Anglo American Capital plc announces Tender Offers for certain of its Notes

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

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13 September 2017. Anglo American Capital plc¹ (the “Company”) today announces its invitations to holders of such of its outstanding notes as are listed below (together the “Notes”) to tender to the Company for purchase by the Company for cash (the “Tender Offers”) (i) any and all of the Any and All Notes listed below and (ii) the Capped Notes listed below for an aggregate consideration of up to the Capped Spend Amount, in each case upon the terms and subject to the conditions set out in the tender offer memorandum dated 13 September 2017 (the “Tender Offer Memorandum”) prepared by the Company, and subject to the offer and distribution restrictions set out below and as more fully described in the Tender Offer Memorandum.

Copies of the Tender Offer Memorandum are (subject to distribution restrictions) available from the Tender Agent as set out below. Capitalised terms used but not defined in this announcement have the meanings given to them in the Tender Offer Memorandum.

<table>
<thead>
<tr>
<th>Notes</th>
<th>ISIN</th>
<th>Outstanding Nominal Amount</th>
<th>Reference Rate</th>
<th>Fixed Purchase Yield</th>
<th>Purchase Spread</th>
<th>Amount subject to the Tender Offers and Funds Available</th>
</tr>
</thead>
<tbody>
<tr>
<td>Any and All Notes</td>
<td></td>
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<tr>
<td>€600,000,000 1.500 per cent. Notes due 1 April 2020 (the “Notes due April 2020”)</td>
<td>XSI211292484</td>
<td>€600,000,000</td>
<td>April 2020 Interpolated Mid-Swap Rate</td>
<td>N/A</td>
<td>15 bps</td>
<td>Any and All</td>
</tr>
<tr>
<td>Capped Notes</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>€750,000,000 2.500 per cent. Notes due 18 September 2018 (the “Notes due September 2018”)</td>
<td>XSO830380639</td>
<td>€248,780,000</td>
<td>N/A</td>
<td>-0.15 per cent.²</td>
<td>N/A</td>
<td>Subject as set out in the Tender Offer Memorandum, a cash amount up to the Euro Equivalent of US$750,000,000 is available for purchase of the Capped Notes pursuant to the relevant Tender Offers.¹</td>
</tr>
<tr>
<td>€750,000,000 2.750 per cent. Notes due 7 June 2019 (the “Notes due June 2019”)</td>
<td>XSO789283792</td>
<td>€574,004,000</td>
<td>N/A</td>
<td>-0.10 per cent.²</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>€600,000,000 2.875 per cent. Notes due 20 November 2020 (the “Notes due November 2020”)</td>
<td>XS0995040051</td>
<td>€600,000,000</td>
<td>November 2020 Interpolated Mid-Swap Rate</td>
<td>N/A</td>
<td>20 bps</td>
<td></td>
</tr>
</tbody>
</table>

¹ Including for payment of Derivative Costs, but excluding for payment of Accrued Interest.

² For information purposes only, the Purchase Prices in respect of the Notes due September 2018 and the Notes due June 2019 will, when determined in the manner described herein on the basis of a Settlement Date of 25 September 2017, be 102.603 per cent., and 104.848 per cent., respectively. Should the Settlement Date in respect of any Notes due September 2018 and/or the Notes due June 2019 accepted for purchase pursuant to the relevant Offers to Sell differ from 25 September 2017, such Purchase Price(s) will be recalculated, all as further described in the Tender Offer Memorandum.

Rationale for the Tender Offers

The Tender Offers are being made as part of the Company’s ongoing pro-active capital management and are aimed at extending the Company’s debt maturity profile.

Details of the Tender Offers

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¹ (LEI TINT358G1SSH3L3PW36)
Offers to Sell (as defined in the Tender Offer Memorandum) relating to the Notes due April 2020 (the “Any and All Notes”) will be accepted in priority to Offers to Sell relating to the Notes due September 2018, the Notes due June 2019 and the Notes due November 2020 (the “Capped Notes”).

If the Company accepts any validly tendered Any and All Notes for purchase then all Any and All Notes validly tendered will be accepted for purchase in full without pro-rataing (the aggregate nominal amount of such Any and All Notes accepted for purchase pursuant to the relevant Tender Offer being the “Any and All Notes Acceptance Amount”).

