



ANGLO AMERICAN PLC/ANGLO AMERICAN CAPITAL PLC
(each incorporated with limited liability in England)

U.S.\$10,000,000,000

Euro Medium Term Note Programme

unconditionally and irrevocably guaranteed
in the case of Notes issued by Anglo American Capital plc by

Anglo American plc

This Supplementary Offering Circular (the “**Supplementary Offering Circular**”, which definition shall also include all information incorporated by reference herein), to the Offering Circular dated 19 March 2012 (the “**Offering Circular**”), which comprises a base prospectus, constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the “**FSMA**”) and is prepared in connection with the U.S.\$10,000,000,000 Euro Medium Term Note Programme (the “**Programme**”) established by Anglo American plc (“**Anglo American**”) and Anglo American Capital plc (“**Anglo American Capital**”) (each an “**Issuer**” and together, the “**Issuers**”).

Terms defined in the Offering Circular have the same meanings when used in this Supplementary Offering Circular. This Supplementary Offering Circular is supplemental to, and should be read in conjunction with, the Offering Circular and the Supplementary Offering Circular dated 13 August 2012 and all documents which are incorporated herein or therein by reference.

The Issuers and the Guarantor accept responsibility for the information contained in this Supplementary Offering Circular. To the best of the knowledge of the Issuers and the Guarantor (each having taken all reasonable care to ensure that such is the case) the information contained in this Supplementary Offering Circular is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this Supplementary Offering Circular is to:

- (i) update the disclosure in the Offering Circular relating to the acquisition by Anglo American of a 40% interest in De Beers; and
- (ii) update the disclosure in the Offering Circular relating to the respective claims of Anglo American and Corporación Nacional del Cobre de Chile (“**Codelco**”) regarding the option agreement relating to Anglo American Sur SA (“**AA Sur**”),

each as described in further detail below.

Recent developments

Anglo American completes acquisition of De Beers shareholding

On 16 August 2012, Anglo American completed its acquisition of a 40% shareholding in De Beers from CHL Holdings Limited (“CHL”) (representing the Oppenheimer family interests), thereby increasing Anglo American’s shareholding in De Beers to 85%.

Under the terms of the November 2011 agreement between Anglo American and CHL, Anglo American has paid a total cash consideration of U.S.\$5.2 billion, comprising the agreed purchase price of U.S.\$5.1 billion and a number of adjustments as provided for under the agreement.

Anglo American and Codelco agree new partnership regarding their respective interests in AA Sur

On 23 August 2012, Anglo American and Codelco announced their agreement to form a new partnership in respect of certain of Anglo American's copper interests in Chile, AA Sur.

Anglo American and Codelco, with assistance from their respective partners, Mitsubishi Corporation (“Mitsubishi”) and Mitsui & Co., Ltd. (“Mitsui”), and within the conciliation proceeding provided for by the 14th Civil Court of Santiago, have settled their respective claims in relation to the AA Sur option agreement as a result of extensive discussion and the conclusion that all parties have acted in good faith and without wrongdoing in connection with the settled claims.

Anglo American retains control of AA Sur, reducing its 75.5% shareholding to 50.1%. A Codelco and Mitsui joint venture company controlled by Codelco (the “Codelco/Mitsui joint venture”) will acquire a 29.5% interest in AA Sur through the following two transactions:

- a 24.5% shareholding in AA Sur for net cash consideration of U.S.\$1.7 billion, representing a consideration of U.S.\$1.8 billion, adjusted for dividends paid in relation to the shareholding since 1 January 2012 (the option exercise price for Codelco in the January 2012 option exercise window for a 24.5% interest in AA Sur, excluding shareholder loans, would have been approximately U.S.\$2.5 billion). As part of this transaction, the shareholders in AA Sur have also agreed to effect the transfer from AA Sur to Codelco of certain undeveloped mining tenements to the east of Codelco's Andina mine which are expected to offer significant synergies and value to Codelco, while being of nominal commercial value to AA Sur; and
- a 5% shareholding in AA Sur (comprising 0.9% from Anglo American and 4.1% from Mitsubishi) for total cash consideration of \$1.1 billion. The Codelco/Mitsui joint venture's acquisition of the 4.1% shareholding is subject to clearance by competition authorities in Brazil. Pending such clearance, Anglo American has agreed to acquire from Mitsubishi a 4.1% shareholding in AA Sur for cash consideration of approximately \$890 million and has agreed, upon clearance, to on sell that 4.1% shareholding in AA Sur to the Codelco/Mitsui joint venture for cash consideration of approximately \$890 million. This transaction will reduce Mitsubishi's holding in AA Sur to 20.4%. In consideration for Mitsubishi's participation in the transaction, Anglo American will pay a fee of \$40 million to Mitsubishi.

The transactions will be settled in cash and Anglo American intends to use the proceeds for general corporate purposes.

The shareholders in AA Sur have executed a Shareholders' Agreement, which provides a framework for the on-going governance of AA Sur, confirms Anglo American's ability to control the company, and provides for

board representation and participation in certain decisions for the Codelco/Mitsui joint venture and for Mitsubishi.

Completion of the transactions was subject to the injunction being lifted by the 14th Civil Court of Santiago for which the appropriate filings were made on 23 August 2012. Completion of the Codelco/Mitsui joint venture's acquisition of a 4.1% shareholding in AA Sur is subject to clearance by competition authorities in Brazil and will therefore take place in due course.

The Offering Circular and this Supplementary Offering Circular can be viewed on the website of the Regulatory News Service operated by the London Stock Exchange at www.londonstockexchange.com/exchange/news/market-news/market-news-home.html.

If documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplementary Offering Circular except where such information or other documents are specifically incorporated by reference in, or attached to, this Supplementary Offering Circular.

To the extent that there is any inconsistency between (a) any statement in this Supplementary Offering Circular or any statement incorporated by reference in the Offering Circular by this Supplementary Offering Circular and (b) any other statement in or incorporated by reference in the Offering Circular, the statements in this Supplementary Offering Circular will prevail.

Save as disclosed in this Supplementary Offering Circular, no other significant new factor, material mistake or inaccuracy relating to information included in the Offering Circular has arisen or been noted, as the case may be, since the publication of the Offering Circular.