

ANGLOGOLD ASHANTI LTD

Form 6-K

November 13, 2006

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 OF  
THE SECURITIES EXCHANGE ACT OF 1934**

Report on Form 6-K dated November 13, 2006

Commission File Number 1-14846

AngloGold Ashanti Limited

(Translation of registrant's name into English)

11 Diagonal Street

Johannesburg, 2001

(P.O. Box 62117, Marshalltown, 2107)

South Africa

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes  No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes  No

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

Enclosure: Press release

**ANGLOGOLD ASHANTI – CIRCULAR TO SHAREHOLDERS FOR THE  
CONVENING OF A GENERAL MEETING TO BE HELD ON  
DECEMBER 11, 2006**

***NOTHING IN THIS CIRCULAR CONSTITUTES OR FORMS PART OF ANY OFFER FOR SALE OR SOLICITATION OF ANY OFFER TO BUY ANY SECURITIES OF ANGLOGOLD ASHANTI LIMITED (“AngloGold Ashanti”), NOR SHALL IT OR ANY PART OF IT FORM THE BASIS OF OR BE RELIED ON IN CONNECTION WITH ANY CONTRACT OR COMMITMENT WHATSOEVER. THE SECURITIES DESCRIBED IN THIS CIRCULAR HAVE NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (“SECURITIES ACT”) AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES OR TO U.S. PERSONS (AS DEFINED IN REGULATIONS UNDER THE SECURITIES ACT) UNLESS THE SECURITIES ARE REGISTERED UNDER THE SECURITIES ACT OR AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT IS AVAILABLE.***

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

*The definitions set out on pages 6 to 9 apply throughout this document.*

If you are in any doubt as to the action that you should take, please consult your broker, CSDP, banker, legal adviser, accountant or other professional adviser immediately. If you have disposed of all your shares in AngloGold Ashanti, please forward this circular, together with the attached form of proxy, to the broker, banker or agent through whom you disposed of such shares.

**RECOMMENDED ACTION**

1.

Certificated shareholders or dematerialised “own name” shareholders (those shareholders whose shareholding is recorded in their own name in the sub-register maintained by their CSDP or broker) who are unable to attend the general meeting of shareholders of AngloGold Ashanti to be held at 11:00 on Monday, 11 December 2006, at The Country Club Johannesburg, Napier Road, Auckland Park, Johannesburg, South Africa (“general meeting”) and wish to be represented thereat, must complete and return the attached form of proxy in accordance with the instructions contained therein, so as to reach AngloGold Ashanti’s share registrars, Computershare Investor Services 2004 (Proprietary) Limited, Ground Floor, 70 Marshall Street, Johannesburg 2001 (PO Box 61051, Marshalltown 2107) South Africa or Computershare Investor Services PLC, PO Box 82, The Pavilions, Bridgwater Road, Bristol BS99 7NH, England, or Computershare Investor Services Pty Limited, Level 2, 45 St George’s Terrace, Perth, WA 6000 (GPO Box D182 Perth, WA 6840), Australia, or NTHC Limited, Martco House, Off Kwame Nkrumah Avenue, PO Box K1A 9563 Airport, Accra, Ghana, by no later than 11:00 (South African time) on Thursday, 7 December 2006.

2.

Dematerialised shareholders (other than dematerialised “own name” shareholders) must provide their CSDP or broker with their voting instructions or request their CSDP or broker to provide them with the necessary authority to attend the general meeting in person in terms of the custody agreement entered into between the dematerialised shareholder and the CSDP or broker.

**ANGLOGOLD ASHANTI LIMITED**

(Incorporated in the Republic of South Africa)

(Registration number 1944/017354/06)

ISIN: ZAE000043485

JSE share code: ANG

**CIRCULAR TO SHAREHOLDERS**

regarding

–

**creation of 4,280,000 E shares with a par value of 25 South African cents;**

–

**specific issue of shares for cash to the trust and Izingwe;**

–

**specific issue of shares for cash in respect of ESOP-OSA; and**

–

**the amendment of AngloGold Ashanti’s memorandum and articles of association;**  
and incorporating

–

**a notice of general meeting of shareholders; and**

–

**a form of proxy (for use by certificated shareholders and dematerialised shareholders with “own name” registration only).**

**Merchant bank and  
transactional sponsor**

Date of issue: 13 November 2006

This circular is available in English only. Copies are available from the registered office of the company and the share registrars at the addresses indicated on pages 4 and 5 of this circular.

**Employee ownership**

**corporate advisers**

**Reporting accountants**

**Corporate law advisers to**

**AngloGold Ashanti**

**Joint financial advisers to Izingwe Holdings**

**Independent**

**professional expert**

**Corporate law adviser to**

**Izingwe Holdings**

Chartered Accountants (SA)

(Registered Accountants and Auditors)

**edward nathan**

**sonnenbergs**

## **CERTAIN FORWARD-LOOKING STATEMENTS**

This circular includes “forward-looking information” within the meaning of Section 27A of the Securities Act, and Section 21E

of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact are, or may be

deemed to be, forward-looking statements, including, without limitation those concerning: the economic outlook for the gold

mining industry; expectations regarding gold prices; production; cash costs and other operating results; growth prospects and

the outlook of AngloGold Ashanti’s operations, individually or in the aggregate, including the completion and commencement

of commercial operations at AngloGold Ashanti’s exploration and production projects; AngloGold Ashanti’s liquidity and capital

resources and expenditure; and the outcome and consequences of any pending litigation proceedings. These forward-looking

statements are not based on historical facts, but rather reflect AngloGold Ashanti’s current expectations concerning future

results and events and generally may be identified by the use of forward-looking words or phrases such as “believe”, “aim”,

“expect”, “anticipate”, “intend”, “foresee”, “forecast”, “likely”, “should”, “planned”, “may”, “estimated”, “potential” or other similar

words and phrases. Similarly, statements that describe AngloGold Ashanti’s objectives, plans or goals are or may be forward-

looking statements.

These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause AngloGold

Ashanti’s actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied by these forward-looking statements. Although AngloGold Ashanti believes that

the expectations reflected in these forward-looking statements are reasonable, no assurance can be given that such expectations

will prove to have been correct.

For a discussion of such risk factors, shareholders should refer to the annual report on Form 20-F for the year ended 31 December 2005, dated 17 March 2006 and which was filed with the Securities and Exchange Commission on 20

March

2006. These factors are not necessarily all of the important factors that could cause AngloGold Ashanti’s actual results to differ

materially from those expressed in any forward-looking statements. Other unknown or unpredictable factors could also have

material adverse effects on future results.

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Attached

\* This document is not for use by holders of AngloGold Ashanti's American Depositary Shares, CHESSE Depositary Interests and Ghanaian Depositary Shares.

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**ACTION REQUIRED BY SHAREHOLDERS**

**This circular is important and requires your immediate attention. If you are in any doubt as to what action to take,**

**please consult your broker, CSDP, banker, legal adviser or other professional adviser immediately.**

**If you have disposed of all your ordinary shares, please forward this circular, together with the attached form of**

**proxy, to the broker, banker or other agent through whom you disposed of your ordinary shares.**

**Please take careful note of the following provisions regarding the action required by AngloGold Ashanti shareholders.**

**A general meeting of shareholders will be held on Monday, 11 December 2006 at 11:00 at The Country Club Johannesburg, Napier Road, Auckland Park, Johannesburg, South Africa.**

**A.**

**If you have dematerialised your ordinary shares without “own name” registration:**

• **Voting at the general meeting**

– If you have not been contacted by your CSDP or broker, it would be advisable for you to contact your CSDP/broker and furnish them with your voting instructions.

– If your CSDP/broker does not obtain voting instructions from you, they will be obliged to vote in accordance with the instructions contained in the agreement concluded between you and your CSDP/broker.

– You must **not** complete the attached form of proxy.

• **Attendance and representation at the general meeting**

In accordance with the agreement between you and your CSDP/broker, you must advise your CSDP/broker if you wish

to attend the general meeting in person, or if you wish to send a proxy to represent you at the general meeting and your CSDP/broker will issue the necessary letter of authority for you or your proxy to attend the general meeting.

**B.**

**If you have not dematerialised your ordinary shares or have dematerialised your ordinary shares with “own name”**

**registration:**

• **Voting, attendance and representation at the general meeting**

– You may attend and vote at the general meeting in person.

– Alternatively, you may appoint a proxy to represent you at the general meeting by completing the attached form of proxy in accordance with the instructions it contains, which form must be lodged with or posted to the share registrars to be received by no later than 11:00 South African time on Thursday, 7 December 2006.

**If you wish to dematerialise your ordinary shares, please contact your broker.**

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### **SALIENT FEATURES AND DATES AND TIMES**

AngloGold Ashanti will establish the trust to acquire and administer the ESOP shares for the benefit of the ESOP members. On

and with effect from the effective date, the trust will subscribe for and AngloGold Ashanti will allot and issue a maximum of

2,880,000 E shares at 38.88% of the 30-day VWAP of an ordinary share trading on the JSE on the effective date and a maximum of 960,000 free shares to the trust at the opening price of an ordinary share trading on the JSE on the effective date.

On and with effect from the effective date, Izingwe will subscribe for and AngloGold Ashanti will allot and issue 1,400,000

E shares to Izingwe at their par value of 25 cents per E ordinary share, representing a total subscription price of R350,000.

To facilitate the implementation of the BEE transaction, AngloGold Ashanti will have to create the 4,280,000 E shares and

amend its articles accordingly.

### **2006**

Last day for receipt of proxies in respect of the general meeting

(by 11:00 South African time) on

Thursday, 7 December

General meeting of shareholders to be held at 11:00 at

The Country Club Johannesburg, Napier Road, Auckland Park

Johannesburg, South Africa, on

Monday, 11 December

Results of general meeting published on SENS on

Monday, 11 December

Special resolutions lodged with CIPRO on or about

Monday, 11 December

Results of general meeting published in the South African press on

Tuesday, 12 December

Shareholders are reminded that shares in companies listed on the JSE can no longer be bought or sold on that exchange unless

they have been dematerialised onto the STRATE system. It is therefore suggested that certificated shareholders on AngloGold

Ashanti's South African share register should consider dematerialising their shares and replacing them with electronic records

of ownership. In this regard shareholders may contact either their own broker or a preferred CSDP, details of which are available

from STRATE at [queries@strate.co.za](mailto:queries@strate.co.za) or telephone +27 11 759 5300 or fax +27 11 759 5505.

The dates and times in this circular are subject to change and any changes will be announced in the South African press and

through SENS and other stock exchanges' news services. All times in this circular are South African local times unless otherwise stated.



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**CORPORATE INFORMATION**

**DIRECTORS**

**Executive**

R M Godsell (*Chief Executive Officer*)

R Carvalho Silva !

N F Nicolau

S Venkatakrishnan \*

**Non-Executive**

R P Edey \* (*Chairman*)

Dr T J Motlatsi (*Deputy Chairman*)

F B Arisman #

R E Bannerman †

Mrs E le R Bradley

C B Brayshaw

Dr S E Jonah KBE †

R Médori \*\* (Alternate: P G Whitcutt)

J H Mensah †

W A Nairn (Alternate: A H Calver \*)

Prof W L Nkuhlu

S R Thompson \*

A J Trahar

\* British # American † Ghanaian \*\* French ! Brazilian

**Managing Secretary**

Ms Y Z Simelane

**Company Secretary**

C R Bull

**OFFICES**

**Registered and Corporate**

**South Africa**

11 Diagonal Street

Johannesburg 2001

(PO Box 62117, Marshalltown 2107)

South Africa

Telephone: +27 11 637 6000

Fax: +27 11 637 6624

**Australia**

Level 13

St Martins Tower

44 St George's Terrace

Perth, WA 6000

(PO Box Z5046, Perth, WA 6831)

Australia

Telephone: +61 8 9425 4602

Fax: +61 8 9425 4662

**Ghana**

Gold House

Patrice Lumumba Road

(PO Box 2665)

Accra

Ghana

Telephone: +233 21 772190

Fax: +233 21 778155

**United States of America**

AngloGold Ashanti Americas Inc

502 Madison Avenue

Suite 1914

New York, NY 10022

United States of America

Telephone: (800) 417 9255 (toll free in USA  
and Canada) Telephone +1 212 750 7999

Fax: +1 212 750 5626

**UNITED KINGDOM SECRETARIES**

St James's Corporate Services Limited

6 St James's Place

London SW1A 1NP

England

Telephone: +44 20 7499 3916

Fax: +44 20 7491 1989

**JSE SPONSOR**

UBS South Africa (Pty) Limited

64 Wierda Road East

Wierda Valley

Sandton 2196

(PO Box 652863, Benmore 2010)

South Africa

Telephone: +27 11 322 7000

Fax: +27 11 784 8280

**REPORTING ACCOUNTANTS AND  
AUDITORS**

Ernst & Young Registered Auditors Inc.

Registered Auditor

Wanderers Office Park

52 Corlett Drive

Illovo

Johannesburg 2196

(Private Bag X14, Northlands 2116)

South Africa

Telephone: +27 11 772 3000

Fax: +27 11 772 4000

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**SHARE REGISTRARS**

**South Africa**

Computershare Investor Services 2004 (Pty) Limited  
Ground Floor, 70 Marshall Street  
Johannesburg 2001  
(PO Box 61051, Marshalltown 2107)  
South Africa  
Telephone: 0861 100 950 within South Africa  
Fax: +27 11 688 5218  
E-mail: web.queries@computershare.co.za

**United Kingdom**

Computershare Investor Services PLC  
PO Box 82  
The Pavilions  
Bridgwater Road  
Bristol BS99 7NH  
England  
Telephone: +44 870 889 3177  
Fax: +44 870 703 6119

**Australia**

Computershare Investor Services Pty Limited  
Level 2  
45 St George's Terrace  
Perth, WA 6000  
(GPO Box D182, Perth, WA 6840)  
Australia  
Telephone: +61 8 9323 2000  
Telephone: 1300 55 7010 (in Australia)  
Fax: +61 8 9323 2033

**Ghana (and GhDS Depositary)**

NTHC Limited  
Martco House  
Off Kwame Nkrumah Avenue  
PO Box K1A 9563 Airport  
Accra  
Ghana  
Telephone: +233 21 238492-3  
Fax: +233 21 229975

**ADR DEPOSITARY**

The Bank of New York  
Investor Services, PO Box 11258  
Church Street Station  
New York, NY 10286-1258  
United States of America  
Telephone: +1 888 269 2377 (Toll free in USA) or  
+9 610 382 7836 (outside USA)  
E-mail: shareowners@bankofny.com

**INDEPENDENT PROFESSIONAL EXPERT**

The Standard Bank of South Africa Limited  
3 Simmonds Street

Johannesburg 2001  
(PO Box 61344, Marshalltown 2107)  
South Africa  
Tel: +27 11 636 9115  
Fax: +27 11 636 4212

**MERCHANT BANK AND TRANSACTIONAL SPONSOR**

Rand Merchant Bank  
a division of FirstRand Bank Limited  
1 Merchant Place  
Fredman Drive  
Sandton 2196  
(PO Box 786273, Sandton 2146)  
South Africa  
Tel: +27 11 282 8000  
Fax: +27 11 282 8215

**LEGAL ADVISERS**

**South Africa**

Taback and Associates (Pty) Limited  
26 Sturdee Avenue, Rosebank  
Johannesburg 2196  
(PO Box 3334, Houghton 2041)  
South Africa  
Telephone: +27 11 219 6400  
Fax: +27 11 219 6500

Read Hope Phillips  
2nd Floor, 30 Melrose Boulevard  
Melrose Arch, Melrose North 2196  
(PO Box 757, Northlands 2116)  
South Africa  
Telephone: +27 11 344 7800  
Fax: +27 11 344 681 8057

**United States of America and United Kingdom**

Shearman & Sterling LLP  
Broadgate West  
9 Appold Street  
London EC2A 2AP  
England  
Telephone: +44 20 7655 5000  
Fax: +44 20 7655 5500

**EMPLOYEE OWNERSHIP CORPORATE ADVISERS**

The ESOP Shop (Proprietary) Limited  
34 Jan Smuts Avenue  
Forest Town  
Johannesburg 2193  
(PO Box 84368, Greenside 2034)  
South Africa  
Tel: +27 11 646 0446  
Fax: +27 11 646 1325

E-mail: [info@esopshop.co.za](mailto:info@esopshop.co.za)

**AngloGold Ashanti website:**  
**[www.AngloGoldAshanti.com](http://www.AngloGoldAshanti.com)**

**STOCK EXCHANGE LISTINGS**

ISIN: ZAE000043485

*Stock Exchange*

*Type*

*Share code*

JSE

Shares

ANG

LSE

Shares

AGD

NYSE`

ADSs

AU

ASX

CDIs

AGG

GhSE

Shares

AGA

GhSE

GhDSs

AAD

Euronext Paris

Shares

VA

Euronext Brussels

IDRs

ANG

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## DEFINITIONS

In this circular and the documents attached hereto, unless the context indicates otherwise:

– the words in the first column have the meanings stated opposite them in the second column, words in the singular include

the plural and vice versa, words importing the masculine include the other two genders, and words incorporating persons

include juristic persons and associations of persons; and

– all times referred to are South African times unless otherwise stated.

