



**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 2010 (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 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 meaning 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 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 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 <http://www.londonstockexchange.com/prices-and-news/prices-news/home.htm>.

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.

Investors should be aware of their rights under Section 87Q(4) of the FSMA.

**Incorporation by reference of the unaudited consolidated financial statements for the six months ended 30 June 2010**

On 30 July 2010, Anglo American published its Half Year Financial Report for the six months ended 30 June 2010 which contained at pages 35 to 63 (inclusive) the unaudited consolidated condensed financial statements of Anglo American for the six months ended 30 June 2010 (the “**Half Year 2010 Financial Statements**”). A copy of the Half Year 2010 Financial Statements has been filed with the Financial Services Authority and by virtue of this Supplementary Offering Circular, the Half Year 2010 Financial Statements are incorporated in, and form part of, the Offering Circular.

**Amendments to “Description of Anglo American plc and the Anglo American Group”**

- (i) The section of the Offering Circular titled “**Litigation – Proceedings in South Africa**” on page 56 of the Offering Circular shall be amended by inserting the following new paragraphs after the first paragraph:

On 26 February 2010, Kumba Iron Ore Limited (“**Kumba**”) issued an announcement indicating that its subsidiary, Sishen Iron Ore Company (Pty) Ltd (“**SIOC**”), had notified ArcelorMittal South Africa Limited (“**Mittal**”) on 5 February 2010, that Mittal was no longer entitled to receive 6.25 million tons per annum (Mtpa) of iron ore mined by SIOC at cost plus 3% from the Sishen Mine, as a result of the fact that Mittal had failed to convert its old order mining rights. This contract mining agreement, concluded in 2001, was premised on Mittal owning an undivided 21.4% interest in the mineral rights of Sishen Mine and as a result of Mittal’s failure to convert its old order mining rights, accordingly the contract mining agreement became inoperative in its entirety as of 1 May 2009.

As a result, a dispute arose between SIOC and Mittal as to whether the contract mining agreement became inoperative, which SIOC has referred to arbitration. SIOC served its statement of claim on 19 April 2010. SIOC has continued to supply Mittal with iron ore from Sishen Mine and has invoiced Mittal for the delivery of 1.45 Mt of iron ore since March 2010 at commercial prices. The Anglo American Group has recognised revenue at cost plus 3% in preparing the financial results for the period ended 30 June 2010.

SIOC and Mittal reached an interim pricing agreement on 21 July 2010 in respect of the supply of iron ore to Mittal from Sishen Mine. The duration of the interim pricing agreement will be retrospective to 1 March 2010, and will endure until 31 July 2011. Mittal will pay to SIOC a fixed price of U.S.\$50 per ton of iron ore deliverable to Mittal’s Saldanha Steel plant, and U.S.\$70 per ton of iron ore deliverable to Mittal’s inland plants, which price is calculated on a free on rail ex-Sishen Mine gate basis. The difference between the revenue recognised and amounts outstanding under the interim pricing agreement for the period ended 30 June 2010 amounted to U.S.\$53 million. Upon completion of documentation, this amount will be recognised within Kumba’s revenue in the second half of 2010.

After Mittal failed to convert its old order rights, SIOC applied for the residual 21.4% mining right previously held by Mittal and its application was accepted by the Department of Mineral Resources (“**DMR**”) on 4 May 2009. A competing application for a prospecting right over the same area was also accepted by the DMR. SIOC objected to this acceptance. Notwithstanding this objection, a prospecting right over the 21.4% interest was granted by the DMR to Imperial Crown Trading 289 (Pty) Limited

("ICT"). SIOC has lodged an appeal against the grant of the prospecting right by the DMR. This appeal process remains ongoing.

In addition, SIOC initiated a review application in the North Gauteng High Court on 21 May 2010 in relation to the decision of the DMR to grant a prospecting right to ICT."

- (ii) The section of the Offering Circular titled "**Recent developments**" on pages 56 to 57 (inclusive) of the Offering Circular shall be deleted in its entirety and replaced by the following section:

"At the Minas Rio iron ore project, progress continues to be well executed on those areas of the project where the necessary approvals have been secured. Due to the inherent uncertainty around the timing of the award of key licences and permits, it is not possible at this stage to forecast an accurate final capital expenditure figure for the project. However, it is expected that there will be an increase in cost to the project relating to changes in scope and licensing conditions of U.S.\$210 million. In addition, based on a range of potential outcomes and in order to give as complete a picture as possible, it is currently estimated that on the basis of initial approvals being awarded within a nine month period from June 2010, increased schedule-related costs to the project will be incurred, equivalent to a quarterly amount of approximately U.S.\$180 million. As further clarity on licensing is achieved, an updated capital expenditure figure and final completion date will be published, in line with normal practice of Anglo American.

Further to the announcement by Anglo American made in October 2009 referred to in "**Principal Activities of the Group — Other Mining and Industrial**" above:

- on 10 May 2010, Anglo American announced that it had agreed to sell its portfolio of zinc assets to Vedanta Resources plc ("**Vedanta**") for a total consideration of U.S.\$1,338 million on an attributable, debt and cash free basis. Completion of the transaction is expected to be in stages. The sale is subject to customary regulatory approvals as well as competition clearance in the relevant jurisdictions;
- on 20 April 2010, Anglo American announced that in order to facilitate the sale of its majority interest in Peace River Coal Limited Partnership ("**PRC**"), Anglo American had entered into agreements with its minority limited partners, NEMI Northern Energy & Mining Inc. and Hillsborough Resources Limited, to facilitate the sale of up to 100% of PRC; and
- on 4 May 2010, Anglo American announced the sale of Tarmac's French and Belgian building materials business, *Tarmac Matériaux de Construction*, to Fondations Capital for a total enterprise value of €67 million.

On 5 July 2010, Anglo American announced that it had entered into a conditional agreement with a consortium, composed of Korea Electric Power Corporation, POSCO and Cockatoo Coal Limited, to sell its interests in five undeveloped coal assets in Australia for A\$580 million (approximately U.S.\$500 million) in cash. The assets comprise two wholly-owned underground coal deposits in New South Wales (Bylong and Sutton Forest) and Anglo American's share in three open cut coal deposits in Queensland (Collingwood, Ownaview and Taroom), all of which are held as to 51 per cent. by Anglo American and 49 per cent. by Mitsui Moura Investment Pty Limited ("**Mitsui**"). The transaction is subject to customary regulatory approvals Cockatoo Coal Limited obtaining necessary financing and Mitsui's pre-emptive rights over the Queensland assets. The transaction is expected to complete in stages from the fourth quarter of 2010."

- (iii) Paragraph 6 titled “**Financial and Trading Position**” of the section of the Offering Circular titled “**General Information**” on page 65 of the Offering Circular shall be deleted in its entirety and replaced by the following paragraph:

“There has been no significant change in the financial or trading position of Anglo American Capital since 31 December 2009 and there has been no significant change in the financial or trading position of Anglo American or the Group since 30 June 2010. There has been no material adverse change in the financial position or prospects of Anglo American and Anglo American Capital since 31 December 2009.”