



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 2009 (the “**Offering Circular**”) as supplemented by a Supplementary Offering Circular dated 7 August 2009 (the “**7 August 2009 Supplement**”) which together 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, as supplemented by the 7 August 2009 Supplement, 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 as supplemented by the 7 August 2009 Supplement issued by the Issuers 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, the 7 August 2009 Supplement, this Supplementary Offering Circular and the documents incorporated by reference in the 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>.

To the extent that there is any inconsistency between (a) any statement in this Supplementary Offering Circular and (b) any other statement in or incorporated by reference in the Offering Circular as supplemented by the 7 August 2009 Supplement, the statements in (a) above will prevail.

Save as disclosed in this Supplementary Offering Circular and the 7 August 2009 Supplement, 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.

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

The section titled “*Recent developments*” of the Offering Circular (as amended and supplemented by the 7 August 2009 Supplement) shall be amended as follows:

- (i) the following sentence shall be inserted immediately after the last paragraph,

“On 15 October 2009, the Board announced that it noted the statement made by Xstrata plc that Xstrata plc had withdrawn its proposal for a combination of the two companies.”; and
- (ii) the following new paragraph shall be inserted immediately after the last paragraph,

“On 22 October 2009, the Board announced a number of changes across its businesses, including its decision to divest certain non-core assets including Scaw Metals, Copebrás, Catalão and the Group’s portfolio of zinc assets.”