“allocation dates”

in relation to each ESOP member, the date with effect from which the trust will allot

ESOP shares to the ESOP member, which date will be either 1 November 2006,

or one of respectively the first, second, third, fourth, fifth or sixth anniversaries of

1 November 2006;

“AngloGold Ashanti” or “the company”

AngloGold Ashanti Limited, a company duly registered and incorporated with limited

liability under the laws of South Africa under registration number 1944/017354/06;

“AngloGold Ashanti ADSs” or “ADSs”

the American Depositary Shares of AngloGold Ashanti, each of which represent one

AngloGold Ashanti share deposited with The Bank of New York, as depositary;

“AngloGold Ashanti CDIs” or “CDIs”

AngloGold Ashanti Clearing House Electronic Subregister System (or CHES)

Depository Interests, five of which represent one AngloGold Ashanti share;

“AngloGold Ashanti GhDSs”

the Ghanaian Depositary Shares of AngloGold Ashanti, 100 of which represent one

or “GhDSs”

AngloGold Ashanti share deposited with NTHC Limited, as depositary;

“AngloGold Ashanti Group”

AngloGold Ashanti and its subsidiary companies;

“Ashanti”

AngloGold Ashanti (Ghana) Limited (formerly Ashanti Goldfields Company Limited), a

company incorporated with limited liability under the laws of Ghana with registered

number 7094;

“articles”

memorandum and articles of association of AngloGold Ashanti;

“Assumption of Liability Agreement”

agreement concluded between AngloGold Ashanti and the trust on 1 November 2006,

in terms of which AngloGold Ashanti will make funds available to the trust to subscribe

for the ESOP shares;

“BEE”

black economic empowerment;

“BEE transaction”

collectively, the Bokamoso ESOP and the empowerment transaction, in terms of

which, the trust and Izingwe will acquire approximately 1.91% of the issued share

capital of AngloGold Ashanti;

“Board”

AngloGold Ashanti board of directors, as constituted from time to time;

“Bokamoso ESOP”

a broad-based employee share ownership plan to be established by AngloGold

Ashanti for the benefit of ESOP members;

“Bokamoso ESOP rules”

the rules governing ESOP members' entitlement to ESOP shares and related matters;

“business day”

any day other than a Saturday, Sunday or official public holiday in South Africa;

“cancellation period”

the period commencing on a relevant cancellation date and ending on the date falling six months after the relevant cancellation date;

“certificated shareholders”

holders of certificated ordinary shares;

“certificated shares”

ordinary shares which are evidenced by a certificate or other physical document of title and which have not been surrendered for dematerialisation;

“Charter Scorecard”

the scorecard for the Mining Charter published pursuant to section 100(2)(a) of the MPRDA under Government Gazette (number 26661 of 13 August 2004) as amended or replaced from time to time;

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“CIPRO”  
the Companies and Intellectual Property Registration Office, formerly the Registrar of Companies;

“circular”  
this bound document, dated 13 November 2006, including the notice of general meeting, annexures and the form of proxy;

“CSDP”  
Central Securities Depository Participant, a participant as defined in section 1 of the South African Securities Services Act, No. 36 of 2004;

“custody agreement”  
the custody mandate agreement between a dematerialised shareholder and a CSDP or broker covering their relationship in respect of dematerialised shares held by the CSDP or broker;

“dematerialised”, “dematerialisation”  
the process by which certificated shares are or are to be converted into or “dematerialising”  
electronic form under STRATE for trading on the JSE;

“dematerialised shares”  
ordinary shares which have been dematerialised;

“directors”  
the directors of AngloGold Ashanti;

“effective date”  
the business day immediately following the date on which the last of the conditions precedent listed in paragraph 8 have been fulfilled;

“employee”  
any person employed by AngloGold Ashanti from time to time in connection with any South African operation or division of the company, who is not a participant in any AngloGold Ashanti employee share incentive scheme, including (without limitation) the corporate office, but specifically excluding fixed-term contract employees, independent contractors and employees of contractors who provide services to AngloGold Ashanti;

“empowerment entity”  
an entity which is controlled by, and the majority financial interests of which, are beneficially owned by HDSAs;

“empowerment transaction”  
the black economic empowerment transaction concluded between AngloGold Ashanti and Izingwe, subject to the conditions precedent contained in the Izingwe Subscription Agreement;

“E shares”  
E ordinary shares having a par value of 25 South African cents each in the issued share capital of AngloGold Ashanti to be created to facilitate the BEE transaction, subject to the passing of the necessary resolutions detailed in the notice of general meeting attached to this circular;

“ESOP cancellation formula”  
the formula set out in the articles and in the Trust Subscription Agreement in terms of which the company will cancel the E shares, or a portion of them, on each vesting date;

“ESOP member”  
any employee who falls within Paterson employment bands A, B or C on the effective date and any person who becomes an employee within Paterson employment bands A, B or C after the effective date but no later than the fourth anniversary of the effective



date;

“ESOP-OSA”

employee share schemes, similar to the Bokamoso ESOP, that may be implemented by AngloGold Ashanti in countries other than South Africa, where it conducts mining operations, representing approximately 0.64% of the issued share capital of AngloGold Ashanti on the last practicable date;

“ESOP shares”

collectively, the free shares and the E shares to be issued to the trust;

“ESOP Shop”

ESOP Shop (Proprietary) Limited, a private company duly registered and incorporated with limited liability under the laws of South Africa under registration number 2004/015255/07;

“first allocation date”

1 November 2006;

“free shares”

960,000 ordinary shares to be issued by AngloGold Ashanti to the trust in terms of the Trust Subscription Agreement, representing approximately 0.35% of the issued share capital of AngloGold Ashanti on the last practicable date;

“general meeting”

the general meeting of shareholders to be held at 11:00 on Monday, 11 December 2006, at The Country Club Johannesburg, Napier Road, Auckland Park, Johannesburg, South Africa;

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“GhSE”

the Ghana Stock Exchange;

“HDSA”

an historically disadvantaged South African, being any natural person disadvantaged in law by unfair discrimination before the Constitution of the Republic of South Africa Act, No. 200 of 1993, came into operation;

“IDRs”

the unsponsored International Depositary Receipts trading on Euronext Brussels, each of which represents one AngloGold Ashanti share;

“Izingwe”

Izingwe Holdings (Proprietary) Limited, an empowerment company duly registered and incorporated with limited liability under the laws of South Africa under registration number 2005/039358/07;

“Izingwe cancellation formula”

the formula set out in the articles and in the Izingwe Subscription Agreement in terms of which the company will cancel the E shares issued to Izingwe, or a portion of them, on each relevant cancellation date;

“Izingwe Subscription Agreement”

the Izingwe subscription and related issues agreement entered into between AngloGold Ashanti and Izingwe on 1 November 2006 in terms of which, *inter alia*, Izingwe will subscribe and AngloGold Ashanti will allot and issue E shares to Izingwe;

“Izingwe transaction notice”

the written notice delivered by Izingwe to AngloGold Ashanti, in respect of the vesting of the transaction notice shares, stipulating, *inter alia*, the transaction notice date(s) and the transaction notice shares;

“independent professional expert”

The Standard Bank of South Africa Limited, a bank registered in South Africa under registration number 1962/000738/06;

“JSE”

the JSE Limited, a company duly registered and incorporated with limited liability under the laws of South Africa under registration number 2005/022939/06, licensed as an exchange under the South African Securities Services Act, No. 36 of 2004;

“King Code”

South African King Code on Corporate Governance, 2002;

“last practicable date”

3 November 2006, being the last practicable date for inclusion of information prior to the finalisation of this circular;

“Listings Requirements”

the Listings Requirements of the JSE;

“LSE”

the London Stock Exchange plc, a public company duly registered and incorporated with limited liability under the laws of England and Wales under registration number 02075721;

“maturity date”

the seventh anniversary of 1 November 2006, subject to such extensions as may be applicable in terms of paragraphs 4.3.2 and 5.3.2;

“Mining Charter”

the broad-based socio-economic empowerment charter for the South African mining industry, developed under section 100 of the MPRDA together with the Charter Scorecard, and any amended or replacement Mining Charter and/or Charter

Scorecard from time to time;

“morning VWAP”

being the VWAP of all ordinary shares trading on the JSE, from the commencement of trade until midday;

“new ESOP members”

an ESOP member whose membership of the Bokamoso ESOP shall have commenced after the effective date;

“NYSE”

the NYSE Group, Inc, a public company duly registered and incorporated with limited liability under the laws of the State of Delaware under the I.R.S Employer Identification number 20-2786071, commonly known as “the New York Stock Exchange”;

“ordinary shares”

ordinary shares having a par value of 25 South African cents each in the issued share capital of AngloGold Ashanti;

“oz”

ounces;

“relevant cancellation date”

each of the third, fourth, fifth, sixth and seventh anniversaries of 1 November 2006, subject to such extensions as may be applicable in terms of paragraphs 4.3.2 and 5.3.2;

“relevant share portion”

the share portion or a portion of such share portion to be cancelled by AngloGold Ashanti on each vesting date or on each relevant cancellation date, as the context requires;

“Sarbanes-Oxley Act”

Sarbanes-Oxley Act of 2002;

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“SEC”  
the United States Securities and Exchange Commission;  
“Securities Act”  
the United States Securities Act of 1933, as amended;  
“Securities Exchange Act”  
the United States Securities Exchange Act of 1934, as amended;  
“SENS”  
the Securities Exchange News Service of the JSE;  
“share portions”  
the five equal portions into which the E shares issued to Izingwe and the ESOP shares issued to the trust will be divided;  
“shareholders”  
registered holders of ordinary shares as reflected on the AngloGold Ashanti register and the sub-register maintained by a CSDP or broker;  
“share registrars”  
Computershare Investor Services 2004 (Pty) Limited in South Africa;  
Computershare Investor Services PLC in the United Kingdom;  
Computershare Investor Services Pty Limited in Australia; and  
NTHC Limited in Ghana;  
“South Africa”  
the Republic of South Africa;  
“STRATE”  
STRATE Limited (registration number 1998/022242/06), an electronic settlement environment for transactions to be settled and transfer of ownership to be recorded electronically;  
“trade unions”  
the registered trade unions with whom AngloGold Ashanti currently has a recognition agreement namely, the National Union of Mineworkers, Solidarity and the United Association of South Africa;  
“transaction notice date”  
date on which the Izingwe transaction notice will have been given;  
“transaction notice shares”  
number of E shares stipulated in the Izingwe transaction notice;  
“trust”  
the Bokamoso Trust, an empowerment entity established for the purpose of acquiring and managing the ESOP shares for the benefit of the ESOP members;  
“trust deed”  
the trust deed establishing the trust and setting out, inter alia, governance related matters pertaining to the trust and trustees;  
“Trust Subscription Agreement”  
the trust subscription and related issues agreement entered into between AngloGold Ashanti and on 1 November 2006 the trust in terms of which, inter alia, the trust will subscribe and AngloGold Ashanti will allot and issue the ESOP shares to the trust;  
“trustees”  
the person/s appointed from time to time as trustees of the trust;  
“US”  
United States of America;  
“US\$”  
US dollar, the US currency;  
“vesting date”

in respect of each ESOP member, the dates on which ESOP shares vest in the ESOP member, the first of such dates being the third anniversary of 1 November 2006, and each subsequent anniversary of 1 November 2006 up to and including the maturity date;

“VWAP”

volume weighted average price, being the total value of the securities traded for the period divided by the total number of securities traded for the period; and

“ZAR” or “R”

Rand, the official currency of South Africa.

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**ANGLOGOLD ASHANTI LIMITED**

(Incorporated in the Republic of South Africa)

(Registration number 1944/017354/06)

ISIN: ZAE000043485

JSE share code: ANG

**CIRCULAR TO SHAREHOLDERS**

**1.**

**INTRODUCTION**

Further to the press announcement released on SENS on Monday, 2 October 2006 regarding the BEE transaction, AngloGold Ashanti has concluded all agreements necessary to implement the BEE transaction. Subject to the fulfilment of the conditions precedent in the agreements and conditions precedent in paragraph 8 below, the BEE transaction will be implemented.

The purpose of this circular is to inform shareholders of the detailed terms of the BEE transaction, the concomitant amendments to the articles and to convene the general meeting at which the resolutions necessary to approve and implement the BEE transaction will be proposed.

**2.**

**RATIONALE**

AngloGold Ashanti has committed itself to participating in the transformation and development of South Africa for the future

benefit of all South Africans. AngloGold Ashanti fully embraces the Mining Charter and wishes to ensure that AngloGold

Ashanti South Africa is transformed in accordance with the requirements thereof. Accordingly, the company has decided to

implement the Bokamoso ESOP and to enter into the empowerment transaction. The meaning of Bokamoso is “harvesting

for the future”. The implementation of the BEE transaction also gives effect to the undertakings made by AngloGold Ashanti

to the Department of Minerals and Energy at the time that it gained its mineral rights conversions.

The Bokamoso ESOP creates an opportunity for AngloGold Ashanti and the trade unions to ensure a closer alignment of

the interests between employees and the company, and the seeking of shared growth solutions to build partnerships in areas of shared interest.

The promotion and establishment of the Bokamoso ESOP constitutes a further contribution by AngloGold Ashanti and the

trade unions to the objective of shared growth in South Africa, in that employee share ownership can strengthen the growth

prospects of the company while simultaneously sharing the rewards with employees.

For AngloGold Ashanti, the BEE transaction follows those transactions concluded earlier between AngloGold Ashanti and

African Rainbow Minerals Gold Limited (“ARM”) involving various of the company’s Vaal River and Free State assets. The

Mining Charter requires that every mining company achieve 15% ownership by HDSAs of its South African mining assets

by 1 May 2009, and 26% ownership by 1 May 2014. AngloGold Ashanti, as a result of the transactions entered into with

ARM has transferred 20% of its attributable production in South Africa to HDSAs, and the implementation of the BEE transaction as proposed in this circular, should finalise its obligation in terms of the Mining Charter.

**3.**

## **CREATION OF THE E SHARES**

### **3.1**

AngloGold Ashanti will increase its authorised share capital through the creation of a maximum of 4,280,000 E shares.

A maximum of 4,280,000 E shares will be issued by AngloGold Ashanti to the trust and Izingwe, as set out in paragraphs

4.1.2 and 5.2.1 respectively, for purposes of the BEE transaction.

### **3.2**

The full terms of the E shares are set out in special resolution number 2 in the notice of general meeting attached to this circular. The key terms on the E shares are:

#### *3.2.1*

AngloGold Ashanti will have the right to cancel the E shares, or a portion of them, in accordance with the ESOP and Izingwe cancellation formula, respectively;

#### *3.2.2*

the E shares will not be listed;

#### *3.2.3*

the E shares which are not cancelled will be converted into ordinary shares; and

#### *3.2.4*

the E shares will each be entitled to receive a dividend equal to one-half of the dividend per ordinary share declared by the company from time to time.

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### **3.3**

The JSE does not ordinarily allow the creation of unlisted securities with voting and other rights attached thereto, but in the interests of BEE, the JSE has agreed to the creation of the E shares subject to the terms in paragraphs 3.4 to 3.8 below. In addition, the JSE has requested a fair and reasonable opinion as referred to in paragraph 11 and shareholders will be requested to vote on the BEE transaction as set out in paragraph 9 below.

### **3.4**

Although the E shares will have full voting rights, the holders of the E shares will not be entitled to veto any resolution that would otherwise have been capable of being passed, or not, by the required majority of votes of the holders of ordinary shares.

### **3.5**

The E shares will be subject to the Listings Requirements and will not be counted for categorisation purposes in terms of section 9 of the Listings Requirements.

### **3.6**

The E shares will be held in escrow with AngloGold Ashanti's attorneys.

### **3.7**

The E shares cannot be transferred by the company to an entity that is not an empowerment entity. The life span of the E shares will end on the maturity date. Where the Bokamoso ESOP E shares are concerned, the vesting dates represent a balance between facilitating shorter-term material benefit for employees and longer-term savings opportunities, as agreed between the company and the trade unions. With the respect to Izingwe's E shares, Izingwe is AngloGold Ashanti's chosen BEE partner because of its relationship with the trust as envisaged in paragraph 6 and the coincidence of its leadership value system with that of AngloGold Ashanti.

### **3.8**

Once the E shares have been issued to the trust and Izingwe as set out in paragraphs 4.1.2 and 5.2.1, respectively, neither the trust nor Izingwe can dispose of the E shares or a portion of them without the prior written consent of AngloGold Ashanti.

## **4.**

### **BOKAMOSO ESOP**

#### **4.1**

##### **Subscription for ESOP shares**

##### *4.1.1*

AngloGold Ashanti will establish the trust to acquire and administer the ESOP shares for the benefit of the ESOP members. The trust will be a non-public shareholder for purposes of the Listings Requirements.

##### *4.1.2*

On and with effect from the effective date, the trust will subscribe for and AngloGold Ashanti will allot and issue to the trust:

- a maximum of 2,880,000 E shares at 38.88% of the 30-day VWAP of an ordinary share trading on the JSE on the effective date, which represents the expected cost to AngloGold Ashanti of the E shares issued to the trust; and
- the free shares at the opening price of an ordinary shares on the JSE, on the effective date.

##### *4.1.3*

AngloGold Ashanti will carry the cost of the Bokamoso ESOP by making cash payments in terms of the Assumption of Liability Agreement to the trust amounting to approximately R624 million, which represent the expected cost to AngloGold Ashanti of the Bokamoso ESOP.

##### *4.1.4*

In terms of the Trust Subscription Agreement, the trust cannot sell the ESOP shares or a portion of them without the prior written consent of AngloGold Ashanti.

##### *4.1.5*

The ESOP shares will constitute 1.4% (after the issue of the ESOP shares to the trust and the E shares to Izingwe, respectively) of AngloGold Ashanti's issued share capital.