Subject to the right of the Company to extend, terminate, withdraw or amend the terms and conditions of the Tender Offers, as at the date of this announcement the Company has indicated that in respect of the Capped Notes it is considering accepting for purchase pursuant to the relevant Tender Offers for cash an aggregate nominal amount of Capped Notes such that the aggregate amount payable by the Company for all Capped Notes accepted for purchase pursuant to the relevant Tender Offers (including Derivative Costs, but excluding Accrued Interest, in respect of the Notes that are purchased) is a cash amount of not greater than the Euro Equivalent of US$750,000,000 (although the Company reserves the right, in its sole discretion, to allocate a significantly lower or significantly higher amount for the purchase of such Capped Notes) (the final cash amount the Company, in its sole discretion, decides to apply to the Tender Offers in respect of the Capped Notes being, the “Capped Spend Amount”).

The Company reserves the right to determine the allocation of the Capped Spend Amount between one or more Series of Capped Notes for the purposes of determining the nominal amount of Notes due September 2018 to be accepted for purchase (if any) (the “Notes due September 2018 Acceptance Amount”), the nominal amount of the Notes due June 2019 to be accepted for purchase (if any) (the “Notes due June 2019 Acceptance Amount”) and the nominal amount of the Notes due November 2020 to be accepted for purchase (if any) (the “Notes due November 2020 Acceptance Amount” and, together with the Any and All Notes Acceptance Amount, the Notes due September 2018 Acceptance Amount and the Notes due June 2019 Acceptance Amount, the “Series Acceptance Amounts” and each a “Series Acceptance Amount”) in its sole discretion, and reserves the right to accept significantly more or less (or none) of the Capped Notes of any Series as compared to the other Series of Capped Notes, all as further described in the Tender Offer Memorandum.

The Company will pay, for the Notes in each Series accepted by it for purchase pursuant to the Tender Offers, the relevant Purchase Price (expressed as a percentage and rounded to the third decimal place, with 0.0005 being rounded upwards) to be determined at or around the Pricing Time on the Pricing Date (subject to the right of the Company to extend, re-open, amend and/or terminate the Tender Offers) in the manner described in the Tender Offer Memorandum by reference to the relevant Purchase Yield which will be (i) in the case of the Fixed Yield Notes, the relevant Fixed Purchase Yield and (ii) in respect of the Fixed Spread Notes the sum of (a) the relevant Purchase Spread and (b) the relevant Reference Rate for each Series.

The Purchase Price in respect of each Series of Notes will be determined at the Pricing Time on the Pricing Date as described below in accordance with market convention, and is intended to reflect a yield to maturity of each applicable Series on the Settlement Date equal to the relevant Purchase Yield. Specifically, the Purchase Price for each of the Notes will equal (a) the value of all remaining payments of principal and interest on each such Series up to and including the relevant maturity date of such Series, discounted to the Settlement Date at a discount rate equal to the relevant Purchase Yield, minus (b) the relevant Accrued Interest Amount.

The calculation of the relevant Purchase Yield (where applicable), Purchase Price and Accrued Interest Amount for each Series of Notes will be made by the Joint Dealer Managers on behalf of the Company, and such calculations will be final and binding on the Noteholders, absent manifest error.

The Accrued Interest Amount will be calculated on the basis of the applicable interest rate for the relevant Notes and paid to each Noteholder who has validly tendered Notes for purchase (and whose Offer to Sell has been accepted) pursuant to the Tender Offers.
The Company is not under any obligation to accept for purchase any Notes tendered pursuant to the Tender Offers. The acceptance for purchase by the Company of Notes validly tendered pursuant to the Tender Offers is at the sole discretion of the Company and tenders may be rejected by the Company for any reason.

The Company reserves the right at any time to waive any or all of the Conditions of the Tender Offer.

The Company proposes to accept for purchase an aggregate nominal amount of Capped Notes such that the total amount payable by the Company for all Capped Notes accepted for purchase pursuant to the relevant Tender Offers (including Derivative Costs, but excluding Accrued Interest, payable in respect of such Capped Notes) is a cash amount of no greater than the Capped Spend Amount. Any such reduction will be calculated as described in the Tender Offer Memorandum. Offers to Sell which relate (including after any pro-rating) to a nominal amount of Notes of any relevant Series of Capped Notes of less than the Minimum Denomination will be rejected.

Electronic Offer Instructions

In order to participate in, and be eligible to receive the Tender Consideration in respect of the relevant Series of Notes pursuant to, the Tender Offers, Noteholders must validly tender their Notes by delivering, or arranging to have delivered on their behalf, a valid Electronic Offer Instruction that is received by the Tender Agent by 16:00 hours (London time) on 20 September 2017. **Electronic Offer Instructions will be irrevocable** except in the limited circumstances described in the Tender Offer Memorandum.

