

# Notice of meeting

2008



# Notice of annual general meeting

## 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")*

### **This document is important and requires your immediate attention**

If you are in any doubt about what action you should take, consult your broker, Central Securities Depository Participant (CSDP), banker, financial adviser, accountant or other professional adviser immediately

If you have disposed of all your shares in AngloGold Ashanti, please forward this document together with the enclosed form of proxy to the purchaser of such shares or the broker, banker or other agent through whom you disposed of such shares

### REGISTERED AND CORPORATE OFFICE

76 Jeppe Street, Newtown, Johannesburg, 2001 (PO Box 62117 Marshalltown, 2107) South Africa

### **Included in this document are the following:**

- The notice of meeting setting out the resolutions to be proposed, together with explanatory notes. There are also guidance notes if you wish to attend the meeting (for which purpose an AGM location map is included) or to vote by proxy.
- Proxy form for completion, signature and submission to the share registrars by shareholders holding AngloGold Ashanti ordinary shares in certificated form or recorded in sub-registered electronic form in "own name".
- CDI voting instruction form for completion, signature and submission by Australian holders of Chess Depository Interests (CDIs).

Shareholders on the South African register who have dematerialised through Strate their AngloGold Ashanti ordinary shares, other than those whose shareholding is recorded in their "own name" in the sub-register maintained by their CSDP and who wish to attend the meeting in person, 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.

Notice is hereby given that the 65th annual general meeting of shareholders of AngloGold Ashanti will be held in The Auditorium, 76 Jeppe Street, Newtown, Johannesburg, South Africa, on Friday, 15 May 2009, at 11:00 (South African time), to consider and, if deemed fit, pass, with or without modification, the following ordinary and special resolutions in the manner required by the Companies Act 61 of 1973, as amended and subject to the Listings Requirements of the JSE Limited and other stock exchanges on which the company's ordinary shares are listed.

## ORDINARY BUSINESS

### *1. Ordinary resolution number 1*

#### **Adoption of financial statements**

“Resolved as an ordinary resolution that the consolidated audited annual financial statements of the company and its subsidiaries, together with the auditors' and directors' reports for the year ended 31 December 2008, be and are hereby received and adopted.”

The reason for proposing ordinary resolution number 1 is to receive and adopt the consolidated annual financial statements of the company and its subsidiaries for the 2008 financial year as contained in the annual financial statements 2008.

### *2. Ordinary resolution number 2*

#### **Re-appointment of Ernst & Young Inc. as auditors of the company**

“Resolved as an ordinary resolution that Ernst & Young Inc. be and are hereby appointed as the auditors of the company from the conclusion of the annual general meeting until the conclusion of the next annual general meeting of the company.”

The reason for proposing ordinary resolution number 2 is to re-appoint Ernst & Young Inc., which retires as independent auditor of the company at the conclusion of this annual general meeting, for a period until the next annual general meeting of the company.

### *3. Ordinary resolution number 3*

#### **Re-election of director**

“Resolved as an ordinary resolution that Mr RP Edey, who retires in terms of the articles of association of the company and who is eligible and available for re-election, be and is hereby re-elected as a director of the company until the conclusion of the next annual general meeting of the company.”

The reason for proposing ordinary resolution number 3 is because Mr RP Edey retires as a director of the company by rotation at the annual general meeting and, being eligible, offers himself for re-election. After eleven years of service on the company's Board of Directors, including seven years as non-executive Chairman of the Board, Mr Edey has determined to step down from the board. In light of his financial background and experience, which have been invaluable to the company, particularly during the current challenging global economic conditions, the board has requested that he offer himself for re-election for a period of one year to ensure sufficient time for the company to identify and appoint a non-executive chairman to replace Mr Edey and facilitate a seamless transition. His re-election, therefore, would be for a limited period until the conclusion of the next following annual general meeting of the company.

Russell Edey, FCA, was appointed to the AngloGold Ashanti board in April 1998 and is currently chairman of the board, having previously served as deputy chairman from December 2000 till May 2002. Based in the United Kingdom, he is a non-executive director of Old Mutual plc, a member of the Conseil de Surveillance of Paris Orleans SA and a non-executive director of a number of companies within the NM Rothschild Group.

# Notice of annual general meeting *cont.*

## *4. Ordinary resolution number 4*

### **General authority to directors to allot and issue ordinary shares**

“Resolved as an ordinary resolution that, subject to the provisions of the Companies Act 61 of 1973, as amended and the Listings Requirements of the JSE Limited, from time to time, the directors of the company be and are hereby, as a general authority and approval, authorised to allot and issue, for such purposes and on such term as they may, in their discretion, determine, ordinary shares of R0.25 each in the authorised but unissued share capital of the company, up to a maximum of 5% of the number of ordinary shares of R0.25 each in issue from time to time.”