*4.1.6*

The Mining Charter promotes the employment of people from the major labour sending areas (being Lesotho, Botswana, Swaziland and Mozambique) and it prohibits discrimination against foreign migrant labour. Further, AngloGold Ashanti understands the Department of Minerals and Energy to extend the definition of HDSA, for purposes of the South African mining industry, to include people from the major labour sending areas.

Accordingly, approximately 90% of all ESOP members, including black employees from the major labour sending areas, will be HDSAs. Approximately 2.2% of ESOP members will be white women and 54% will be black South African citizens.

**4.2**

**Allocation of shares**

*4.2.1*

Each ESOP member will be allocated ESOP shares according to the date of commencement of their membership of the Bokamoso ESOP as follows:

- if membership commenced on the effective date, then on the first allocation date that member will be allocated 90 E shares and 30 free shares;
- if membership commenced on the first anniversary of the first allocation date, then on that allocation date that ESOP member will be allocated 72 E shares and 24 free shares;
- if membership commenced on the second anniversary of the first allocation date, then on that allocation date that ESOP member will be allocated 54 E shares and 18 free shares;

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- if membership commenced on the third anniversary of the first allocation date, then on that allocation date that ESOP member will be allocated 36 E shares and 12 free shares; and
- if membership commenced on the fourth anniversary of the first allocation date, then on that allocation date that ESOP member will be allocated 18 E shares and 6 free shares.

#### 4.2.2

Any ESOP shares held by the trust which have not been allocated to ESOP members on the fifth, sixth and seventh anniversaries of the first allocation date will be allocated equally to all current ESOP members on that date.

### 4.3

#### Vesting

##### 4.3.1

Subject to paragraph 4.10 below, on each vesting date, there will vest in each ESOP member who has been an ESOP member for not less than three years:

- 18 E shares; and
- 6 free shares.

##### 4.3.2

If the application of the ESOP cancellation formula to the shares that will vest in accordance with paragraph 4.3.1 above would have resulted in all of the E shares vesting in ESOP members on any vesting date being cancelled, then that vesting date in respect of E shares only, will be automatically delayed for six months from the relevant vesting date.

### 4.4

#### Dividends

##### 4.4.1

The dividends declared and paid to the trust in respect of the free shares will accrue and be paid to ESOP members, *pro rata* to the number of ESOP shares allocated to them.

##### 4.4.2

The dividends declared and paid to the trust in respect of E shares will accrue as follows:

- first to the trust, to the extent required to pay the trust's expenses excluding administration costs; and
- the balance remaining will thereafter accrue and be paid to ESOP members, *pro rata* to the number of ESOP shares allocated to them.

### 4.5

#### Cancellation of E shares by AngloGold Ashanti

##### 4.5.1

AngloGold Ashanti will be entitled to cancel the E shares on each relevant cancellation date in accordance with paragraphs 4.5.2 and 4.5.3 below. The E shares converted into ordinary shares as envisaged in paragraphs 4.5.2 and 4.5.3 will accrue to the trust.

##### 4.5.2

Subject to paragraph 4.3.2, on each relevant cancellation date, AngloGold Ashanti will:

- ascertain the morning VWAP of an ordinary share on the relevant cancellation date;
- calculate the number of E shares which AngloGold Ashanti will cancel in respect of the relevant share portion ("cancellation shares") in accordance with paragraph 4.5.3;
- subject to paragraph 4.3.2 above, cancel the cancellation shares;
- procure the conversion of the E shares which will not have been cancelled ("the conversion shares"), into ordinary shares; and
- procure that the conversion shares, after their conversion into ordinary shares, will be listed on the JSE.

##### 4.5.3

The number of E shares to be cancelled by AngloGold Ashanti will be determined as follows:

$B - C + D$

A =

E

where:

A is the number of cancellation shares which AngloGold Ashanti will be entitled to cancel, which number will not be greater than the number of E shares constituting the relevant share portion;

B is 90% of the 30-day VWAP of an ordinary share on the JSE on the effective date multiplied by the number of E shares constituting the relevant share portion (“the opening balance”);

C is the amount equal to 50% of the aggregate dividends per ordinary share paid by AngloGold Ashanti (“the reduction”) during the period commencing on the effective date and terminating on the relevant cancellation date (“the relevant period”), multiplied by the number of E shares constituting the relevant share portion;

D is an increment, calculated by the application of an escalation factor (“the factor”) of 7%, nominal annual compounded monthly in arrears, to the opening balance in respect of the relevant period, provided that there will be taken into account, in the application of the factor, the reduction and further provided that the reduction will be deemed to have reduced the total amount to which the factor will be applied from time to time, on the same dates and in the same proportions as AngloGold Ashanti will from time to time have declared and paid dividends to the holders of ordinary shares; and

E is the morning VWAP, as ascertained in paragraph 4.5.2 above.

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## **4.6**

### **Administration expenses**

#### **4.6.1**

AngloGold Ashanti has offered to administer the Bokamoso ESOP on behalf of the trust at no cost to the trust.

#### **4.6.2**

Trust expenses, excluding administration costs, will be divided between the trust and AngloGold Ashanti such that AngloGold Ashanti bears two-thirds of the cost, and the trust one-third, which will be paid out of the dividends paid to the trust in respect of the E shares.

#### **4.6.3**

In the event that the dividends paid to the trust in respect of the E shares are insufficient to pay the trust's share of the trust expenses (excluding administration costs), AngloGold Ashanti will pay any shortfall so arising.

## **4.7**

### **Appointment of trustees**

#### **4.7.1**

A minimum of three and a maximum of nine trustees will be appointed to administer the trust. Trustees will be appointed as follows:

- the National Union of Mineworkers will appoint up to two trustees;
- Solidarity and the United Association of South Africa will appoint one trustee each;
- AngloGold Ashanti will be entitled, but not obliged, to appoint one trustee; and
- AngloGold Ashanti and the trade unions shall, by agreement between them, appoint up to four independent persons as trustees, at least one of whom will be suitably qualified to participate in the financial management of the trust.

#### **4.7.2**

Trustees will not be ESOP members, unless the trade unions nominate an AngloGold Ashanti employee as a trustee acting on their behalf. The majority of trustees will be HDSAs.

## **4.8**

### **Voting**

Notwithstanding the allocation of ESOP shares to ESOP members, the trust will remain able and entitled to exercise all voting rights attaching to all ESOP shares held by the trust until such shares vest in the ESOP members as contemplated in the Bokamoso ESOP rules.

## **4.9**

### **Distributions**

On a vesting date, benefits to which ESOP members have become entitled, will be paid and/or distributed by the trustees, to the ESOP member in accordance with his wishes and subject to the Bokamoso ESOP rules.

#### **4.10 Share allocation where ESOP shares are insufficient**

The Bokamoso ESOP rules make detailed provision for the position in the event that on any relevant allocation date insufficient ESOP shares are available to allocate to ESOP members who join the ESOP after the first allocation date ("new ESOP members"). Further, the Bokamoso ESOP rules make detailed provision for the vesting of ESOP shares and the payment of dividends where insufficient ESOP shares were available to allocate to new ESOP members. AngloGold Ashanti will not issue more ESOP shares than those envisaged in paragraph 4.1.2 above.

#### **4.11 Termination of employment**

The Bokamoso ESOP rules make detailed provision for the position in the event of retrenchment, retirement, promotions or appointments into employee categories that participate in other employee incentive schemes of AngloGold Ashanti, as well as death, dismissal or resignation of ESOP members.

#### **4.12 Amendments to the articles**

In order to implement the Bokamoso ESOP, AngloGold Ashanti is required to amend its articles to attach certain rights and restrictions on the E shares. These proposed amendments are set out in special resolution number 2 in the notice of general meeting attached to this circular.

**5.**

**THE EMPOWERMENT TRANSACTION**

**5.1**

**Information relating to Izingwe**

Izingwe is an empowerment investment vehicle led by Siphon Pityana, who has occupied strategic roles in both the public and private sectors. He was a senior executive of Nedbank Limited and is currently a non-executive director of several companies including Bytes Technology Group Limited, African Oxygen Limited, Munich Re and Aberdare Cables Limited.

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Izingwe is a significant investor in mining, engineering and infrastructure development. It is an active and long-term shareholder in the companies in which it invests and it makes focussed and value enhancing interventions in its underlying investments. It also has strong operational strengths and strategic alliances.

## **5.2**

### **Subscription for E shares**

#### **5.2.1**

On and with effect from the effective date, Izingwe will subscribe for and AngloGold Ashanti will allot and issue to Izingwe 1,400,000 E shares, at their par value of 25 cents per share, constituting 0.5% (after the issue of the ESOP shares to the trust and E shares to Izingwe, respectively) of AngloGold Ashanti's issued share capital.

#### **5.2.2**

The E shares issued to Izingwe will have broadly similar terms to those issued to the trust.

#### **5.2.3**

In terms of the Izingwe Subscription Agreement, Izingwe may not dispose of all or a portion of the E shares issued to Izingwe by the company other than to AngloGold Ashanti, without the prior written consent of AngloGold Ashanti.

## **5.3**

### **Cancellation of E shares by AngloGold Ashanti**

#### **5.3.1**

AngloGold Ashanti will be entitled to cancel the E shares on each relevant cancellation date in accordance with paragraphs 5.3.3 and 5.3.4 below. The E shares that are not cancelled and are converted into ordinary shares as envisaged in paragraphs 5.3.3 and 5.3.4 will accrue to Izingwe.

#### **5.3.2**

Izingwe will be entitled to deliver a maximum of six Izingwe transaction notices in respect of each relevant share portion or part thereof, provided that Izingwe will deliver Izingwe transaction notices in respect of all the E shares constituting the relevant share portion during the cancellation period.

#### **5.3.3**

On the delivery by Izingwe of each Izingwe transaction notice, AngloGold Ashanti will:

- ascertain the morning VWAP of an ordinary share on the JSE on the day on which the Izingwe transaction notice is delivered;
- calculate the number of E shares which AngloGold Ashanti will cancel in respect of the Izingwe transaction notice ("cancellation shares") in accordance with paragraph 5.3.4 below;
- cancel the cancellation shares;
- procure the conversion of the E shares which will not have been cancelled ("the conversion shares"), into ordinary shares;
- procure that the conversion shares, after their conversion into ordinary shares, will be listed on the JSE.

#### **5.3.4**

On each relevant cancellation date, the number of E shares to be cancelled by AngloGold Ashanti will be determined as follows:

$$B - C + D$$

$$A =$$

$$E$$

where:

A will be the number of cancellation shares, which number will not be greater than the number of E shares constituting the relevant share portion, or, where the transaction notice shares are less than the number of E shares constituting the relevant share portion, greater than the number of transaction notice shares;

B will be 90% of the 30-day VWAP of an ordinary share on the JSE on the effective date multiplied by the number of transaction notice shares ("the opening balance");

C is the amount ("the reduction") equal to 50% of the aggregate dividends per ordinary share paid by

AngloGold Ashanti during the period commencing on the effective date and terminating on the transaction notice date (“the relevant period”), multiplied by the number of transaction notice shares;

D is an increment, calculated by the application of an escalation factor (“the factor”) of 8%, nominal annual compounded monthly in arrears, to the opening balance in respect of the relevant period, provided that there will be taken into account, in the application of the factor, the reduction and further provided that the reduction will be deemed to have reduced the total amount to which the factor will be applied from time to time, on the same dates and in the same proportions as AngloGold Ashanti will from time to time have declared and paid dividends to the holders of ordinary shares; and

E is the morning VWAP, as ascertained in paragraph 5.3.3 above.

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## **5.4**

### **Entitlement to subscribe**

#### **5.4.1**

Izingwe will be entitled, by not later than 15 business days after the transaction notice date, to subscribe for such number of ordinary shares as will not exceed the number of cancellation shares, for a subscription price per ordinary share equal to the ordinary share price on the JSE on the transaction notice date.

#### **5.4.2**

The number of ordinary shares issued by AngloGold Ashanti pursuant to paragraph 5.4.1 above will not exceed the number of E shares issued to Izingwe at the inception of the empowerment transaction, being 1,400,000.

## **6.**

### **RELATIONSHIP BETWEEN THE TRUST AND IZINGWE**

AngloGold Ashanti, the trade unions and Izingwe have identified the potential for a formal relationship to be established

between the trust and Izingwe, which will determine areas of co-operation and define an active role for Izingwe in representing the interests of both the trust and Izingwe (“the parties”). These potential areas may include co-operation on the following:

- the possibility of the parties working together and co-operating as shareholders in AngloGold Ashanti;
- specific areas where Izingwe can play an active role in the business of AngloGold Ashanti. These are areas where Izingwe could represent both parties’ interests and where, as a result of their involvement, they could act as a channel of communication to the trust on operational issues. This includes participation on transformation initiatives, representations at Board and management committees and involvement on human resource issues;
- Izingwe playing a role and/or representing the interests of both parties in new business initiatives and projects within AngloGold Ashanti and/or components of the business that are particularly sensitive to transformation issues, such as procurement and beneficiation; and
- Izingwe providing skills and assistance to the trust on a basis to be mutually agreed between them so as to maximise the value and growth of the trust.

Accordingly, it is the intention of the parties to embark upon their relationship of cooperation and enter into specific bilateral agreements, in appropriate cases, to deal with specific issues that may arise in the furtherance and implementation of the general cooperative relationship between the parties.

## **7.**

### **DIRECTORS’ DISCRETION TO ISSUE ADDITIONAL ORDINARY SHARES IN TERMS OF AN ESOP-OSA**

AngloGold Ashanti is considering implementing employee share schemes similar to the Bokamoso ESOP in countries,

other than South Africa, where it conducts mining operations. The ESOP-OSA may involve the issue of ordinary shares

and accordingly, shareholders’ approval will be required to issue a maximum of 1,760,000 ordinary shares for this purpose

by the company, at its discretion. The company, in its discretion, will have until 31 December 2009 to implement the ESOP-

OSA, after which date, shareholders’ authority will lapse.

To the extent that the ESOP-OSA is implemented and requires exchange control approval from the South African Reserve

Bank Exchange Control Department, such approval will be sought prior to any implementation and no ordinary shares will

be issued in terms of the ESOP-OSA until such exchange control approval has been received.

## **8.**



### **CONDITIONS PRECEDENT**

The BEE transaction is subject to the fulfilment of the following conditions precedent:

- the passing of all necessary resolutions by the requisite majority of shareholders at the general meeting; and
- the registration of the special resolutions set out in the notice of general meeting attached to the circular by CIPRO.

**9.**

### **SHAREHOLDER APPROVAL**

The issue of E shares and/or ordinary shares to the trust, Izingwe and ESOP-OSA as envisaged in paragraphs 4, 5 and 7

above constitute specific issues of shares for cash in terms of the Listings Requirements. Such issues require the approval

of an ordinary resolution by a 75% majority vote of shareholders in general meeting present in person or by proxy.

The creation of the E shares and the concomitant amendments to the articles require the approval of a special resolution

by 75% of shareholders in general meeting present in person or by proxy.

### **10. UNAUDITED *PRO FORMA* FINANCIAL INFORMATION RELATING TO ANGLOGOLD ASHANTI**

The unaudited *pro forma* financial information of AngloGold Ashanti was prepared in order to show the effects of the issue,

assuming that the issue took place to its full extent on 1 January 2006 for purposes of the income statement for the nine

month period ended and as at 30 September 2006 for purposes of the balance sheet. The information is the responsibility

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of the directors of AngloGold Ashanti and has been prepared for illustrative purposes only and may not, because of its nature, fairly present the issuer's financial position, changes in equity, results of operations or cash flows. It does not purport to be indicative of what the results or financial results would have been if the issue had actually occurred at an earlier date.

The unaudited pro forma financial information of AngloGold Ashanti should be read in conjunction with the notes thereto

and the report of Ernst & Young (Annexure 2).

**Unaudited pro forma per share information for the nine-month period ended 30 September 2006**

The *pro forma* historical financial effects of the issue are as follows:

**Before the**

**After the**

**Movement**

**For the nine-month period ended 30 September 2006**

**issue**

**issue**

(%)

Net asset value per share

1

US cents

1,061

1,041

(1.89)

Net tangible asset value per share

1

US cents

914

897

(1.86)

Cash gross profit per share

2

US cents

449

440

(2.00)

Basic earnings per share

3

US cents

10

(1)

(110.00)

Diluted earnings per share

4

US cents

10

(1)

(110.00)

Headline earnings per share

5

US cents

9

(2)  
 (122.22)  
 Headline earnings adjusted for the effect  
 of unrealised non-hedge derivatives, fair  
 value adjustment on convertible bonds and  
 interest rate swap per share

6  
 US cents

135

122

(9.63)

Weighted average number of shares in issue

7

271,588,698

275,518,698

1.45

Weighted average diluted number of shares  
 in issue

8

271,713,372

275,643,372

1.45

Number of shares in issue

9

275,258,118

280,498,118

1.90

Net debt to net capital employed

10

18.7%

18.7%

In these pro formas, shares refers to AngloGold Ashanti ordinary shares.

**Notes:**

1.

Net asset value per share is computed by dividing total equity by the number of shares in issue. Net tangible asset value per share

is computed by dividing total equity (excluding intangible assets) by the number of shares in issue.

2.

The cash gross profit per share computation has been based on the weighted average number of shares in issue.

3.

Basic earnings per share is computed by dividing net earnings by the weighted average number of shares in issue.

4.

The diluted earnings per share is computed by dividing net earnings by the weighted average diluted number of shares in issue.

5.

