

Company Number: 03564138

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
ANGLO AMERICAN PLC
(PASSED on 5 May 2021)

At the general meeting of Anglo American plc (the "Company") duly convened and held at 5.00 p.m. (London time) on 5 May 2021 at 20 Carlton House Terrace, London, SW1Y 5AN, the following resolution was duly passed as a special resolution of the Company:

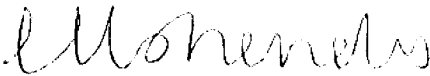
SPECIAL RESOLUTION

THAT:

- (1) with effect from the Scheme Effective Time (as defined in the scheme of arrangement dated 8 April 2021 (the "Scheme") between the Company and its Scheme Shareholders (as defined in the Scheme), a print of which has been produced to this meeting and for the purposes of identification signed by the chairman thereof), the share premium account of the Company be reduced by \$1,800,000,000 and:
 - a. part thereof be repaid, which repayment shall be satisfied by the transfer by the Company of the entire issued share capital of Thungela Resources Limited to the Scheme Shareholders (as defined in the Scheme) appearing in the register of members of the Company (including the South African branch register) at the Scheme Record Time (as defined in the Scheme) on the basis of one ordinary share in the capital of Thungela Resources Limited for every ten Scheme Shares (as defined in the Scheme) held by them; and
 - b. the balance (if any) thereof be retained by the Company to be available for future distributions by the Company from time to time or applied by the Company from time to time toward any purpose to which such reserves may be applied,
- (2) for the purpose of giving effect to the Scheme in its original form or subject to any modification, addition or condition agreed by the Company and Thungela Resources Limited and approved or imposed by the High Court of Justice in England and Wales, the directors of the Company (or a duly authorised committee of the directors) be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and
- (3) with effect from the passing of this resolution, the Articles of Association of the Company be amended by the adoption and inclusion of the following new Article 6A:

“SCHEME OF ARRANGEMENT

- 6A(1) In this Article, the “Scheme” means the scheme of arrangement dated 8 April 2021 between the Company and its Scheme Shareholders (as defined in the Scheme) under Part 26 of the Companies Act 2006 in its original form or with or subject to any modification, addition or condition approved or imposed by the High Court of Justice in England and Wales and agreed by the Company and Thungela Resources Limited and (save as defined in this Article) expressions defined in the Scheme shall have the same meanings in this Article.
- (2) Notwithstanding any other provision of these Articles, if the Company issues any shares after the adoption of this Article, and before the Scheme Record Time, such shares shall be issued subject to the terms of the Scheme (and shall be Scheme Shares for the purposes thereof) and the holders of such shares shall be bound by the Scheme accordingly.”


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E Klonarides
Deputy Company Secretary
Anglo American plc

Dated: 5 May 2021