Anglo American Capital plc announces indicative results of 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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Anglo American Capital plc\(^1\) (the “Company”) today announces the indicative results of its invitations to holders of such of its outstanding notes as are listed below (together, the “Notes”) to tender some or all of their Notes to the Company for purchase by the Company for cash (the “Tender Offers”), for an aggregate consideration of up to the Total Funds Available, subject to satisfaction or waiver of the New Issue Condition and upon the terms and subject to the other conditions set out in the tender offer memorandum dated 20 March 2017 (the “Tender Offer Memorandum”) prepared by the Company. The Tender Offers expired at 16:00 hours (London time) on 27 March 2017. Capitalised terms used but not defined in this announcement have the meanings given to them in the Tender Offer Memorandum.

Following expiration of the Tender Offer Period, the Company hereby announces that, in the event the New Issue Condition is satisfied or waived and it decides to accept valid tenders of Notes pursuant to the Tender Offers, it intends to accept Notes pursuant to the Tender Offers with an indicative total nominal amount of approximately US$968,917,171 on the basis of (i) the indicative non-binding Series Acceptance Amounts; and (ii) the indicative non-binding Pro-Rating Factor(s), each as set out in the table below:

<table>
<thead>
<tr>
<th>Notes Description</th>
<th>ISIN</th>
<th>Outstanding Nominal Amount</th>
<th>Indicative Series Acceptance Amount</th>
<th>Indicative Pro-Rating Factor</th>
</tr>
</thead>
<tbody>
<tr>
<td>€750,000,000 1.750 per cent. Notes due 3 April 2018 (the “Notes due April 2018”)</td>
<td>XS1052677207</td>
<td>€537,805,000</td>
<td>€280,346,000</td>
<td>N/A</td>
</tr>
<tr>
<td>€400,000,000 6.875 per cent. Notes due 1 May 2018 (the “Notes due May 2018”)</td>
<td>XS0361024895</td>
<td>€266,743,000</td>
<td>£175,119,000</td>
<td>N/A</td>
</tr>
<tr>
<td>€750,000,000 2.500 per cent. Notes due 18 September 2018 (the “Notes due September 2018”)</td>
<td>XS0830380639</td>
<td>€481,635,000</td>
<td>€232,855,000</td>
<td>N/A</td>
</tr>
<tr>
<td>€750,000,000 2.750 per cent. Notes due 7 June 2019 (the “Notes due June 2019”)</td>
<td>XS0789283792</td>
<td>€750,000,000</td>
<td>€175,996,000</td>
<td>N/A</td>
</tr>
<tr>
<td>€600,000,000 1.500 per cent. Notes due 1 April 2020 (the “Notes due April 2020”)</td>
<td>XS1211292484</td>
<td>€600,000,000</td>
<td>0</td>
<td>0 per cent.</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>0</td>
<td>0 per cent.</td>
</tr>
</tbody>
</table>

Pricing and Results

Pricing will take place on or around 13:00 hours (London time) (the “Pricing Time”) today. As soon as reasonably practicable after the Pricing Time, the Company will announce (i) whether the New Issue Condition has been satisfied or waived, (ii) whether the Company will accept valid Offers to Sell pursuant to the Tender Offers; (iii) in respect of the Notes accepted for purchase, the relevant Purchase Price; (iv) in respect of the Fixed Spread Notes accepted for purchase, the relevant Reference Rate and the relevant Purchase Yield; and (v) the relevant Series Acceptance Amounts, any Pro-Rating Factor (if applicable) and Accrued Interest Amounts.

\(^1\) (LEI:TINT358G1SSHR3LPW36)
Settlement of the Tender Offers and payment of the Tender Consideration in respect of any Notes accepted for purchase is expected to take place on 30 March 2017.

Notes that are not tendered and accepted for purchase pursuant to the Tender Offers will remain outstanding.

Citigroup Global Markets Limited and Morgan Stanley & Co. International plc are the Global Coordinators and Banco Bilbao Vizcaya Argentaria, S.A., Banco Santander, S.A. and Barclays Bank PLC, together with Citigroup Global Markets Limited and Morgan Stanley & Co. International plc 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.

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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, the U.S. Tender Offers and the New Issue 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

Subject to applicable law, the Company or any of its affiliates may at any time following completion of the Tender Offers purchase remaining outstanding Notes by tender, in the open market, by private agreement or otherwise on such terms and at such prices as the Company, or if applicable, its affiliates may determine. Such terms, consideration and prices may be more or less favourable than those offered pursuant to the Tender Offers.

This announcement must be read in conjunction with the Tender Offer Memorandum. 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.

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 or an invitation to participate in the Tender Offers.