Headline earnings removes items of a capital nature from the calculation of earnings per share. Headline earnings per share is

computed by dividing headline earnings by the weighted average number of shares in issue.

6.

Headline earnings adjusted for the effect of unrealised non-hedge derivatives, fair value adjustment on convertible bonds and interest

rate swaps divided by the weighted average number of shares in issue.

7.

The weighted average number of shares in issue was 271,588,698 for the period ended 30 September 2006 and as a result of the issuance of 5,240,000 shares, the weighted average number of shares in issue for that period would have been 275,518,698.

8.

The weighted average diluted number of shares in issue was 271,713,372 for the period ended 30 September 2006 and as a result of the issuance of 5,240,000 shares, the weighted average diluted number of shares in issue for that period would have been

275,643,372. The weighted average diluted number of shares in issue for the period ended 30 September does not assume the effect

of 15,384,615 shares issuable upon the conversion of the convertible bonds, as their effects are anti-dilutive.

9.

The number of shares in issue as at 30 September 2006 was 275,258,118 and, as a result of the issue, the number of shares in issue

as at that date would have been 280,498,118. This assumes that all E shares will convert into ordinary shares.

10. Net debt includes both long-term and short-term debt and is net of cash. Net capital employed is calculated as shareholders' equity

adjusted for other comprehensive income and deferred taxation, plus minority interests, interest bearing debt, less cash.

#### **11. OPINION AND RECOMMENDATION**

The independent professional expert appointed by AngloGold Ashanti in terms of the Listings Requirements has considered the terms and conditions of the BEE transaction, including the issue of the E shares as contemplated in the circular, and is of the opinion that such terms and conditions are fair and reasonable to the shareholders.

The independent professional expert's report is included as Annexure 3.

The directors have considered the terms and conditions of the BEE transaction together with the opinion of the independent professional expert and are of the opinion that such terms and conditions are in the best interests of

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AngloGold Ashanti and its shareholders. The directors accordingly recommend that shareholders vote in favour of the resolutions necessary to implement the BEE transaction. All the directors who hold shares in AngloGold Ashanti will vote

in favour of the resolutions necessary to implement the BEE transaction.

## 12. SALIENT INFORMATION ON ANGLOGOLD ASHANTI

### 12.1 Background information

The AngloGold Ashanti Group conducts gold mining operations in Africa, North and South America and Australia and

undertakes exploration activities worldwide. In addition, AngloGold Ashanti is involved in the manufacturing, marketing and selling of gold products, as well as the development of markets for gold. AngloGold Ashanti, headquartered in Johannesburg, South Africa, is a global gold company with a portfolio of long-life, relatively low-cost assets and differing orebody types in key gold producing regions. As at 31 December 2005, AngloGold Ashanti had gold reserves of 63.3Moz. For the year ended 31 December 2005, AngloGold Ashanti had total revenues, in accordance with International Financial Reporting Standards, of US\$2,730 million and gold production of 6.166Moz, produced at a total cash cost of US\$281/oz.

AngloGold Ashanti (formerly AngloGold Limited) (registration number 1944/017354/06) was incorporated in the Republic of South Africa in 1944 under the name of Vaal Reefs Exploration and Mining Company Limited and in South Africa, is subject to the South African Companies Act, No. 61 of 1973, as amended. AngloGold Ashanti resulted from the consolidation of the gold interests of Anglo American Corporation of South Africa Limited and its associated companies into a single focused, independent gold company in 1998. At the time AngloGold Ashanti's production and reserve base were primarily located in South Africa (96.6% of 1997 production and 99% of reserves as at 31 December 1997), and one of AngloGold Ashanti's primary objectives was to achieve greater geographic and orebody diversity. Through a combination of merger, acquisition and disposal initiatives as well as organic growth activities, AngloGold Ashanti has developed a high quality, well diversified asset portfolio resulting in:

- production from 20 operations in ten countries – Argentina, Australia, Brazil, Ghana, Guinea, Mali, Namibia, South Africa, Tanzania and the United States of America;
- for the year ended 31 December 2005, 57% of production and 58% of reserves being from outside of South Africa; and
- production from a broad variety of orebody types with open-pit and underground mines.

On 26 April 2004, AngloGold acquired the entire issued share capital of Ashanti at an exchange ratio of 0.29 ordinary shares for every Ashanti share pursuant to a scheme of arrangement which was confirmed by the High Court in Ghana. AngloGold changed its name to AngloGold Ashanti on the same day. AngloGold Ashanti's offices are detailed on page 4 under corporate information.

AngloGold Ashanti will continue to pursue a strategy of achieving a balanced geographic and orebody diversity but will only consider opportunities to increase reserves and production through expansion projects, brownfields and greenfields exploration and acquisition of new assets, with the objective of enhancing shareholder value. Anglo American plc has announced that it intends to reduce its shareholding in AngloGold Ashanti while still remaining a significant shareholder in the medium term, thereby providing AngloGold Ashanti strategic flexibility in considering any such opportunities.

AngloGold Ashanti's strategy is currently focused on three key initiatives:

***Optimising the value of its asset base:*** AngloGold Ashanti seeks to enhance margins by managing costs through a number of continuing initiatives, including:

- increased efficiency by way of optimised material usage, enhanced productivity, rationalisation of overhead structures and facilities, management and reductions in the use of contractors;
- a focused procurement strategy aimed at reductions in purchases prices, reductions in internal costs (including logistics, warehousing and administration), reductions or optimisation of external costs (through joint research and development, substitution and increased productivity);
- furthermore, AngloGold Ashanti remains focused on seeking to optimise and maximise the value to be derived from its existing assets through various initiatives and investments, including:
- fully funding organic growth projects designed and assessed against a strict set of financial criteria with the

objective of enhancing shareholder value;

- turning around assets in transition. In particular this includes various initiatives to re-capitalise, increase development and mining flexibility and ultimately gold production from current levels at the Obuasi mine in Ghana; and
- managing near-end-of-life mines to cost effective socially responsible mine closures.

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**Realising growth initiatives with the objective of enhancing shareholder value:** In addition to organic growth via the development of projects designed to enhance shareholder value at new and existing operations, AngloGold Ashanti also intends to grow via a focused exploration and acquisition strategy:

- Greenfields/brownfields exploration: AngloGold Ashanti has a well-established exploration capability. In 2005 there was expenditure of US\$37 million on greenfields exploration in 12 countries and US\$42 million on brownfields exploration across ten countries. Its greenfields exploration activity extends to various “New Frontier” regions including Australia, Colombia, the Democratic Republic of Congo, China, the Philippines, Laos and Russia;
- Mergers and Acquisitions: In addition to the many large transforming mergers and acquisitions which AngloGold Ashanti has undertaken since 1998 including the acquisition of its assets in North and South America from Minorco SA, the acquisition of Acacia Resources which established its base in Australia, the acquisition of its interest in the Morila mine in Mali, the initial acquisition of a 50% interest in the Geita mine in Tanzania and ultimately the merger with Ashanti (which merger, amongst acquiring other assets, also resulted in AngloGold Ashanti owning 100% of Geita), AngloGold Ashanti continues to consider and assess potential acquisitions against a set of financial criteria designed to enhance shareholder value, which it believes could result in the growth of its business both in the regions where it currently operates as well as in its “New Frontier” regions; and
- Partnerships and alliances: AngloGold Ashanti has developed a strategy of working with smaller companies in order to explore opportunities in prospective areas. Partnerships established to date include the acquisition of minority interests in Red 5 Limited, with assets in the Philippines, Trans-Siberian Gold plc, with assets in Russia and Dynasty Gold Corporation, with assets in China, as well as exploration alliance agreements with Oxiana Limited in Laos and with Eurasia plc in respect of the Chita and Buryat regions of Russia. In addition, AngloGold Ashanti announced in September 2006 that it had entered into a 50:50 strategic alliance with the Russian gold and silver producer, OAO Inter-Regional Research and Production Association Polymetal, in terms of which, AngloGold Ashanti and Polymetal will cooperate in exploration, acquisition and development of gold mining opportunities within the Russian Federation.

**Sustaining and creating future gold demand:** AngloGold Ashanti is committed to supporting the growth of existing markets for gold as well as the development of new markets for gold via various gold marketing and market development initiatives.

## 12.2 Share capital of AngloGold Ashanti

AngloGold Ashanti’s authorised and issued share capital is detailed below.

**A redeemable**

**B redeemable**

**Ordinary**

**preference**

**preference**

**shares**

**shares**

**shares**

**E shares**

**Authorised at last practicable**

**date:**

– number

400,000,000

2,000,000

5,000,000

–

– amount

ZAR100,000,000

ZAR1,000,000

ZAR50,000

–

**Issued at last practicable date:**

– number  
 275,262,318  
 2,000,000  
 778,896  
 –  
 – nominal amount  
 ZAR68,815,580  
 ZAR1,000,000  
 ZAR7,789  
 –  
 – share premium amount  
 ZAR22,008,747,892  
 ZAR117,456,000  
 ZAR194,716,211  
 –  
 – total share capital  
 ZAR22,077,563,472  
 ZAR118,456,000  
 ZAR194,724,000  
 –

**Authorised at allocation dates:**

– number  
 400,000,000  
 2,000,000  
 5,000,000  
 4,280,000  
 – amount                                      ZAR100,000,000  
 ZAR1,000,000  
 ZAR50,000  
 ZAR1,070,000

**Issued at allocation dates:**

– number  
 276,222,318  
 2,000,000  
 778,896  
 4,280,000  
 – nominal amount  
 ZAR69,055,795  
 ZAR1,000,000  
 ZAR7,789  
 ZAR1,070,000  
 – share premium amount\*  
 ZAR22,296,507,892  
 ZAR117,456,000  
 ZAR194,716,211  
 –  
 – total share capital\*  
 ZAR22,365,563,687



ZAR118,456,000

ZAR194,724,000

ZAR1,070,000

\*Based on a 30-day VWAP of an ordinary share trading on the JSE of R300 per share.

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The ordinary shares, the E shares and the A redeemable preference shares have voting rights, while the B redeemable preference shares have voting rights only under certain circumstances and, in respect of each of these classes of shares, there is no provision in the articles for cumulative voting.

All of the issued ordinary shares, A redeemable preference shares and B redeemable preference shares are fully paid and are not subject to further calls or assessment by AngloGold Ashanti.

All of the A redeemable preference shares and B redeemable preference shares are held by Eastvaal Gold Holdings Limited, AngloGold Ashanti's wholly-owned subsidiary. The articles provide that the A redeemable preference shares and B redeemable preference shares are not transferable.

All of the E shares will facilitate the implementation of the BEE transaction as detailed in this circular.

### **13. DIRECTORS AND SENIOR MANAGEMENT**

#### **13.1 Information on directors**

**Name**

**Function**

**Business address**

*South African if not otherwise indicated below*

Russell Philip Edey (64)

Independent non-executive

New Court

(British)

director and Chairman

St Swithin's Lane

London EC4P 4DU

Dr Thokoana James Motlatsi (55)

Independent non-executive

121 Eloff Street Ext

director and Deputy

Selby

chairman

Johannesburg 2001

Robert Michael Godsell (54)

Executive director and

11 Diagonal Street

Chief Executive Officer

Johannesburg 2001

Frank Bentley Arisman (62)

Independent non-executive

No. 7 St Luke's Place

(American)

director

New York NY 10014

Reginald Emmanuel Bannerman (72)

Independent non-executive

87 Liberty Avenue

(Ghanaian)

director

Accra

Ghana

Elisabeth le Roux Bradley (67)

Independent non-executive

10 Anerley Road  
director  
Parktown  
Johannesburg 2193  
Colin Bertram Brayshaw (71)  
Independent non-executive  
Coronation Place  
director  
Freestone Park  
135 Patricia Road  
Sandton 2196  
Arthur Harry Calver (59)  
Non-independent  
45 Main Street  
(British)  
non-executive  
Johannesburg 2001  
alternate director  
Roberto Carvalho Silva (55)  
Executive director:  
11 Diagonal Street  
(Brazilian)  
Chief operating officer  
Johannesburg 2001  
– International  
Dr Samuel Esson Jonah (56)  
Non-independent  
1st Floor  
(Ghanaian)  
non-executive director  
AMB Building  
and President  
18 Fricker Road  
Illovo 2196  
René Médori (49)  
Non-independent  
20 Carlton House Terrace  
(French)  
non-executive director  
London SW1Y 5AN  
Joseph Henry Mensah (78)  
Independent non-executive  
1 Ninth Estate Road  
(Ghanaian)  
director  
Kanda  
Accra  
Ghana  
William Alan Nairn (61)  
Non-independent  
44 Main Street

non-executive director  
Johannesburg 2001  
Prof. Wiseman Lumkile Nkuhlu (62)  
Independent non-executive  
2nd Floor, Summit Place  
director  
15 School Road, corner Rivonia Road  
Morningside 2196

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**Name**

**Function**

**Business address**

Neville Francis Nicolau (47)

Executive Director:

11 Diagonal Street

Chief operating officer

Johannesburg 2001

– Africa

Simon Robert Thompson (47)

Non-independent

20 Carlton House Terrace

(British)

non-executive director

London SW1Y 5AN

Anthony John Trahar (57)

Non-independent

44 Main Street

non-executive director

Johannesburg 2001

Srinivasan Venkatakrishnan (41)

Executive director: Finance

11 Diagonal Street

(British)

Johannesburg 2001

Peter Graeme Whitcutt (41)

Non-independent

20 Carlton House Terrace

non-executive alternate

London SW1Y 5AN

director

**13.2 Directors' interests in securities**

At the last practicable date, the directors' direct and indirect beneficial and non-beneficial interests in AngloGold Ashanti's issued ordinary share capital, which interests do not individually exceed 0.1%, are as follows:

**Beneficial**

**Beneficial**

**Non-beneficial**

(1)

**Direct**

**Indirect**

**Executive directors**

R Carvalho Silva

–

–

–

R M Godsell

13,010

–

–

N F Nicolau

3,000

—

—

S Venkatakrisnan

652

—

—

**Sub-total**

**16,662**

—

—

**Non-executive directors**

F B Arisman

—

2,000

—

R E Bannerman

—

—

—

Mrs E le R Bradley

—

23,423

13,027

C B Brayshaw

—

—

—

R P Edey

—

1,000

—

S E Jonah

18,469

—

—

R Médori

—

—

—

J H Mensah

—

—

—

T J Motlatsi

—

—

—

W A Nairn

—

—

—  
W L Nkuhlu  
—  
—  
—  
S R Thompson  
—  
—  
—  
A J Trahar  
—  
—  
—  
**Sub-total**  
**18,469**  
**26,423**  
**13,027**  
**Alternates**  
A H Calver  
—  
46  
—  
P G Whitcutt  
—  
—  
—  
**Sub-total**  
—  
**46**  
—  
**Total**  
**35,131**  
**26,469**  
**13,027**  
(1)

The director derives no personal benefit.

Other than listed above, the directors do not have any interest in the share capital of AngloGold Ashanti.

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### **13.3 Directors' remuneration**

The remuneration receivable by directors will not be varied as a consequence of the BEE transaction.

### **13.4 Directors' interests in transactions**

The directors had no material beneficial interests, directly or indirectly, in transactions effected by AngloGold Ashanti during the current or immediately preceding financial year or any transaction during any financial year which remains in any respect, outstanding or unperformed.

None of the directors will benefit from the implementation of the BEE transaction.

### **13.5 Information on senior management**

**Name**

**Function**

**Business address**

**Charles Carter** (44)

Executive Officer – Investor Relations

11 Diagonal Street

BA (Hons), DPhil

Johannesburg 2001

**Dave Diering** (55)

Executive Officer – Business Planning:

11 Diagonal Street

BSc, AMP

Africa

Johannesburg 2001

**Richard Duffy** (42)

Executive Officer – Business

11 Diagonal Street

BCom, MBA

Development

Johannesburg 2001

**Dawn Earp** (44)

Executive Officer – Finance

11 Diagonal Street

BCom, BAcc, CA(SA)

Johannesburg 2001

**Don Ewgleben** (52)

Executive Officer – Law, Safety,

11 Diagonal Street

BSc, DJur

Health and Environment

Johannesburg 2001

**Ben Guenther** (54)

Executive Officer – International

11 Diagonal Street

BS (Min. Eng)

Technical

Johannesburg 2001

**Hester Hickey** (52)

Executive Officer – Head of Risk

11 Diagonal Street

BCompt (Hons), CA(SA)

Johannesburg 2001



**Steve Lenahan (51)**

Executive Officer – Corporate Affairs

11 Diagonal Street

BSoc Sc, MSc

Johannesburg 2001

**Mark Lynam (45)**

Executive Officer – Treasury

11 Diagonal Street

BEng (Mech)

Johannesburg 2001

**Fritz Neethling (54)**

Executive Officer – Africa:

11 Diagonal Street

BSc (Mech. Eng)

Open-Pit Mining

Johannesburg 2001

**Peter Rowe (57)**

Executive Officer – Corporate

11 Diagonal Street

BSc (Chem. Eng)

Technical Group

Johannesburg 2001

**Thero Setiloane (47)**

Executive Officer – Marketing

11 Diagonal Street

FAE, BSc (Mech Eng)

Johannesburg 2001

**Nigel Unwin (53)**

Executive Officer – Human Resources

11 Diagonal Street

BA

and Information Technology

Johannesburg 2001

**Yedwa Simelane (41)**

Executive Officer and Managing

11 Diagonal Street

BA LLB, FILPA, MAP

Secretary

Johannesburg 2001

## **14. CORPORATE GOVERNANCE**

### **14.1 Compliance with King Code**

AngloGold Ashanti is compliant with the King Code except in a few areas where the company has chosen not to adhere. Areas of non-compliance with the King Code are detailed below.