The reason for proposing ordinary resolution number 4 is to seek a general authority and approval for the directors of the company to allot and issue shares up to a maximum of 5% of the ordinary shares of the company in issue from time to time, in order to enable the company to take advantage of business opportunities which might arise in the future.

## *5. Ordinary resolution number 5*

### **Authority to directors to issue ordinary shares for cash**

“Resolved as an ordinary resolution that, subject to ordinary resolution number 4 being passed, the directors of the company are hereby authorised, in accordance with the Listings Requirements of the JSE Limited (“JSE Listings Requirements”) to allot and issue for cash, on such terms and conditions as they may deem fit, all or any of the ordinary shares of R0.25 each (“ordinary shares”) in the authorised but unissued share capital of the company which they shall have been authorised to allot and issue in terms of ordinary resolution number 4, subject to the following conditions:

- this authority shall be limited to a maximum number of 5% of the number of ordinary shares in the issued share capital of the company from time to time;
- this authority shall only be valid until the next annual general meeting of the company but shall not extend beyond 15 months;
- a paid press announcement giving full details, including the impact on net asset value and earnings per share of the company, shall be published after any issue representing, on a cumulative basis within one financial year, 5% of the number of shares in issue prior to the issue concerned;
- in determining the price at which an issue of ordinary shares for cash will be made in terms of this authority, the maximum discount permitted shall be 10% of the weighted average traded price of the ordinary shares on the JSE Limited (adjusted for any dividend declared but not yet paid or for any capitalisation award made to shareholders), over the 30 business days prior to the date that the price of the issue is determined or agreed by the directors of the company; and
- any issues of ordinary shares under this authority shall be made only to a public shareholder as defined in the JSE Listings Requirements”

The reason for proposing ordinary resolution number 5 is that the directors of the company consider it advantageous to have the authority to issue ordinary shares for cash in order to enable the company to take advantage of any business opportunity which might arise in the future.

It should be noted that this authority relates only to those shares which are placed under the control of the directors in terms of ordinary resolution number 4 and is not intended nor does it grant the directors authority to issue ordinary shares for cash in addition to the shares which are placed under the control of the directors in terms of ordinary resolution number 4.

In terms of the JSE Listings Requirements, a 75% majority of the votes cast by shareholders present in person or represented by proxy at the annual general meeting is required for the approval of ordinary resolution number 5.

## SPECIAL BUSINESS

### 6. Ordinary resolution number 6

#### **Increase in non-executive directors' fees**

“Resolved as an ordinary resolution that, in terms of article 73 of the company's articles of association, the remuneration payable quarterly in arrear, to the non-executive directors of the company, be increased with effect from 1 June 2009 on the basis set out below:

#### **6.1 Directors' fees**

Board	Current fee per annum	Increased fee per annum
Chairman	US\$150,000	US\$180,000
Deputy Chairman	R360,000	R600,000
South African resident directors	R135,000	R250,000
Non-South African resident directors who are resident in Africa	US\$25,000	US\$25,000
Non-South African resident directors who are resident in jurisdictions other than Africa	US\$25,000	US\$40,000

The remuneration payable in terms of 6.1 above will be in proportion to the period during which the offices of director, chairman or deputy chairman, as the case may be, have been held during the year.

#### **6.2 Allowance for attendance at additional board meetings**

Each non-executive director will be entitled to an allowance for each board meeting attended by such director in addition to the six scheduled board meetings per annum, as follows:

6.2.1 US\$9,000 per board meeting for the chairman;

6.2.2 R30,000 per board meeting for the deputy chairman;

6.2.3 R12,500 per board meeting for South African resident directors;

6.2.4 US\$1,250 per board meeting for non-South African resident directors who are resident in Africa; and

6.2.5 US\$2,000 per board meeting for non-South African resident directors who are resident in jurisdictions other than Africa

#### **6.3 Travel allowance to attend board meetings**

The US\$5,000 travel allowance payable per board meeting, for each director, including the chairman and deputy chairman, travelling internationally to attend board meetings be increased with effect from 1 June 2009 on the basis set out below:

## Notice of annual general meeting *cont.*

6.3.1 US\$10,000 per board meeting for the chairman;

6.3.2 US\$6,000 per board meeting for non-South African resident directors who are resident in Africa; and.

6.3.3 US\$8,000 per board meeting for non-South African resident directors who are resident in jurisdictions other than Africa.