The Notes are denominated, and accordingly can only be tendered in the Tender Offers, in the Minimum Denomination of €100,000 and permitted integral multiples of €1,000 in excess thereof.

A separate Offer to Sell must be completed on behalf of each beneficial owner and in respect of each Series of Notes.

Before making a decision whether to tender Notes pursuant to a Tender Offer, Noteholders should carefully consider all of the information in the Tender Offer Memorandum and, in particular, the factors set out under the heading "Risk Factors".

Indicative Timetable for the Tender Offers

<table>
<thead>
<tr>
<th>Events/Dates</th>
<th>Times and Dates</th>
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<tbody>
<tr>
<td>Commencement of the Tender Offers</td>
<td></td>
</tr>
<tr>
<td>Tender Offers announced and beginning of Tender Offer Period. Tender Offer Memorandum available from the Tender Agent.</td>
<td>13 September 2017</td>
</tr>
<tr>
<td>Expiration Time</td>
<td></td>
</tr>
<tr>
<td>Deadline for receipt of Electronic Offer Instructions and end of Tender Offer Period.</td>
<td>16:00 hours (London time) on 20 September 2017</td>
</tr>
</tbody>
</table>

** Tendering Noteholders should note that Electronic Offer Instructions must be submitted in accordance with the deadlines of the Clearing Systems, which will be before the Expiration Time. **

Announcement of Indicative Results of Tender Offers

Announcement by the Company of a non-binding indication of (i) the Any and All Notes Acceptance Amount; (ii) the level at which it expects to set the Capped Spend Amount and Series Acceptance Amounts for each series of Capped Notes; and (iii) any indicative Pro-Rating Factor(s) (if applicable) (in respect of Capped Notes only), in the event the Company

At or around 09:00 hours (London time) on 21 September 2017
Events/Dates

decides to accept valid tenders of Notes pursuant to the Tender Offers.

Times and Dates

At or around 13:00 hours (London time) on 21 September 2017

Pricing Date and Time

Determination of each Purchase Price and, in respect of the Fixed Spread Notes accepted for purchase, determination of the relevant Reference Rate and the relevant Purchase Yield; determination of each applicable FX Rate.

Announcement of Final Offer Results and Pricing

Announcement of (i) whether the Company will accept valid Offers to Sell pursuant to the Tender Offers; (ii) in respect of the Notes accepted for purchase, the relevant Purchase Price; (iii) in respect of the Fixed Spread Notes accepted for purchase, the relevant Reference Rate and the relevant Purchase Yield; and (iv) the relevant Series Acceptance Amounts, any Pro-Rating Factor (if applicable) (in respect of the Capped Notes only) and Accrued Interest Amounts; and (v) the Capped Spend Amount.

Settlement Date

Settlement of the Tender Offers and payment of the Tender Consideration in respect of Notes accepted for purchase.

Expected to take place on 25 September 2017

The Company may, in its sole discretion, extend, re-open, amend, waive any condition of, or terminate the Tender Offers at any time (subject to applicable law and as provided in the Tender Offer Memorandum) and the above times and dates are subject to the right of the Company to so extend, re-open, amend and/or terminate the Tender Offers.

Noteholders are advised to check with the broker, dealer, bank, custodian, trust company, or other nominee through which they hold their Notes as to the deadlines by which such intermediary would require receipt of instructions from Noteholders to participate in, or (where permitted) to withdraw their instructions to participate in, the Tender Offers in accordance with the terms and conditions of the Tender Offers as described in the Tender Offer Memorandum in order to meet the deadlines set out above and in the Tender Offer Memorandum. The deadlines set by any such intermediary and each Clearing System for the submission and (where permitted) withdrawal of Offers to Sell will be earlier than the relevant deadlines specified above and in the Tender Offer Memorandum.

Unless stated otherwise, announcements in connection with the Tender Offers will be made by the delivery of notices to the Clearing Systems for communication to Direct Participants. Such announcements may also be made on the relevant Reuters Screen and/or by the issue of a press release to a Notifying News Service and/or via the Regulatory News Service operated by the London Stock Exchange. Copies of all such announcements, press releases and notices can also be obtained upon request from the Tender Agent, the contact details for which are on the last page of the Tender Offer Memorandum. Significant delays may be experienced where notices are delivered to the Clearing Systems and Noteholders are urged to contact the Tender Agent for the relevant announcements during the course of the Tender Offers. In addition, Noteholders may contact the Joint Dealer Managers for information using the contact details below.