In order to comply with AngloGold Ashanti's obligations in terms of the Sarbanes-Oxley Act and the King Code, and in the interests of good governance, AngloGold Ashanti has adopted a code of ethics for employees, a code of ethics for senior financial officers, and a whistle-blowing policy that encourages employees and other stakeholders to confidentially report acts of an unethical or illegal nature affecting AngloGold Ashanti's interests. Both codes and the whistle-blowing policy are available on the AngloGold Ashanti website.

**14.2 The Board**

The Board comprises a unitary board structure of 17 directors and 2 alternate directors. The Board has an independent chairman and deputy chairman, six independent non-executive directors, four executive directors and seven non-executive, non-independent directors. The Board assumes complete responsibility for the activities of the company, including the total risk management framework of the company. The Board has a written charter that governs its powers, functions and responsibilities.

Appointments to the Board are dealt with by the Board as a whole and nominations are submitted by the nominations committee for consideration. AngloGold Ashanti has procedures in place for appointments to the Board.

Directors' retirement follows a staggered process with one-third of the directors retiring every three years at the annual general meeting. The Board is authorised by the articles to appoint new directors, provided such appointees retire at the next annual general meeting and stand for election by shareholders.

**14.3 Board committees**

To facilitate the activities and deliberations of the Board, the Board has established nine subcommittees, comprising members of the Board, with written terms of reference governing the powers, functions and activities of each subcommittee.

The audit and corporate governance committee, the nominations committee and the remuneration committee are discussed below.

**14.4 Audit and corporate governance committee**

The audit and corporate governance committee, inclusive of its chairman, comprises five independent non-executive directors. The Sarbanes-Oxley Act requires the Board to identify a financial expert from its ranks. The Board has resolved that Mr Brayshaw, chairman of the committee, is the Board's financial expert. All members of the committee have considerable financial knowledge and experience to help oversee and guide the Board and the company in respect of the audit and corporate governance disciplines.

The Board considers it unnecessary for the chief executive officer to attend meetings of the committee but, if required, may attend by invitation from the chairman of the committee. Contrary to the recommendation of the King Code, the Board considers that the Board chairman possesses invaluable experience and knowledge warranting his membership of the committee and that the chief executive officer need not be a member of the committee as a result of the requirements of the Sarbanes-Oxley Act in relation to independent directors membership of the committee.

The audit and corporate governance committee is responsible for, *inter alia*:

- the appointment and dismissal of the external auditors; determining and approving external auditors' fees; overseeing the work of the external auditors; determining all non-audit work of the external auditors including consulting work, and pre-approving non-audit fees to be paid to the external auditors and ensuring that the external auditors report regularly to the committee;
- overseeing the internal audit function; receiving regular report back from group internal audit manager; appointment and dismissal of group internal audit manager;
- assessing and reviewing the company's risk management framework; and
- monitoring the group's corporate governance practices in relation to regulatory requirements and guidelines.

The audit and corporate governance committee meets at a minimum, four times per annum.

**14.5 The nominations committee**

The appointment of directors is a matter for the Board as a whole but the nominations committee is responsible for determining and recommending suitable candidates to the Board. The nominations committee is also responsible for establishing and reviewing succession plans for members of the Board, and particularly that of the chief executive officer and Board chairman.

The nominations committee has seven members of whom five are independent. The chairman is an independent director. The nominations committee meets as and when required by the Board.

**14.6 The remuneration committee**

The remuneration committee is responsible for evaluating the performance of the executive directors and executive officers, and setting appropriate remuneration for such officers of the company. The performances of the executive directors are considered relative to the prevailing business climate, market conditions as well as annual evaluations to assess the level of achievement of key predetermined objectives.

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The remuneration committee comprises four directors, three of whom are independent, and an independent chairman. The committee meets at least annually, however additional meetings of the committee may be convened as and when required.

#### **14.7 Disclosures policy**

AngloGold Ashanti subscribes to a policy of full, accurate and consistent communication in respect of both its financial and operating affairs. To this end, AngloGold Ashanti has adopted a Disclosures Policy, the object of which is to ensure compliance with the rules of the various exchanges on which it is listed and provide timely, accurate and reliable information fairly to all stakeholders including investors (and potential investors), regulators and analysts. The policy is publicly available from the AngloGold Ashanti website.

#### **14.8 Access to information**

AngloGold Ashanti has complied with its obligations in terms of the South African Promotion of Access to Information

Act, No. 2 of 2000. AngloGold Ashanti's access to information manual is available from its website and the company secretarial department.

For further information, refer to the 2005 AngloGold Ashanti Annual Report or the company's website ([www.AngloGoldAshanti.com](http://www.AngloGoldAshanti.com)).

#### **15. LITIGATION**

There are no legal or arbitration proceedings in which any member of the AngloGold Ashanti Group is or has been engaged, including any such proceedings which are pending or threatened of which AngloGold Ashanti is aware, which

may have, or have had during the 12 months preceding the date of this circular, a material effect on the financial position

of the AngloGold Ashanti Group.

#### **16. COSTS**

It is estimated that the total amount of the expenses incurred by AngloGold Ashanti in the implementation of the BEE transaction is approximately R9.5 million and comprises:

##### **Name**

##### **Capacity**

##### **R'000**

ESOP Shop

Employee ownership corporate advisers

2,500

Rand Merchant Bank

Merchant bank and transactional sponsor

3,450

Ernst & Young Registered Auditors Inc.

Reporting accountants

500

Taback & Associates (Proprietary) Limited

Corporate lawyers

500

Read Hope Phillips

Corporate lawyers

300

Standard Bank

Independent professional expert

750

Ince (Proprietary) Limited

Printers

1,480

JSE Limited

Documentation fee

20

**Total estimated transaction costs**

**9,500**

#### **17. DIRECTORS' RESPONSIBILITY**

The directors, whose names are given in paragraph 13.1 above, collectively and individually, accept full responsibility for

the accuracy of the information given and certify that, to the best of their knowledge and belief, there are no facts that have

been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts

have been made and that the circular contains all information required by the Listings Requirements.

#### **18. GENERAL MEETING**

Attached to and forming part of this circular is a notice convening a general meeting to be held at 11:00 on Monday, 11 December 2006 at The Country Club Johannesburg, Napier Road, Auckland Park, Johannesburg, South Africa, in order

to consider and, if deemed fit, pass, with or without modification, resolutions necessary for the approval and implementation

by AngloGold Ashanti of the BEE transaction, details of which are contained in such notice.

Certificated shareholders and dematerialised "own name" shareholders whose names appear on the sub-register maintained by their CSDP or broker, who are unable to attend the general meeting and wish to be represented thereat, must complete and return the attached form of proxy in accordance with the instructions contained therein, so as to reach

the share registrars in South Africa, the United Kingdom, Australia or Ghana by no later than 11:00 (South African time) on

Thursday, 7 December 2006. The addresses of the share registrars are set out on page 5 of this circular.

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Dematerialised shareholders (other than dematerialised “own name” shareholders) must advise their CSDP or broker of their voting instructions should they wish to be represented at the general meeting. If, however, such shareholders wish to attend the general meeting in person, they will need to request their CSDP or broker to provide them with the necessary authority in terms of the custody agreement.

#### **19. CONSENTS**

The transactional sponsor and merchant bank, employee ownership corporate advisers, independent professional expert, corporate law advisers, reporting accountants, financial advisers, United Kingdom secretaries, share registrars and ADR depository to AngloGold Ashanti have consented in writing to act in the capacity stated and to their reports, if any, and their names being included in this circular and have not withdrawn their consent prior to publication of this circular.

#### **20. DOCUMENTS AVAILABLE FOR INSPECTION**

The following documents, or copies thereof, will be available for inspection by shareholders from the date of this circular,

13 November 2006, up to and including Monday, 11 December 2006, during normal business hours on weekdays (excluding official public holidays) at the undermentioned locations:

- the Bokamoso ESOP rules and trust deed;
- material contracts, including the Assumption of Liability Agreement, the Trust Subscription and Related Issues Agreement and Izingwe Subscription and Related Issues Agreement;
- AngloGold Ashanti Memorandum and Articles of Association;
- reporting accountants’ report;
- the independent professional expert’s report;
- the most recent competent persons’ report;
- summary of directors’ service agreements;
- the audited annual financial statements of AngloGold Ashanti for each of the last three financial years ended 31 December 2005, the unaudited interim financial statements for the six months ended 30 June 2006 and the unaudited quarterly financial statements for the nine months ended 30 September 2006; and
- the consent letters referred to in paragraph 19.

#### **OFFICES**

##### ***South Africa***

##### ***Australia***

##### ***Ghana***

11 Diagonal Street  
Level 13, St Martins Tower  
Gold House  
Johannesburg 2001  
44 St George’s Terrace  
Patrice Lumumba Road  
South Africa  
Perth, WA 6000  
Accra  
Australia  
Ghana

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**SHARE REGISTRARS**

*South Africa*

*Australia*

*United Kingdom*

Computershare Investor Services 2004

Computershare Investor Services

Computershare Investor Services PLC

(Pty) Limited

Pty Limited

PO Box 82, The Pavilions

Ground Floor, 70 Marshall Street

Level 2, 45 St George's Terrace

Bridgwater Road

Johannesburg 2001

Perth, WA 6000

Bristol BS99 7NH

South Africa

Australia

England

*Ghana (and GhDS Depositary)*

**ADR DEPOSITARY**

NTHC Limited

The Bank of New York

Martco House

Investor Services, PO Box 11258

Off Kwame Nkrumah Avenue

Church Street Station

Accra

New York, NY 10286-1258

Ghana

United States of America

By order of the Board

**Ms Y Z Simelane**

*Managing Secretary*

Johannesburg

South Africa

13 November 2006

**Registered office and postal address**

11 Diagonal Street

Johannesburg 2001

(PO Box 62117, Marshalltown 2107)

South Africa

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**ANNEXURE 1****PRO FORMA FINANCIAL INFORMATION**

The *pro forma* balance sheet and income statement, which are the responsibility of the directors of AngloGold Ashanti, have

been prepared for illustrative purposes only and may not, because of their nature, fairly present the issuer's financial position,

changes in equity, results of operations or cash flows. The reporting accountants' report on the *pro forma* financial information

is included in Annexure 2 to this circular.

**Pro forma** consolidated income statement

The *pro forma* consolidated income statement for AngloGold Ashanti incorporating the issue is presented below for the nine-

month period ended 30 September 2006:

**AngloGold Ashanti****Pro forma****Period ended****Period ended****30 September****Share****Note****30 September****US\$ (millions)****2006****issue****reference****2006**

Revenue

2,288

-

2,288

Gold income

2,193

-

2,193

Cost of sales

(1,667)

(6)

1.1

(1,673)

Non-hedge derivatives

(214)

-

(214)

**Gross profit**

312

(6)

306

Corporate administration and other expenses

(60)

(24)

1.2	
(84)	
Market development costs	
(12)	
–	
(12)	
Exploration costs	
(45)	
–	
(45)	
Other operating expenses	
(16)	
–	
(16)	
Operating special items	
(3)	
–	
(3)	
Operating profit	
176	
(30)	
146	
Interest receivable	
22	
–	
22	
Exchange loss	
(1)	
–	
(1)	
Finance costs and unwinding of decommissioning and restoration obligations	
(88)	
–	
(88)	
Fair value adjustment on option component of convertible bond	
44	
–	
44	
Share of associates loss	
(1)	
–	
(1)	
<b>Profit before taxation</b>	
152	
(30)	
122	
Taxation	
(98)	
–	
(98)	
<b>Profit after taxation</b>	



54	
(30)	
24	
Loss for the period from discontinued operations	
(2)	
–	
(2)	
<b>Profit for the period</b>	
<b>52</b>	
<b>(30)</b>	
<b>22</b>	
<b>Allocated as follows:</b>	
Equity shareholders	
28	
(30)	
(2)	
Minority interest	
24	
–	
24	
52	
(30)	
22	
Basic earnings per ordinary share	
10	
(11)	
(1)	
Diluted earnings per ordinary share	
10	
(11)	
(1)	
<b>Gross profit adjusted for the effect of unrealised non-hedge derivatives</b>	
Gross profit	
312	
(6)	
306	
Unrealised non-hedge derivatives	
479	
–	
479	
Adjusted gross profit	
791	
(6)	
785	
Realised non-hedge derivatives	
265	
–	
265	
Unrealised non-hedge derivatives	
(479)	
–	

(479)

**Total non-hedge derivatives**

(214)

—

(214)

27

**AngloGold Ashanti**

*Pro forma*

**Period ended**

**Period ended**

**30 September**

**Share**

**Note**

**30 September**

**US\$ (millions)**

**2006**

**issue**

**reference**

**2006**

**Headline earnings**

Profit attributable to equity shareholders has been adjusted by the following to arrive at headline earnings:

Profit attributable to equity shareholders

28

(30)

(2)

Loss on disposal of assets and subsidiaries

(8)

—

(8)

Taxation on items above

2

—

2

Net loss from discontinued operations

2

—

2

Headline earnings

24

(30)

(6)

Unrealised non-hedge derivatives

479

—

479

Deferred tax on unrealised non-hedge derivatives

(92)

—

(92)

Fair value adjustment on convertible bond

(44)

—

(44)

Adjusted headline earnings

367

(30)

337

**Cash gross profit**

Gross profit adjusted for the effect of unrealised non-hedge derivatives has been adjusted by the following to arrive at cash gross profit

Gross profit adjusted for the effect of unrealised non-hedge derivatives

791

(6)

785

Amortisation of tangible and intangible assets

431

–

431

Non-cash revenues

(3)

–

(3)

Cash gross profit

1,219

(6)

1,213

**1.**

**NOTES OF THE ADJUSTMENTS TO THE PRO FORMA CONSOLIDATED INCOME STATEMENT**

**1.1**

**Cost of sales**

This adjustment represents the amortised costs calculated in accordance with IFRS 2 of the free shares. The cost of the free shares is directly related to the mining operation employment cost and forms part of cost of sales. The cost amortises over the seven-year period of the share ownership plan.

**1.2**

**Corporate, administration and other expenses**

This adjustment represents the anticipated amortised option costs calculated in accordance with IFRS 2 of the special class of shares issued to employees and the anticipated full cost of the BEE partner allocation. The cost of the special shares issued to employees amortises over the seven-year period of the share ownership plan, while the cost of the shares allocated to the BEE partner at US\$18 million is not amortised, but recognised in full during the nine months ended 30 September 2006. Transaction costs estimated at US\$1 million are included in the pro forma effects of the share issue.

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**Pro forma** consolidated balance sheet

The *pro forma* consolidated balance sheet of AngloGold Ashanti incorporating the issue as at 30 September 2006:

**AngloGold Ashanti**

**Pro forma**

**at 30 September**

**Share**

**Note at 30 September**

**US\$ (millions)**

**2006**

**issue**

**reference**

**2006**

**ASSETS**

**Non-current assets**

Tangible assets

5,723

–

5,723

Intangible assets

404

–

404

Investments in associates

42

–

42

Other investments

109

–

109

Inventories

256

–

256

Derivatives

6

–

6

Trade and other receivables

15

–

15

Deferred taxation

54

–

54

Other non-current assets

13

–

13

6,622

—

6,622

**Current assets**

Inventories

463

—

463

Trade and other receivables

235

—

235

Derivatives

714

—

714

Current portion of non-current assets

1

—

1

Cash restricted for use

6

—

6

Cash and cash equivalents

370

—

2.3

370

1,789

—

1,789

Non-current assets held for sale

29

—

29

1,818

—

1,818

**Total assets**

8,440

—

8,440

**EQUITY AND LIABILITIES**

Ordinary share capital and premium

2,844

—

2.1

2,844

Retained earnings and other reserves

16

–	
2.2	
16	
Shareholders' equity	
2,860	
–	
2,860	
Minority interest	
62	
–	
62	
2,922	
–	
2,922	
<b>Non-current liabilities</b>	
Borrowings	
1,352	
–	
1,352	
Environmental rehabilitation and other provisions	
344	
–	
344	
Provisions for pension and post-retirement benefits	
163	
–	
163	
Trade, other payables and deferred income	
13	
–	
13	
Derivatives	
334	
–	
334	
Deferred taxation	
986	
–	
986	
3,192	
–	
3,192	
<b>Current liabilities</b>	
Trade and other payables	
432	
–	
432	
Current portion of borrowings	
37	
–	
37	

Derivatives

1,648

—

1,648

Taxation

197

—

197

2,314

—

2,314

Non-current liabilities held for sale

12

—

12

2,326

—

2,326

**Total liabilities**

5,518

—

5,518

**Total equity and liabilities**

8,440

—

8,440



29

**2.**

**NOTES OF THE ADJUSTMENTS TO THE PRO FORMA CONSOLIDATED BALANCE SHEET**

**2.1**

**Ordinary share capital and premium**

The increase in the share capital and share premium has no effect as the amount constitutes less than US\$1 million.

**2.2**

**Retained income and other reserves**

No effect is presented as the IFRS 2 accounting requires the charge to be included in retained income and offsetting credit to be recorded in “other comprehensive income”.

**2.3**

**Cash and cash equivalents**

The proceeds constitute less than US\$1 million and therefore no effect is shown.

**3.**

**ACCOUNTING POLICIES**

The financial information and pro forma adjustments and effects are consistent with the reporting formats and group accounting policies as presented in the annual financial statements.

