

8 September 2010

**Anglo American Capital plc**

**Issue of USD 50,000,000 Floating Rate Notes due 10 September 2012**

**Guaranteed by Anglo American plc**

**under the U.S.\$10,000,000,000**

**Euro Medium Term Note Programme**

**PART A –Contractual Terms**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Offering Circular dated 19 March 2010 and the Supplementary Offering Circular dated 4 August 2010 which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Offering Circular as so supplemented. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Offering Circular as so supplemented. The Offering Circular and the Supplementary Offering Circular are available for viewing at 20 Carlton House Terrace, London SW1Y 5AN and copies may be obtained from Deutsche Bank AG, London Branch, Winchester House, 1 Great Winchester Street, London EC2N 2DB.

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|----|------------------------------------|--|
| 1. | (a) Issuer:                        | Anglo American Capital plc                       |
|    | (b) Guarantor                      | Anglo American plc                               |
| 2. | (a) Series Number:                 | 31   |
|    | (b) Tranche Number:                | 1  |
| 3. | Specified Currency or Currencies:  | United States Dollar ("USD")                     |
| 4. | Aggregate Nominal Amount of Notes: |  |
|    | (a) Series:                        | USD 50,000,000                                   |
|    | (b) Tranche:                       | USD 50,000,000                                   |
| 5. | Issue Price:                       | 100.00 per cent. of the Aggregate Nominal Amount |

6.	(a) Specified Denominations:	USD 100,000
	(b) Calculation Amount	USD 100,000
7.	(a) Issue Date:	10 September 2010
	(b) Interest Commencement Date:	Issue Date
8.	Maturity Date:	Interest Payment Date falling on or nearest to 10 September 2012, subject to adjustment in accordance with the Modified Following Business Day Convention for which the applicable Business Centres are London and New York
9.	Interest Basis:	3 month USD LIBOR BBA + 1.00 per cent. per annum Floating Rate  (further particulars specified below)
10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest Basis or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	(a) Status of the Notes	Senior
	(b) Status of the Guarantee	Senior
14.	Method of distribution:	Non-syndicated

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

15.	Fixed Rate Note Provisions	Not Applicable
16.	Floating Rate Note Provisions	Applicable
	(a) Specified Period(s)/Specified Interest Payment Dates:	10 March, 10 June, 10 September and 10 December in each year from and including 10 December 2010 to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention below
	(b) Business Day Convention:	Modified Following Business Day Convention
	(c) Additional Business Centre(s):	London and New York
	(d) Manner in which the Rate of Interest and Interest Amount is to be determined:	Screen Rate Determination

(e) Party responsible for calculating the Rate of Interest and Interest Amount (if not the Agent):	Not Applicable
(f) Screen Rate Determination:	
- Reference Rate:	3 month USD-LIBOR-BBA
- Interest Determination Date(s):	Two (2) London Business Days prior to the first day of each Interest Period
- Relevant Screen Page:	Reuters LIBOR01
(g) ISDA Determination:	Not Applicable
(h) Margin(s):	+1.00 per cent. per annum
(i) Minimum Rate of Interest:	Not Applicable
(j) Maximum Rate of Interest:	Not Applicable
(k) Day Count Fraction:	Actual/360, adjusted
(l) Fall back provisions, rounding provisions and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:	Not Applicable
17. Zero Coupon Note Provisions	Not Applicable
18. Index Linked Interest Provisions	Not Applicable
19. Dual Currency Note Provisions	Not Applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>	
20. Issuer Call:	Not Applicable
21. Investor Put:	Not Applicable
22. Final Redemption Amount:	USD 100,000 per Calculation Amount

23. Early Redemption Amount of each Note payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition 7(e)): As per Condition 7(e)

#### **GENERAL PROVISIONS APPLICABLE TO THE BEARER NOTES**

24. (a) Form: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event

(b) New Global Note: Yes

25. Additional Financial Centre(s) or other special provisions relating to Payment Days: London and New York

26. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No

27. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable

28. Details relating to Instalment Notes: Not Applicable

29. Redenomination: Not applicable

30. U.S. Paying Agent provisions: Not Applicable

31. Other final terms: Not Applicable

#### **DISTRIBUTION**

32. (a) If syndicated, names of Managers: Not Applicable

(b) Stabilising Manager (if any): Not Applicable

(c) Date of Subscription Agreement: Not Applicable

33. If non-syndicated, name of relevant Dealer: Barclays Bank PLC

34. U.S. Selling Restrictions: Reg.S Compliance Category 2; TEFRA D

35. Additional selling restrictions: Not Applicable

### 36. LISTING

- (a) Listing admission to trading: Application will be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's regulated market and to be listed on the Official List of the UK Listing Authority with effect from the Issue Date.
- (b) Estimate of total expenses related to admission to trading: GBP 1,750

### PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on the London Stock Exchange's regulated market and listing on the Official List of the UK Listing Authority of the Notes described herein pursuant to the U.S.\$10,000,000,000 Euro Medium Term Note Programme of Anglo American plc and Anglo American Capital plc.

### RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: 

Duly authorised

Signed on behalf of the Guarantor:

By: 

Duly authorised

## **PART B –Other Information**

### **1. RATINGS**

Ratings: The Notes to be issued have been rated:  
S & P: BBB  
Moody's: Baa1

### **2. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save for any fees payable to the Manager, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

### **3. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

Reasons for the offer Not Applicable

### **4. YIELD (Fixed Rate Notes only)**

Indication of yield: Not Applicable

### **5. PERFORMANCE OF INDEX/FORMULA, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING (Index-Linked Notes Only)**

Not Applicable

### **6. PERFORMANCE OF RATE[S] OF EXCHANGE (Dual Currency Notes Only)**

Not Applicable

### **7. OPERATIONAL INFORMATION**

ISIN Code: XS0540511234

Common Code: 054051123

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société Not Applicable

anonyme and the relevant identification number(s):

Delivery:

Delivery against payment

Names and addresses of additional Paying Agent(s)  
(if any):

Not Applicable

Intended to be held in a manner which would allow  
Eurosystem eligibility:

Yes

Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.