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

Commerzbank Aktiengesellschaft, Crédit Agricole Corporate and Investment Bank, MUFG Securities EMEA plc and UniCredit Bank AG are acting as Joint Dealer Managers for the Tender Offers and Lucid Issuer Services Limited is acting as Tender Agent.

Questions and requests for information in relation to the Tender Offers may be directed to the Joint Dealer Managers.
Requests for information in relation to the procedures for tendering Notes in the Tender Offers and the submission of Electronic Offer Instructions or for copies of the Tender Offer Memorandum or related documents should be directed to:

THE TENDER AGENT

Lucid Issuer Services Limited
Tankerton Works
12 Argyle Walk
London WC1H 8HA
United Kingdom

Tel: +44 20 7704 0880
Attention: Thomas Choquet / David Shilson
Email: angloamerican@lucid-is.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.

DISCLAIMER

This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Tender Offers. If any Noteholder is in any doubt as to the content of this announcement or the Tender Offer Memorandum or the action it should take, it is recommended to seek its own financial advice, including in respect of any tax consequences, from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian,
trust company or other nominee must contact such entity if it wishes to tender such Notes pursuant to the Tender Offers. None of the Company, the Joint Dealer Managers or the Tender Agent or any of their respective directors, employees or affiliates makes any recommendation whether Noteholders should tender Notes pursuant to the Tender Offers.

OFFER AND DISTRIBUTION RESTRICTIONS

The distribution of this announcement and/or the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Tender Offer Memorandum comes are required by each of the Company, the Joint Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions. Neither this announcement nor the Tender Offer Memorandum constitutes an offer to buy or the solicitation of an offer to sell Notes (and Offers to Sell will not be accepted from Noteholders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Tender Offers to be made by a licensed broker or dealer or similar and any of the Joint Dealer Managers or any of the Joint Dealer Managers’ respective affiliates is such a licensed broker or dealer or similar in any such jurisdiction, the Tender Offers shall be deemed to be made by such Joint Dealer Manager or such affiliate, as the case may be, on behalf of the Company in such jurisdiction.

Each Noteholder participating in the Tender Offer will be deemed to give certain representations in respect of the jurisdictions referred to below and generally as set out in the Tender Offer Memorandum. Any tender of Notes for purchase pursuant to an Offer to Sell pursuant to the Tender Offer from a Noteholder that is unable to make these representations may be rejected. Each of the Company, the Joint Dealer Managers and the Tender Agent reserves the right, in its absolute discretion (and without prejudice to the relevant Noteholder's responsibility for the representations made by it), to investigate, in relation to any tender of the Notes for purchase pursuant to the Tender Offer, whether any such representation given by a Noteholder 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.

**United States**

The Tender Offers are not being made, and will not be made, directly or indirectly in or into, or by use of the mail of, or by any means or instrumentality of interstate or foreign commerce of or of any facilities of a national securities exchange of, the United States. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. The Notes may not be tendered in the Tender Offers by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States or by any person acting for the account or benefit of a person located or resident in the United States. Accordingly, copies of this announcement and the Tender Offer Memorandum and any other documents or materials relating to the Tender Offers are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to any persons located or resident in the United States. Any purported tender of Notes in the Tender Offers resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by, or by any person acting for the account or benefit of a person located in the United States or from within the United States or from any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

Each holder of Notes participating in the Tender Offers will represent that it is not located in the United States and it is not participating in the Tender Offers from the United States, or that it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in the Tender Offers from the United States. For the purposes of this and the above paragraph, “United States” means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

**United Kingdom**

The communication of this announcement and the Tender Offer Memorandum and any other documents or materials relating to the Tender Offers are 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. 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 Offers, this announcement, the Tender Offer Memorandum or any other documents or materials relating to the Tender 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 Tender 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 24 February 1998, as amended (the “Financial Services Act”) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended.

Any holder or beneficial owner of the Notes located in Italy may tender their Notes for purchase in the Tender Offers 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. 16190 of 29 October 2007, as amended from time to time, and Legislative Decree No. 385 of 1 September 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, this announcement, or the Tender Offer Memorandum.

France

The Tender Offers are not being made, directly or indirectly, to the public in the Republic of France (“France”). None of this announcement, the Tender Offer Memorandum or any other document or material relating to the Tender Offers has been or shall be distributed to the public in France and only (i) providers of investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers*) and/or (ii) qualified investors (*investisseurs qualifiés*), other than individuals, in each case acting for their own account, all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 of the French *Code Monétaire et Financier*, are eligible to participate in the Tender Offers. Neither this announcement nor the Tender Offer Memorandum has been and will not be submitted for clearance to nor approved by the *Autorité des Marchés Financiers*. 