**4.**

**ORDINARY SHARES IN TERMS OF ESOP-OSA**

The pro forma financial effects of the potential shares as outlined in paragraph 7 are not included as the share ownership

plan, if implemented, will be effective at a future date.

30

**ANNEXURE 2**

**INDEPENDENT REPORTING ACCOUNTANTS' REPORT**

**INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE UNAUDITED PRO  
FORMA**

**CONSOLIDATED BALANCE SHEET AND INCOME STATEMENT AND THE PRO FORMA FINANCIAL  
EFFECTS (“the pro**

**forma financial information”) OF ANGLOGOLD ASHANTI LIMITED (“AngloGold Ashanti”) INCLUDED IN  
THE**

**CIRCULAR TO SHAREHOLDERS DATED 13 NOVEMBER 2006**

We have performed our limited assurance engagement in respect of the pro forma financial information set out in paragraph 10

on pages 15 to 16 and on pages 26 to 29 of the circular dated 13 November 2006 issued in connection with the proposed

establishment of an Employee Stock Ownership Plan and a Black Economic Empowerment transaction, by way of an offering

for subscription for shares for cash that is the subject of this circular of AngloGold Ashanti. The pro forma financial information

has been prepared in accordance with the Listings Requirements of the JSE Limited (“JSE”), for illustrative purposes only, to

provide information about how the specific authority to issue shares for cash might have affected the reported historical financial

information presented, had the corporate action been undertaken at the commencement of the period or at the date of the pro

forma balance sheet being reported on.

**Directors' responsibility**

The directors are responsible for the compilation, contents and presentation of the pro forma financial information contained in

the circular and for the financial information from which it has been prepared. Their responsibility includes determining that: the

pro forma financial information has been properly compiled on the basis stated; the basis is consistent with the accounting

policies of AngloGold Ashanti; and the pro forma adjustments are appropriate for the purposes of the pro forma financial

information disclosed in terms of the JSE Listings Requirements.

**Reporting accountants' responsibility**

Our responsibility is to express our limited assurance conclusion on the pro forma financial information included in the circular

to AngloGold Ashanti shareholders. We conducted our assurance engagement in accordance with the International Standard

on Assurance Engagements applicable to Assurance Engagements Other Than Audits or Reviews of Historical Financial

Information and the Guide on Pro Forma Financial Information issued by the South African Institute of Chartered Accountants.

The standard requires us to obtain sufficient appropriate audit evidence on which to base our conclusion.

We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation

of the pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of

their issue.

**Sources of information and work performed**

Our procedures consisted primarily of comparing the unadjusted financial information with the source documents, considering the pro forma adjustments in light of the accounting policies of AngloGold Ashanti, the issuer, considering the evidence supporting the pro forma adjustments and discussing the adjusted pro forma financial information with the directors of the company in respect of the corporate actions that are the subject of this circular.

In arriving at our conclusion, we have relied upon financial information prepared by the directors of AngloGold Ashanti and other information from various public, financial and industry sources.

While our work performed has involved an analysis of the historical published audited financial information and other information provided to us, our assurance engagement does not constitute an audit or review of any of the underlying financial information conducted in accordance with International Standards on Auditing or International Standards on Review Engagements and accordingly, we do not express an audit or review opinion.

In a limited assurance engagement, the evidence-gathering procedures are more limited than for a reasonable assurance engagement and therefore less assurance are obtained than in a reasonable assurance engagement. We believe our evidence obtained is sufficient and appropriate to provide a basis for our conclusion.

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**Conclusion**

Based on our examination of the evidence obtained, nothing has come to our attention, which causes us to believe that, in terms

of the section 8.17 and 8.30 of the JSE Listings Requirements:

- the pro forma financial information has not been properly compiled on the basis stated,
- such basis is inconsistent with the accounting policies of the issuer, and
- the adjustments are not appropriate for the purposes of the pro forma financial information as disclosed.

**Ernst & Young Registered Auditors Inc.**

*Registered Auditor*

Johannesburg

2 November 2006

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**ANNEXURE 3**

**INDEPENDENT PROFESSIONAL EXPERT'S REPORT**

“AngloGold Ashanti Limited

11 Diagonal Street

Johannesburg

2001

Attention: The Board of Directors (“the Board”)

2 November 2006

Dear Sirs

**1.**

**INTRODUCTION**

At the time of the conversion of its “old order” mineral rights to “new order” mineral rights, AngloGold Ashanti Limited (“AngloGold Ashanti” or “the Company”) undertook to the Department of Minerals and Energy of the Government of South

Africa (“the DME”) to introduce further black equity ownership to AngloGold Ashanti in addition to the asset disposals referred to in paragraph 2 of the circular to AngloGold Ashanti shareholders dated 13 November 2006 of which this letter

forms part (“the Circular”).

AngloGold Ashanti intends to satisfy the additional equity ownership requirement by entering into the transaction described

in the Circular through:

– the issue to the Bokamoso Trust, a trust to be established to implement a broad-based employee share ownership plan

for the benefit of certain AngloGold Ashanti employees, of which the majority are historically disadvantaged South Africans (“HDSAs”) as defined in the Broad-Based Socio-Economic Empowerment Charter for the South African Mining

Industry (“the Mining Charter”), (“the Bokamoso ESOP”) of 960,000 AngloGold Ashanti ordinary shares and 2,880,000 E ordinary shares, a new class of AngloGold Ashanti equity shares, (“E shares”) and the subsequent cancellation of a variable number of such E shares by AngloGold Ashanti (“the Bokamoso ESOP transaction”); and

– the issue to Izingwe Holdings (Proprietary) Limited, a black controlled investment company described in greater detail

in paragraph 5.1 of the Circular, (“Izingwe”) of 1,400,000 E shares and the subsequent cancellation of a variable number of such E shares by AngloGold Ashanti (“the Izingwe transaction”), (collectively, “the proposed transaction”).

All of the shares issued in terms of the proposed transaction will vest in five equal annual tranches, with the first tranche

vesting on 1 November 2009.

The AngloGold Ashanti ordinary shares issued in terms of the Bokamoso ESOP transaction will be listed on the JSE Limited (“the JSE”) and will be entitled to full voting rights and full dividends.

The E shares issued in terms of the proposed transaction will be unlisted until, in the case of the Bokamoso ESOP transaction, each relevant cancellation date as defined in the Circular (“the relevant cancellation date”) and in the case of the Izingwe transaction, until each transaction notice date as defined in the Circular (“the transaction notice date”). On each

relevant cancellation date in the case of the Bokamoso ESOP and on each transaction notice date in the case of Izingwe,

subject to certain conditions as set out in summary below, the E shares in the relevant tranche will either be cancelled or

will convert into AngloGold Ashanti ordinary shares, with all the rights attaching to existing AngloGold Ashanti ordinary

shares. Each E share will be entitled to the same number of votes in a general meeting as an AngloGold Ashanti

ordinary share, subject to certain restrictions. Prior to conversion, each E share will receive a cash dividend equal to 50% of the dividends declared on each AngloGold Ashanti ordinary share (“E share cash dividend”), which will be paid to the holder of the E share. In respect of each E share, a notional amount equal to the remaining 50% of the dividends declared on an AngloGold Ashanti ordinary share will be applied as an input in determining whether such E share is cancelled or converted into an AngloGold Ashanti ordinary share (“E share adjustment”).

**The Bokamoso ESOP transaction**

The Bokamoso ESOP will subscribe for:

- 960,000 AngloGold Ashanti ordinary shares at a subscription price equal to the opening price of such shares on the JSE at the effective date, as defined in the Circular (“the effective date”); and
- 2,880,000 E shares at an amount per E share equal to 38.88% of the 30-day volume weighted average price (“VWAP”) of an AngloGold Ashanti ordinary share on the JSE at the effective date.

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The cost of such subscriptions will be met by contributions made to the Bokamoso ESOP by employer companies within the AngloGold Ashanti group in terms of the Assumption of Liability Agreement as described in the Circular. Participants in the Bokamoso ESOP will receive the full benefit of the vested AngloGold Ashanti ordinary shares on each vesting date.

With regards to each E share, on each relevant cancellation date, the morning volume weighted average traded price of an AngloGold Ashanti ordinary share on the JSE determined at midday on the relevant cancellation date (“the cancellation price”) will be compared to the amount required to provide AngloGold Ashanti with a notional return of 7% nominal annual compounded monthly in arrears (“nacm”) on the notional value of an E share (being 90% of the VWAP of an AngloGold Ashanti ordinary share at the effective date), less the E share adjustment (“the Bokamoso cancellation amount”). Where on any relevant cancellation date the cancellation price exceeds the value of the Bokamoso cancellation amount, the Company will cancel as many E shares from the relevant tranche as are required to settle in full the aggregate cancellation amount in respect of all of the E shares in that tranche, valuing each E share cancelled at the VWAP of an AngloGold Ashanti ordinary share on the JSE on the relevant cancellation date. E shares in each tranche that are not cancelled in this manner will convert to AngloGold Ashanti ordinary shares, will be listed within five business days of the relevant cancellation date and will vest in the participants in the Bokamoso ESOP.

If the cancellation price of a tranche is below the value of the Bokamoso cancellation amount, participants in the Bokamoso ESOP will not benefit nor will they incur any loss. In this circumstance, however, the Bokamoso ESOP rules provide for a six-month extension of the vesting date in anticipation that share price increases by the end of that period may provide a benefit for such participants.

If the cancellation price of a tranche is below the value of the Bokamoso cancellation amount at the end of any such six-month extension period, AngloGold Ashanti will be entitled and obliged to cancel that tranche of E shares in full and final settlement of the Bokamoso cancellation amount.

**The Izingwe transaction**

Izingwe will subscribe for 1,400,000 E shares at the par value of 25 cents per E share for a total of R350,000, to be funded by Izingwe. The E shares will be divided into five equal tranches of 280,000 shares.

On each transaction notice date, the morning volume weighted average traded price of an AngloGold Ashanti ordinary share on the JSE determined at midday on the transaction notice date (“the transaction notice price”) will be compared to the amount required to provide AngloGold Ashanti with a notional return of 8% nacm on the notional value of an E share (being 90% of the VWAP of AngloGold Ashanti ordinary shares at the effective date less the subscription price of 25 cents per E share) less the E share adjustment (“the Izingwe cancellation amount”).

Izingwe will be entitled to delay the vesting date and the cancellation of the E shares in any tranche until any date between the respective vesting date of the tranche and six months thereafter as described in paragraph 5.3.2 of the Circular. Where on any transaction notice date the transaction notice price exceeds the value of the Izingwe cancellation amount,

the Company will cancel as many E shares from the relevant portion of the relevant tranche as are required to settle the aggregate cancellation amount in respect of that portion of that tranche in full, valuing each E share at the VWAP of an AngloGold Ashanti ordinary share on the JSE at the relevant transaction notice date. E shares from each portion of each tranche that are not cancelled in this manner will convert into AngloGold Ashanti ordinary shares, will be listed within five business days of the transaction notice date and will vest in Izingwe. AngloGold Ashanti will be entitled and obliged to cancel one tranche of E shares on each of the transaction notice dates if the transaction notice price of that tranche on such transaction notice date is below the Izingwe cancellation amount. Izingwe will be entitled, by not later than five business days after the relevant transaction notice date, to subscribe for a number of AngloGold Ashanti ordinary shares equal to the number of E shares cancelled in any tranche at a price per AngloGold Ashanti ordinary share equal to the transaction notice price on the relevant transaction notice date. **The above represents a summary of the key terms of the proposed transaction. Full details of the proposed transaction are contained in the Circular, of which this letter forms part.**

2.

## **SCOPE OF THE OPINION**

In terms of paragraph 5.53(b) of the Listings Requirements of the JSE, AngloGold Ashanti must provide its holders of securities with a fair and reasonable statement from a JSE approved independent professional expert if:

– the discount to the market price of the security at the time of exercise or conversion of an option or convertible security

is not known at the time of issue; or

– if it is known that the discount will exceed 10% of the VWAP of the security at the date of exercise or conversion.



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Paragraph 5.53(b) applies to the proposed issues of the E shares to both the Bokamoso ESOP and Izingwe and the subsequent cancellation or conversion of a variable number thereof into AngloGold Ashanti ordinary shares, as described

above (“the proposed issues”). The JSE, in its discretion, has also required such a fair and reasonable opinion because the

E shares issued comprise unlisted voting securities.

The Board has appointed Standard Bank to advise it as to the fairness and reasonableness of both the proposed issues and the proposed transaction as a whole to the shareholders of AngloGold Ashanti.

**3.**

### **INFORMATION AND SOURCES OF INFORMATION**

In arriving at our opinion, we have relied upon the following principal sources of information:

- audited annual financial statements of the Company for the four years ended 31 December 2005;
- unaudited interim financial results of the Company for the six months ended 30 June 2005 and 30 June 2006;
- publicly available information relating to the Company that we deemed to be relevant, including Company announcements, analysts’ reports and media articles;
- the Circular;
- the Mineral and Petroleum Resources Development Act 2002, Act 28 of 2002 (“the MPRDA”), the Mining Charter and the Scorecard for the Mining Charter;
- the final Subscription Agreement between the Bokamoso ESOP and the Company, the final Subscription Agreement between Izingwe and the Company, the final Relationship Agreement between Izingwe and the Company and the final Bokamoso ESOP Rules;
- discussions with AngloGold Ashanti management; and
- a letter addressed to Standard Bank from the Chief Executive Officer of the Company, dated 23 October 2006, in relation to the proposed transaction and its satisfaction of the remaining equity ownership requirements of the DME.

**4.**

### **PROCEDURES PEFORMED**

In arriving at our opinion, we have undertaken the following procedures:

- analysed audited annual financial statements of the Company for the four years ended 31 December 2005;
- analysed the unaudited interim financial results of the Company for the six months ended 30 June 2005 and 30 June 2006;
- analysed the historical share price performance, liquidity and volatility of the Company’s ordinary shares on the JSE and of other large listed gold producers;
- considered the Company’s dividend history and dividend policy;
- reviewed publicly available information relating to the Company that we deemed to be relevant, including Company announcements, analysts’ reports and media articles;
- reviewed analysts’ consensus forecasts as to earnings and dividends of the Company as per I-Net Bridge and Bloomberg;
- reviewed the Circular;
- reviewed the terms and conditions of the final Subscription Agreement between the Bokamoso ESOP and the Company, the final Subscription Agreement between Izingwe and the Company, the final Relationship Agreement between Izingwe and the Company and the final Bokamoso ESOP Trust Rules to obtain an understanding of the structure of the proposed transaction and the conditions under which the E shares will be cancelled or converted to AngloGold Ashanti ordinary shares;
- considered the likelihood of the cancellation versus conversion of the E shares to AngloGold Ashanti ordinary shares

at the applicable transaction notice dates;

- considered the current regulatory and legislative environment in the South African mining industry;
- considered an analysis of the demographics of the South African resident employees of the Company, including those

eligible to participate in the Bokamoso ESOP, provided to us by the Company;

- considered the letter from the Chief Executive Officer of the Company, dated 23 October 2006, in relation to the proposed transaction and its satisfaction of the remaining equity ownership requirements of the DME;
- performed a valuation of the various options embedded in the different tranches of E shares issued to the Bokamoso ESOP and Izingwe, using fair value option pricing models, including assumptions in relation to the long-term volatility of

the Company's share price, the Company's anticipated dividend yield and risk-free interest rates in South Africa;

- performed sensitivity analyses on these option valuations in respect of changes in the key value drivers thereof, being

the long-term share price volatility and the dividend yield of the Company's ordinary shares;

- calculated the dividends expected to be paid on the E shares up to their respective vesting dates;
- valued each tranche of E shares issued to the Bokamoso ESOP and Izingwe, being the aggregate of the embedded option value and the expected dividends to be paid on each such tranche;

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- discussed the results of our option valuations with Rand Merchant Bank, a division of FirstRand Bank Limited, the Company’s adviser in relation to the proposed transaction;
- estimated the economic cost to shareholders of the proposed issues and the proposed transaction; and
- considered such economic costs to shareholders relative to:
  - the risks involved in not implementing the proposed issues and the proposed transaction;
  - the benefits of implementing the proposed issues and the proposed transaction; and
  - the announced costs to shareholders of a number of Black Economic Empowerment (“BEE”) transactions involving staff participation undertaken by large, listed companies in the South African market.

**5.**

#### **OTHER KEY CONSIDERATIONS**

In arriving at our opinion we have considered, in addition to the work referred to above, the following key qualitative considerations:

- the benefits to the Company of compliance with the MPRDA and Mining Charter, including the effect of the undertaking to the DME to implement measures such as the proposed transaction on AngloGold Ashanti’s conversion of “old order” mineral rights into “new order” mineral rights;
- the rationale for the proposed issues and the proposed transaction and the benefits thereof to AngloGold Ashanti as determined from discussions with the Company’s senior management, the press announcement dated 2 October 2006 and paragraph 2 of the Circular;
- the terms and conditions of the proposed issues and the proposed transaction in comparison with the terms and conditions of other BEE transactions undertaken by other companies listed on the JSE that were deemed to be relevant;
- the imperative for transformation to be achieved in South Africa and for companies to contribute thereto;
- the Company’s calculation that the majority of the beneficiaries of the Bokamoso ESOP transaction are HDSAs as defined in the Mining Charter;
- the shareholding of Izingwe by HDSAs;
- the greater participation by HDSAs on the Board that will result from the proposed transaction; and
- the expectation by AngloGold Ashanti’s management that the proposed issues and the proposed transaction will help to empower and incentivise the South African resident work force of the Company and thereby more closely align the interests of such staff with those of other stakeholders.

