subject to the guaranteed delivery procedures, and such amounts are not reflected in the table above.

The Company will pay for the Securities in each Series accepted by it for purchase pursuant to the Tender Offers, an amount in U.S. dollars (the “Tender Consideration”) equal to the sum of:

1. the product of (x) the relevant Purchase Price; and (y) the nominal amount of the relevant Securities accepted for purchase, divided by U.S.$1,000; and

2. the Accrued Interest Amount in respect of such Securities;

rounded, if necessary, to the nearest U.S.$0.01, with half a cent being rounded upwards.

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

¹ (LEI TINT358G1SSHR3L3PW36)
The Settlement Date for the Tender Offers and payment of the Tender Consideration in respect of Securities validly tendered is expected to take place on September 15, 2017.

FURTHER INFORMATION

D.F. King & Co., Inc. has been appointed by the Company as Information and Tender Agent (the “Information and Tender Agent”) for the purposes of the Tender Offers.

Barclays Capital Inc., BNP Paribas, Mizuho Securities USA LLC and RBC Capital Markets have been appointed as Joint Dealer Managers for the purposes of the Tender Offers.

Requests for information in relation to the Tender Offers should be directed to the Joint Dealer Managers:

JOINT DEALER MANAGERS

Barclays Capital Inc.
745 Seventh Avenue
5th Floor
New York, NY 10019
United States of America

BNP Paribas
10 Harewood Avenue
London NW1 6AA
United Kingdom

Barclays Capital Inc.
U.S. Toll Free: +1 (800) 438 3242
Collect: +1 (212) 528 7581
In Europe: +44 (0) 20 3134 8515
Attention: Liability Management Group
Email: liability.management@barclays.com

BNP Paribas
U.S. Tel: +1 (888) 210 4358
Collect: +1 (212) 841 3059
In Europe: +44 (0) 20 7595 8668
Attention: Liability Management Group
Email: liability.management@bnpparibas.com

Mizuho Securities USA LLC
320 Park Avenue
New York, NY 10022
United States of America

RBC Capital Markets, LLC
200 Vesey Street, 8th Floor
New York, NY 10281
United States of America

Mizuho Securities USA LLC
U.S. Toll Free: +1 (866) 271 7403
Collect: +1 (212) 205 7736
In Europe: +44 (0) 20 7090 6442
Attention: Liability Management
Email: LiabilityManagement@us.mizuho-sc.com

RBC Capital Markets, LLC
U.S. Toll Free: +1 (877) 381 2099
Collect: +1 (212) 618 7822
In Europe: +44 (0) 20 7029 7063
Attention: Liability Management Group
Email: liability.management@rbccm.com

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

THE INFORMATION AND TENDER AGENT

D.F. King & Co., Inc.
48 Wall Street, 22nd Floor
New York
New York 10005
United States

Tel: +1 212 269 5550 / Toll Free: 877-783-5524
By Facsimile: (212) 709 3328
Attention: Andrew Beck
Confirmation: +1 (212) 269 5552
Email: anglo@dfking.com
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 Offers described above. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made by John Mills (Group Company Secretary) at Anglo American Capital plc.

NOTICE AND DISCLAIMER

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 Offers 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 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 Tender Offers.

This announcement must be read in conjunction with the Tender Offer Memorandum. If any holder of Securities is in any doubt as to the content of this announcement or the Tender Offer Memorandum, 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.

DISTRIBUTION RESTRICTIONS

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 Joint Dealer Managers and the Information and Tender Agent to inform themselves about and to observe any such restrictions.