**6.**

#### **DEFINITION OF THE TERMS “FAIR” AND “REASONABLE”**

Fairness is primarily based on quantitative issues. In this regard, we have considered the estimated cost to AngloGold Ashanti shareholders of the proposed issues as well as the estimated cost to AngloGold Ashanti shareholders of the proposed transaction, in relation to the risks to the Company if it were not to implement the proposed issues and enter into

the proposed transaction, the benefits which may arise as a result of the proposed issues and the proposed transaction and the cost of the proposed issues and the proposed transaction relative to other BEE transactions.

Reasonableness is primarily based on qualitative issues. The key issues considered in this regard have been described in

paragraph 5 above.

**7.**

#### **THE OPINION**

Standard Bank is of the opinion that, based upon and subject to the contents of this letter, as at the date of this letter:

- the proposed issues are fair and reasonable to the shareholders of AngloGold Ashanti; and
- the terms and conditions of the proposed transaction are fair and reasonable to the shareholders of AngloGold Ashanti.

We conclude that the terms and conditions of the proposed issues and of the proposed transaction are fair to AngloGold

Ashanti shareholders on the basis of our findings that the total cost to shareholders of the proposed issues and the

proposed transaction are not excessive when compared to:

- the risks to the Company if it were not to enter into the proposed issues and the proposed transaction;
- the benefit of the proposed issues and the proposed transaction in terms of equity ownership by HDSAs in the South African operations of the Company; and
- the benefit to AngloGold Ashanti of having converted its South African “old order” mineral rights to “new order” mineral rights; and
- the economic cost to shareholders incurred on similar transactions.

We conclude that the terms and conditions of the proposed issues and of the proposed transaction are reasonable to AngloGold Ashanti shareholders. This opinion is based on the review of the qualitative factors summarised in paragraph 5 above.

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This opinion is based on the regulatory, economic, financial, market and other conditions prevailing at the date of this letter,

including our current understanding of the MPRDA and Mining Charter, based on discussions with the Company and its advisers. We are under no obligation to update, revise or re-affirm our opinion should there be any developments subsequent to the date of this letter which may affect our opinion.

This opinion does not constitute a recommendation to any shareholder as to how such shareholder should vote on the proposed transaction or any other matter related to it. Each AngloGold Ashanti shareholder's decision may be influenced

by his or her particular circumstances. Accordingly, a shareholder should consult an independent adviser if they are in any

doubt as to the merits or otherwise of the proposed transaction, considering his or her personal circumstances.

**8.**

#### **LIMITING CONDITIONS**

There are certain limiting conditions which do not invalidate any work that has been performed in terms of paragraphs 4

and 5 above.

We have not considered and cannot comment on the effects of the previous BEE transactions entered into by AngloGold

Ashanti and in respect of which AngloGold Ashanti have received empowerment credits from the DME.

Forecasts relate to future events and are based on assumptions, which may not remain valid for the whole of the relevant

period. We express no opinion as to how closely actual results will compare to the projections of financial or other information used in arriving at our opinion. However, we believe that the forecast information and key assumptions used in

arriving at our opinion have been compiled and derived with due care and consideration on the basis that they have been

sourced from and checked against independent third party sources and have been considered carefully and corroborated

with the Company and its advisers so that we were able to satisfy ourselves as to such information and assumptions being

reasonable and appropriate.

While our work has involved an analysis of, *inter alia*, the annual financial statements, interim results and other information

provided to us, our appointment does not constitute or include an audit conducted in accordance with generally accepted

auditing standards. Accordingly, we cannot express an audit opinion on the financial data or other information used in arriving at our opinion.

We have also assumed that the proposed transaction will have the legal, accounting and taxation consequences described

in discussions with, and materials furnished to us by, advisers of AngloGold Ashanti and we express no opinion on such

consequences.

**9.**

#### **RELATIONSHIP WITH ANGLOGOLD ASHANTI, THE BOKAMOSO ESOP AND IZINGWE**

Standard Bank Corporate Finance has been appointed by the Board as independent professional expert with regards to the assessment of the fairness and reasonableness of the proposed issues and the proposed transaction to the shareholders of AngloGold Ashanti for a set and stated fee. AngloGold Ashanti has also agreed to indemnify us for certain

liabilities arising out of our appointment. Neither the fee nor any other benefit payable to us is contingent upon the outcome

of the proposed issues or of the proposed transaction.

Standard Bank provides AngloGold Ashanti with general banking facilities and lends money to AngloGold Ashanti in terms

thereof from time to time. In addition, companies that form part of the group of companies to which Standard Bank belongs

(the Standard Bank group) may hold AngloGold Ashanti ordinary shares, which shares would be held in the ordinary course

of such companies' businesses as asset managers or life assurers. All such holdings are kept and managed entirely separately from the business of Standard Bank Corporate Finance.

Standard Bank has no financial interest in either the Bokamoso ESOP or Izingwe.

**10. USE OF THIS OPINION**

This opinion is provided solely for the benefit of the Board, for the purpose of their consideration of the proposed transaction and may not, save for the disclosure in the Circular, be disclosed to or used or relied upon, in whole or in part,

by any other person or for any other purpose without the prior written consent of Standard Bank.

Yours faithfully

**Corporate and Investment Banking**

**A division of The Standard Bank of South Africa Limited**

3 Simmonds Street

Marshalltown

Johannesburg”

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**ANNEXURE 4**

**SHARE PRICE HISTORY ON THE JSE**

**High**

**Low**

**Close**

**Value**

**Volume**

**(cents)**

**(cents)**

**(cents)**

**(R'million)**

**(shares)**

**Highest, lowest and closing prices for each quarter and aggregated quarterly values and volumes**

**2003**

December

31,800

24,150

31,399

5,644

19,788,580

**2004**

March

31,900

25,701

26,960

6,146

21,427,414

June

27,150

19,205

20,249

6,911

316,91,503

September

25,400

18,620

24,922

5,125

23,633,342

December

25,750

19,901

19,901

6,139

26,058,603

**2005**

March

24,500

18,700  
21,600  
4,374  
20,911,803

June  
24,500  
19,000  
23,950  
5,022  
23,280,024

September  
28,400  
21,500  
27,590  
5,824  
24,103,403

**Highest, lowest and closing monthly prices  
and aggregated monthly values and  
volumes**

**2005**

October  
29,400  
26,100  
26,750  
2,389  
8,691,760

November  
29,748  
25,750  
27,845  
1,594  
5,703,859

December  
31,990  
26,700  
31,400  
1,828  
6,255,939

**2006**

January  
37,500  
31,400  
37,100  
2,102  
6,192,978

February  
38,700  
31,611  
31,801  
4,094  
11,613,199



March  
33,650  
29,005  
32,800  
3,161  
10,019,305  
April  
33,800  
30,605  
32,601  
4,953  
15,508,163  
May  
35,621  
29,400  
30,900  
5,034  
15,613,416  
June  
35,499  
24,700  
35,499  
4,470  
15,040,832  
July  
36,050  
31,700  
33,175  
3,621  
10,635,674  
August  
35,500  
32,060  
32,689  
2,793  
8,206,262  
September  
35,127  
27,500  
29,120  
4,224  
14,089,729  
**Highest, lowest and closing daily prices  
and daily aggregated values and volumes  
2006**  
**October**  
2  
29,900  
29,006  
29,690  
82

278,307  
3  
29,499  
28,367  
28,422  
99  
345,587  
4  
28,851  
28,250  
28,506  
200  
700,882  
5  
29,125  
28,255  
29,125  
160  
555,260  
6  
29,350  
28,500  
29,075  
157  
541,196  
9  
29,500  
28,501  
29,500  
376  
1,284,596  
10  
29,699  
28,799  
29,295  
152  
521,742  
11  
29,250  
28,400  
29,200  
92  
321,807  
12  
29,198  
28,500  
28,650  
126  
442,025  
13  
29,400

28,602  
29,200  
152  
523,491  
16  
29,600  
28,700  
29,000  
173  
596,165  
17  
29,450  
29,000  
29,216  
258  
884,435

38  
**High**  
**Low**  
**Close**  
**Value**  
**Volume**  
**(cents)**  
**(cents)**  
**(cents)**  
**(R'million)**  
**(shares)**  
**2006**  
**October**  
18  
29,800  
29,220  
29,625  
61  
206,495  
19  
29,650  
29,150  
29,260  
98  
331,495  
20  
30,300  
29,500  
30,300  
193  
641,262  
23  
30,750  
29,430  
30,740  
125  
412,420  
24  
31,500  
30,860  
37,465  
136  
437,279  
25  
32,041  
31,215  
32,041  
80  
253,393  
26  
32,099

31,476  
31,690  
66  
207,106  
27  
31,700  
31,000  
31,074  
63  
202,199  
30  
31,990  
30,999  
31,975  
51  
162,880  
31  
32,085  
31,101  
31,260  
301  
948,344

**November**

1  
32,299  
31,401  
31,475  
144  
451,512  
2  
31,980  
31,199  
31,600  
63  
200,561  
3\*  
32,799  
31,599  
31,800  
143  
443,296

\*Last practicable date.

Source: I-Net Bridge

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## **ANNEXURE 5**

### **INFORMATION ON DIRECTORS**

#### **Executive directors**

**Mr R M Godsell – BA, MA**

#### ***Chief Executive Officer***

Bobby Godsell was appointed to the Board as chief executive officer in April 1998 and as chairman in December 2000. He

relinquished his role as chairman of AngloGold in May 2002. He has 29 years of service with companies associated with the

mining industry and has served as a non-executive director of Anglo American plc since March 1999. He is also the immediate

past chairman of the World Gold Council.

**Mr R Carvalho Silva – BAcc, BCorp Admin**

#### ***Chief Operating Officer – International***

Roberto Carvalho Silva joined the Anglo American group in Brazil in 1973 and was appointed president and Chief Executive

Officer of AngloGold South America in January 1999. He became executive officer, South America for AngloGold in 2000 and

was appointed to the Board in May 2005 in his current capacity.

**Mr N F Nicolau – B Tech (Min. Eng), MBA**

#### ***Chief Operating Officer – Africa***

Neville Nicolau was appointed the executive officer responsible for AngloGold's South Africa region in November 2001 and was

appointed to the Board in May 2005 in his current capacity. He has 27 years of experience in the mining industry.

**Mr S Venkatakrisnan (Venkat) – BCom, ACA (ICAI)**

#### ***Executive Director: Finance (Chief Financial Officer)***

Venkat was the finance director of Ashanti Goldfields Company Limited from 2000 until the merger with AngloGold in 2004. Prior

to joining Ashanti, Venkat was a director in the Reorganisation Services Division of Deloitte & Touche in London. He was

appointed to the Board in August 2005.

#### **Non-executive directors**

**Mr R P Edey – FCA**

#### ***Chairman and independent non-executive director***

Russell Edey was appointed to the Board in April 1998 and as deputy chairman in December 2000. In May 2002, he was

appointed chairman when Bobby Godsell relinquished this office. Based in the United Kingdom, he is deputy chairman of

NM Rothschild Corporate Finance and a director of a number of other companies.

**Dr T J Motlatsi – Hon D Soc Sc (Lesotho)**

#### ***Deputy Chairman and independent non-executive director***

James Motlatsi was appointed to the AngloGold board in April 1998 and as deputy chairman in May 2002 upon Russell Edey

being appointed chairman. He has been associated with the South African mining industry since 1970 and is a past president

of the National Union of Mineworkers. He is chief executive officer of TEBA Limited.

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**Mr F B Arisman** – MSc (Finance)

*Independent non-executive director*

Frank Arisman was appointed to the Board in April 1998. He resides in New York and retired, after 32 years of service, from

J P Morgan Chase, where he held the position of managing director.

**Mr R E Bannerman** – BSc, MSc

Reginald Bannerman was appointed to the Board on 10 February 2006. He has been in law practice since 1968 and is currently

the principal partner at Messrs Bruce-Lyle, Bannerman & Thompson Attorneys in Ghana. He is a member of the General Legal

Council of Ghana and a member of the board of the Valco Trust Fund, the largest privately run trust in Ghana. A former lecturer

in law at the Ahmadu Bello University in Nigeria, he was also formerly the mayor of Accra, the capital of Ghana.

**Mrs E le R Bradley** – BSc, MSc

*Independent non-executive director*

Elisabeth Bradley was appointed to the Board in April 1998. She is non-executive chairman of Wesco Investments Limited and

Toyota South Africa (Proprietary) Limited and a director of a number of other companies. She is deputy chairman of The South

African Institute of International Affairs.

**Mr C B Brayshaw** – CA(SA), FCA

*Independent non-executive director*

Colin Brayshaw was appointed to the Board in April 1998. He is a retired managing partner and chairman of Deloitte & Touche

and is a non-executive director of a number of other companies including Anglo Platinum and Datatec Limited.

**Dr S E Jonah KBE** – Hon D Sc (Exeter), MSc (Mineral Production Management)

*President*

Sam Jonah worked in various positions, including underground, with Ashanti Goldfields and was appointed to the position of

chief executive officer of Ashanti in 1986. He has been decorated with many awards and honours and in 2003, an honorary

knighthood was conferred on him by Her Majesty, Queen Elizabeth II of Great Britain, in recognition of his exceptional

achievements as an African businessman. He was appointed as an executive director to the Board in May 2004, a position he

relinquished in 2005 but retained his appointment as a non-executive director.

**Mr R Médori** – Doctorate Economics, Grad (Fin)

Réne Médori was appointed to the Board in August 2005. He is the finance director of Anglo American plc.

**Mr J H Mensah** – MSc (Economics)

Joseph Mensah, who holds an MSc in Economics from London University, has extensive experience in international and local

economic management. He is the Chairman of the National Development Planning Commission in Ghana and a member of the

Ghana Parliament representing the Sunyani constituency. He joined the Board with effect from 4 August 2006.

**Mr W A Nairn** – BSc (Mining Engineering)

Bill Nairn has been a member of the Board since January 2000. He was re-appointed to the Board in May 2001, having

previously been alternate director to Tony Trahar. He was group technical director of Anglo American plc, prior to his retirement

in 2004.

**Mr W L Nkuhlu – BCom, MBA**

Professor Wiseman Nkuhlu, who holds a BCom degree from the University of Fort Hare, is a certified Chartered Accountant with The South African Institute of Chartered Accountants and is a past national president of the Institute. He also holds an MBA from the University of New York and is a respected South African academic, professional and business leader. Professor Nkuhlu joined the Board, and has been appointed deputy chairman of the Audit and Corporate Governance Committee, with effect from 4 August 2006.



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**Mr S R Thompson** – MA (Geology)

Simon Thompson is a director of Anglo American plc and chairman of the Base Metals Division, the Industrial Minerals Division and the Exploration Division. He was appointed to the Board in 2004.

**Mr A J Trahar** – BCom, CA(SA)

Tony Trahar was appointed to the Board in October 2000. He is chief executive officer of Anglo American plc.

**Alternate directors**

**Mr A H Calver** – BSc (Hons) Engineering, MDP (UNISA), PMD (Harvard)

Harry Calver was appointed alternate director to Bill Nairn in May 2001. He is head of engineering at Anglo American plc.

**Mr P G Whitcutt** – BCom (Hons), CA(SA), MBA

Peter Whitcutt who is head of finance at Anglo American plc, has been an alternate director since October 2001, first to Tony

Lea and then to Réne Médori who replaced the former on the Board.

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**ANGLOGOLD ASHANTI LIMITED**

(Incorporated in the Republic of South Africa)

(Registration number 1944/017354/06)

ISIN: ZAE000043485

JSE share code: ANG

(“AngloGold Ashanti” or “the Company”)

**NOTICE OF GENERAL MEETING**

**Notice is hereby given** that a general meeting of shareholders of AngloGold Ashanti (“general meeting”) will be held at 11:00

(South African time) on **Monday, 11 December 2006**, at The Country Club Johannesburg, Napier Road, Auckland Park,

Johannesburg, South Africa, for the purpose of considering and, if deemed fit, passing, with or without modification, the special

and ordinary resolutions set out in this notice of general meeting.

**Condition Precedent**

The condition precedent to each of the undermentioned resolutions (other than ordinary resolution numbers 3 and 4) becoming

effective and being implemented is that all of the undermentioned resolutions are passed and, in the case of the special resolutions, are registered with the Registrar of Companies.

**SPECIAL RESOLUTION NUMBER 1**

**The creation of E ordinary shares**

“Resolved that, subject to the fulfilment of the condition precedent stipulated in the notice convening the general meeting at

which this resolution will be proposed and considered (“notice”), the authorised share capital of the Company be and is hereby

increased from R101,050,000 divided into 400,000,000 ordinary shares of R0.25 each, 2,000,000 A redeemable preference

shares of R0.50 each and 5,000,000 B redeemable preference shares of R0.01 each to R102,120,000 divided into 400,000,000

ordinary shares of R0.25 each, 2,000,000 A redeemable preference shares of R0.50 each, 5,000,000 B redeemable preference

shares of R0.01 each and 4,280,000 E ordinary shares of R0.25 each by the creation of 4,280,000 new E ordinary shares of

R0.25 each having the special rights and privileges set out in the proposed Article 147 of the articles of association of the

Company to be inserted in terms of special resolution number 2 as set out in the notice.”

***Reason for and effect of special resolution number 1***

The reason for and the effect of special resolution number 1, if passed, is to increase the authorised share capital of the Company by the creation of 4,280,000 new E ordinary shares of R0.25 each for the purpose of implementing the BEE transaction (as defined in the circular to shareholders to which the notice convening the general meeting is attached).

**SPECIAL RESOLUTION NUMBER 2**

**Amendment to articles of association**

“Resolved that, subject to the fulfilment of the condition precedent stipulated in the notice convening the general meeting at

which this resolution will be proposed and considered, the Company’s articles of association be and are hereby amended by

the insertion of the following new article 147 immediately after article 146:

**CONDITIONS ATTACHING TO THE E ORDINARY SHARES**

147

The E ordinary shares shall confer on the holders thereof from time to time (“the E Holder(s)”) the following rights, privileges and obligations:

147.1

Each E ordinary share shall confer on the E Holder the right to receive a dividend ranking *pari passu* with all of the dividends that may from time to time be declared to the holders of the ordinary shares, equal to one-half of the dividend per ordinary share declared by the Company from time to time.

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147.2

The Company shall be obliged, on the delivery to the Company by an E Holder from time to time of a written notice (“the Transaction Notice”) delivered at such times and in such manner as the Company shall agree from time to time with each relevant E Holder, to reduce the issued share capital of the Company by cancelling the E ordinary shares, or any portion of the E ordinary shares, and by crediting an amount equal to the par value of the E ordinary shares so cancelled to the non-distributable reserve account in the books of the Company. In the event that the relevant E Holder shall fail, for whatsoever reason, to deliver a Transaction Notice at the time or times and in the manner as agreed from time to time between the Company and such relevant E Holder, the Company shall be entitled to cancel the E ordinary shares, or such portion of them as shall have been agreed between the Company and such relevant E Holder, at such times and in such manner as shall so have been agreed.

147.3

On the delivery by the E Holder of a Transaction Notice, or (in the absence of the delivery of such Transaction Notice) at such time as the Company shall be entitled and obliged to cancel the E ordinary shares, or any portion of them, as agreed from time to time between the Company and each relevant E Holder (it being recorded that, for the purposes of this Article 147, the E Holder shall be deemed to have given a Transaction Notice to the Company at such time or times) the Company shall:

147.3.1

determine the morning volume weighted average traded price per share (“the Transaction Notice Price”) of the ordinary shares on the JSE at midday on the Business Day on which the Transaction Notice shall have been given, or shall be deemed to have been given (“the Transaction Notice Date”);

147.3.2

calculate, on the basis described in Article 147.4 the number of E ordinary shares (“the Cancellation Shares”) which the Company shall be entitled and obliged to cancel in respect of the Transaction Notice;

147.3.3

cancel the Cancellation Shares, it being recorded that the par value of the Cancellation Shares shall be credited to the Non-Distributable Reserve Account in the books of the Company;

147.3.4

convert such number of the E ordinary shares in respect of which the Transaction Notice shall have been given, or such number of E ordinary shares as the Company shall at that time be entitled in terms of its agreement with the relevant E Holder to deal with by way of the deemed Transaction Notice, (collectively “the Transaction Notice Shares”) and which shall not have been cancelled as set out in this Article 147 (“the Conversion Shares”), into ordinary shares, by not later than 5 Business Days after the Transaction Notice Date (“the Transaction Notice Closing Date”);

147.3.5

procure that the Conversion Shares, after their conversion into ordinary shares, shall be listed on the JSE by not later than 5 Business Days after the Transaction Notice Closing Date; and

147.3.6

by not later than 5 Business Days after the Transaction Notice Closing Date, instruct the Central Securities Depository Participant of the Company irrevocably and in writing to credit the account of the E Holder held with its Central Securities Depository Participant with the ordinary shares into which the Conversion Shares shall have been converted.

147.4

The Company shall calculate the number of Cancellation Shares which the Company shall be entitled and obliged to cancel in terms of respectively Articles 147.2 and 147.3 by reference to the formula:

$$B - C + D$$

A =

E

where:

A

is the number of Cancellation Shares which the Company shall be entitled to cancel, which number shall not be greater than the number of E ordinary shares constituting the Transaction Notice Shares;

B

is 90% of the 30 day volume weighted average traded price per ordinary share on the date on which the E Holder shall have subscribed for and the Company shall have allotted and issued the E ordinary shares to the E Holder ("Subscription Date") multiplied by the number of Transaction Notice Shares ("the Opening Balance");

C

is the amount ("the Reduction") equal to 50% of the aggregate dividends per ordinary share paid by the Company during the period commencing on the Subscription Date and terminating on the Transaction Notice Date ("the Relevant Period"), multiplied by the number of Transaction Notice Shares;

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D

is an increment, calculated by the application of an escalation factor (“the Factor”) of such percentage as the Company shall have agreed with the E Holder from time to time, nominal annual compounded monthly in arrears, to the Opening Balance in respect of the Relevant Period, provided that there shall be taken into account, in the application of the Factor, the Reduction and further provided that the Reduction shall be deemed to have reduced the total amount to which the Factor shall be applied from time to time, on the same dates and in the same proportions as the Company shall from time to time have declared and paid dividends to the holders of the ordinary shares; and

E is the morning volume weighted average traded price per ordinary share on the JSE at midday on the Transaction Notice Date.

147.5

The provisions of Articles 147.2, 147.3 and 147.4 shall apply *mutatis mutandis* (and the Company shall be obliged to cancel a portion of the E ordinary shares held by the E Holder and to convert the balance of such E ordinary shares into ordinary shares, *mutatis mutandis* on the basis described in those Articles) in the event that:

147.5.1

any person shall have acquired the entire ordinary issued share capital of the Company in terms of, pursuant to and/or by the operation of either Section 311 or Section 440K of the Act (collectively “the Take-out Transaction”); and

147.5.2

any person shall have made a written offer in respect of a Take-out Transaction and the Company shall have delivered, at its election, a written notice (“the Take-out Conversion Notice”) to the E Holder, advising the E Holder that the Company intends to and shall apply the provisions of Articles 147.2, 147.3 and 147.4 to all, but not a portion only, of the E ordinary shares then held by such E Holder, provided that the Transaction Notice Date shall be deemed, for such purposes, to be the date on which such party shall so acquire the entire issued ordinary share capital of the Company or, in the event that the Company shall have delivered a Take-out Conversion Notice to the E Holder, the date specified in such notice.

147.6

Save as set out in this Article 147, the E ordinary shares shall rank *pari passu* in all respects with the ordinary shares, it being recorded, for the avoidance of doubt, that in the event that the Company shall take any action of whatsoever nature in relation to and/or in connection with the amendment of any of the rights attaching to the ordinary shares and/or the par value of the ordinary shares (including, without limitation, by the subdivision and/or consolidation of the E ordinary shares, or any of them) the Company shall take the same action *mutatis mutandis* in relation to the E ordinary shares.

***Reason for and effect of special resolution number 2***

The reason for and effect of special resolution number 2, if passed, is to amend the articles of association of the Company by

inserting a new Article 147 containing the rights and privileges attaching to the new E ordinary shares of R0.25 each to be

created in terms of special resolution number 1 as set out in the notice convening the general meeting at which special resolution number 2 will be proposed and considered.

**ORDINARY RESOLUTION NUMBER 1**

**Adoption of the Bokamoso Employee Share Ownership Plan**

“Resolved that, subject to the fulfilment of the condition precedent stipulated in the notice convening the general meeting at

which this resolution will be proposed and considered, the Bokamoso Employee Share Ownership Plan contemplated in the

trust deed tabled at the general meeting at which this resolution will be proposed and considered and initialled by the chairman

of the general meeting for the purposes of identification, be and it is hereby adopted by the Company.”

**ORDINARY RESOLUTION NUMBER 2**

**Specific issue of shares for cash**

“Resolved that, subject to the fulfilment of the condition precedent stipulated in the notice convening the general meeting at which this resolution will be proposed and considered, 2,360,000 ordinary shares of R0.25 each and 4,280,000 E ordinary shares of R0.25 each in the authorised but unissued share capital of the Company be and are placed under the control of the directors of the Company as a specific authority in terms of section 221 of the Companies Act, 1973, as amended and subject to the Listings Requirements of the JSE Limited (“JSE”):

1. to allot and issue for cash up to 2,880,000 E ordinary shares of R0.25 each at a subscription price being 38.88% of the 30 day volume weighted average traded price of an ordinary share on the JSE on the effective date (as defined in the circular to shareholders to which the notice convening the general meeting is attached (“circular”)) to the trust (as defined in the circular), pursuant to the terms and conditions of the Trust Subscription Agreement (as defined in the circular);
2. to allot and issue for cash up to 1,400,000 E ordinary shares of R0.25 each at R0.25 per share, for a total consideration of R350,000, to Izingwe Holdings (Proprietary) Limited, pursuant to the terms and conditions of the Izingwe Subscription Agreement (as defined in the circular); and

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3.

to allot and issue for cash up to 960,000 ordinary shares of R0.25 each at a price per share equal to the opening price of an ordinary share of AngloGold Ashanti on the JSE on the effective date (as defined in the circular), to the trust (as defined in the circular), pursuant to the terms and conditions of the Trust Subscription Agreement (as defined in the circular).” In terms of the Listings Requirements of the JSE, the passing of this ordinary resolution requires a 75% majority of the votes cast by ordinary shareholders present in person or by proxy or represented at the general meeting, to be cast in favour.

#### **ORDINARY RESOLUTION NUMBER 3**

##### **Specific issue of shares for cash**

“Resolved that 1,760,000 ordinary shares of R0.25 each in the authorised but unissued share capital of the Company be and are placed under the control of the directors of the Company as a specific authority in terms of section 221 of the Companies Act, 1973, as amended and subject to the Listings Requirements of the JSE Limited (“JSE”) to allot and issue for cash at any time prior to 31 December 2009, up to 1,760,000 ordinary shares of R0.25 each to trusts or entities established to hold and administer such shares for the benefit of employees of the Company employed in countries other than South Africa where the Company carries out activities, as the directors, in their discretion, may determine. Exchange control approval will be obtained prior to the implementation of the issue of shares for cash as contemplated in this ordinary resolution number 3.” In terms of the Listings Requirements of the JSE, the passing of this ordinary resolution requires a 75% majority of the votes cast by ordinary shareholders present in person or by proxy or represented at the general meeting, excluding the directors participating in the specific issue for cash to be cast in favour.

#### **ORDINARY RESOLUTION NUMBER 4**

##### **Authority to give effect to the above resolutions**

“Resolved that, the company secretary and failing the company secretary, any one director of the Company be and is hereby authorised, on behalf of the Company, to do or cause all such things to be done, to sign all such documentation as may be necessary to give effect to and implement all of the resolutions to be considered at the general meeting at which this resolution will be proposed and considered.”

#### **VOTING AND PROXIES**

In terms of the Listings Requirements of the JSE, in order for them to be effective, ordinary resolution numbers 2 and 3 must be passed by a 75% majority of the votes cast by shareholders present or represented by proxy at the general meeting. Certificated shareholders and dematerialised “own name” shareholders (whose names appear on the sub-register maintained by their CSDP or broker), who are unable to attend the general meeting and wish to be represented thereat, must complete and return the attached form of proxy in accordance with the instructions contained therein, so as to reach the Company’s share registrars in South Africa, the United Kingdom, Australia or Ghana by no later than 11:00 (South African time) on Thursday,



7 December 2006. The addresses of the share registrars are on the front cover of this circular.

Dematerialised shareholders (other than those dematerialised “own name” shareholders) must advise their CSDP or broker of

their voting instructions should they wish to be represented at the general meeting. If, however, such shareholders wish to attend

the general meeting in person, they will need to request their CSDP or broker to provide them with the necessary authority in

terms of the custody agreement entered into between the dematerialised shareholder and the CSDP or broker.

By order of the AngloGold Ashanti’s board of directors.

**Ms Y Z Simelane**

*Managing Secretary*

Johannesburg

South Africa

13 November 2006

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**ANGLOGOLD ASHANTI LIMITED**

(Incorporated in the Republic of South Africa)

(Registration number 1944/017354/06)

ISIN: ZAE000043485

JSE share code: ANG

**FORM OF PROXY**

**FOR USE ONLY BY ANGLOGOLD ASHANTI ORDINARY SHAREHOLDERS HOLDING SHARE CERTIFICATES (“CERTIFICATED SHAREHOLDERS”) AND ANGLOGOLD ASHANTI ORDINARY SHAREHOLDERS WHO HAVE DEMATERIALISED THEIR ORDINARY SHARES AND WHOSE SHAREHOLDING IS RECORDED IN THEIR OWN NAME IN THE SUB-REGISTER MAINTAINED BY THEIR CENTRAL SECURITIES DEPOSITORY PARTICIPANT (“CSDP”) OR BROKER (“DEMATERIALISED “OWN NAME” SHAREHOLDERS”) IN RESPECT OF THE GENERAL MEETING OF SHAREHOLDERS TO BE HELD AT 11:00 ON MONDAY, 11 DECEMBER 2006 AT THE COUNTRY CLUB JOHANNESBURG, NAPIER ROAD, AUCKLAND PARK, JOHANNESBURG, SOUTH AFRICA, AND AT ANY ADJOURNMENT THEREOF (“GENERAL MEETING”)**

THIS FORM OF PROXY IS NOT FOR USE BY SHAREHOLDERS WHO HAVE DEMATERIALISED THEIR ANGLOGOLD ASHANTI ORDINARY SHARES (AND WHOSE SHAREHOLDING IS NOT RECORDED IN THEIR OWN NAME IN THE SUB-REGISTER MAINTAINED BY THEIR CSDP OR BROKER)

I/We

of (address)

being a shareholder of the Company, holding ordinary shares in AngloGold Ashanti, do hereby appoint:

1.  
or failing him/her,
2.  
or failing him/her,
3. the chairman of the general meeting,  
as my/our proxy to attend, speak and, on a poll, vote on my/our behalf at the general meeting and to vote or abstain from voting as follows on the special and ordinary resolutions to be proposed at the general meeting:

**Please indicate with an “X” in the appropriate spaces how votes are to be cast**

**For**

**Against**

**Abstain**

**1. Special resolution number 1**

Creation of E ordinary shares

**2. Special resolution number 2**

Amendment to articles of association

**3. Ordinary resolution number 1**

Adoption of the Bokamoso employee share ownership plan

**4. Ordinary resolution number 2**

Specific issue of shares for cash

**5. Ordinary resolution number 3**

Specific issue of shares for cash

**6. Ordinary resolution number 4**

Authority to give effect to the above resolutions

A certificated shareholder or dematerialised “own name” shareholder entitled to attend and vote at the general meeting may appoint a proxy or proxies to attend,

Speak and, on a poll, vote in his/her stead. A proxy need not be a shareholder of the Company. Every person present and entitled to vote at the general meeting as a shareholder or as a representative of a body corporate shall on a show of hands have one vote only, irrespective of the number of shares such person holds or represents, but in the event of a poll, every share shall have one vote.

Signed at

on

**2006**

Name in BLOCK LETTERS

Signature

(Initials and surname of joint holders, if any)

**Please refer to notes on the reverse side hereof.**

**This form of proxy is not for use by holders of American Depositary Shares, CHESS Depositary Interests and AngloGold Ashanti Ghanaian Depositary Shares.**

**NOTES:**

1.

A signatory to this form of proxy may insert the name of a proxy or the name of an alternative proxy of the signatory's choice in the blank spaces provided with or without deleting "the chairman of the general meeting", but any such deletion must be signed in full by the signatory. Any insertion or deletion not complying with the foregoing will be deemed not to have been validly effected. The person present at the general meeting whose name appears first on the list of names on the face hereof, shall be the validly appointed proxy for the shareholder concerned at the general meeting.

2.

A shareholder's instructions to the proxy must be indicated in the appropriate spaces provided. A shareholder or the proxy is not obliged to use all the votes exercisable by the shareholder or by the proxy, or to cast all those votes in the same way, but the total of votes cast, and in respect whereof abstention is directed, may not exceed the total of the votes exercisable by the shareholder or the proxy. Failure to comply with the above or to provide voting instructions or the giving of contradictory instructions will be deemed to authorise the proxy to vote or abstain from voting at the general meeting as he/she deems fit in respect of all the shareholder's votes exercisable at the general meeting.

3.

Any alteration or correction made to this form of proxy must be signed in full and not initialled by the signatory.

4.

Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the share registrars in South Africa, the United Kingdom, Australia or Ghana.

5.

When there are joint holders of shares, any one holder may sign this form of proxy.

6.

The completion and lodging of this form of proxy will not preclude the shareholder who grants the proxy from attending the general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should such shareholder wish to do so.

7.

The chairman of the general meeting may reject or accept any form of proxy which is completed and/or received otherwise than in accordance with these notes, provided that he is satisfied as to the manner in which the shareholder concerned wishes to vote.

8.

**Completed forms of proxy should be returned to one of the undermentioned addresses by no later than 11:00 (South African time) on Thursday, 7 December 2006:**

Computershare Investor Services 2004 (Pty) Limited  
Ground Floor, 70 Marshall Street, Johannesburg 2001  
(PO Box 61051, Marshalltown 2107)  
South Africa

Computershare Investor Services PLC  
PO Box 82, The Pavilions, Bridgwater Road  
Bristol BS99 7NH, England, United Kingdom  
Computershare Investor Services Pty Limited  
Level 2, 45 St George's Terrace, Perth, WA 6000  
(GPO Box D182, Perth, WA 6840)

Australia  
NTHC Limited  
Martco House  
Off Kwame Nkrumah Avenue  
PO Box K1A 9563 Airport  
Accra  
Ghana

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AngloGold Ashanti Limited

Date: November 13, 2006

By:

/s/ C R Bull

Name: C R Bull

Title: Company Secretary