The reason for proposing ordinary resolution number 6 is to ensure that the remuneration of directors remains competitive in order to enable the company to attract and retain persons of the calibre required in order to make meaningful contributions to the company given its global spread and growth aspirations and having regard to the appropriate capability, skills and experience required.

In arriving at the proposal set out in ordinary resolution number 6, the Chief Executive Officer, in consultation with the Chairman and Executive Vice President – Human Resources of the company, directed Deloitte & Touche to review both comparable international South African companies and international companies. The results of the review indicated that the remuneration paid to the non-executive directors of the company, in all relevant capacities, was materially below the remuneration payable to the non-executive directors of the comparable groups. The Remuneration Committee, having taken due consideration of the review, recommend for approval by the shareholders, the remuneration for the Chairman as detailed above, while the Chairman, together with the Chief Executive Officer and the Chief Financial Officer, recommend for approval by the shareholders, the remuneration for the Non-Executive Directors, as detailed above. The changes as reflected above represent the mid-point of remuneration payable to the comparable group. Prior to these proposed changes the remuneration of directors has been unchanged since the annual general meeting held in May 2007.

In light of all of these factors, the proposed revised remuneration structure set out in ordinary resolution number 6 is considered to be fair and reasonable and in the best interests of the company.

Executive directors do not receive payment of directors' fees.

The company will disregard the votes cast by

- the chairman, deputy chairman, and non-executive directors; and
- an associate of that person or group of persons stated above.

However, the company will not disregard a vote if it is cast by

- a person as a proxy for a person who is entitled to vote in accordance with the directors on the form of proxy; or
- the person chairing the annual general meeting as a proxy of a person who is entitled to vote in accordance with a direction on the form of proxy to vote as the proxy decides.

### *7. Ordinary resolution number 7*

#### **General authority to the directors to issue convertible bonds**

“Resolved as an ordinary resolution that, subject to the provisions of the Companies Act 61 of 1973, as amended, and the Listings Requirements of the JSE Limited from time to time, the directors of the company are hereby, as a general authority and approval:

1. authorised to issue, upon such terms and conditions as the directors, in their discretion may deem fit, such number of convertible bonds which may be converted into a maximum, in the aggregate, of 15,384,615 ordinary shares of R0.25 each in the share capital of the company; or
2. authorised to procure the issue by a wholly-owned subsidiary of the company, upon such terms and conditions as the directors in their discretion may deem fit, such number of convertible bonds, guaranteed by the company and which may be converted into a maximum, in the aggregate, of 15,384,615 ordinary shares of R0.25 each in the share capital of the company.”

At the annual general meeting of shareholders held on 6 May 2008, shareholders approved as a general authority, the issue of convertible bonds. It is possible that the convertible bonds may not have been issued by the annual general meeting convened in terms of this notice of meeting. Accordingly, the directors are seeking a renewal of the authority in terms of ordinary resolution number 7 from shareholders to undertake an issue of convertible bonds, on the basis that such bonds, when issued, will be convertible into a maximum, in the aggregate, of 15,384,615 ordinary shares of R0.25 each in the company. The proceeds from the issue of the convertible bonds will be used to refinance the company's debt facilities and for general corporate purposes.

Once the terms and conditions of the proposed issue of convertible bonds have been finalised, shareholders will be requested to consider granting a specific authority and approval to the directors authorising them to issue a maximum of 15,384,615 ordinary shares of R0.25 each, in the aggregate, in the share capital of the company, in satisfaction of the conversion rights which will attach to the convertible bonds.

### *8. Special resolution number 1*

#### **Increase in share capital**

“Resolved as a special resolution that the authorised share capital of the company of R102,120,000 divided into 400,000,000 ordinary shares of R0.25 each, 4,280,000 E 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 be and is hereby increased to R152,120,000 divided into 600,000,000 ordinary shares of R0.25 each, 4,280,000 E 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, by the creation of 200,000,000 new ordinary shares of R0.25 each, which, upon their issue, will rank pari passu in all respects with the existing ordinary shares in the issued share capital of the company.”

# Notice of annual general meeting *cont.*

The reason for special resolution number 1, is to increase the authorised share capital of the company by the creation of 200,000,000 new ordinary shares of R0.25 each in order to have available, sufficient unissued ordinary shares in the capital of the company to take advantage of any opportunities which may arise in the future and which would require the allotment and issue by the company of ordinary shares in the company. Shareholder approval would be required for any allotment of shares, other than those placed under the control of directors, in terms of ordinary resolutions numbers 4 and 5 above.

Save for the creation of 4,280,000 E ordinary shares in 2006, the authorised share capital of the company was last increased in 1998 and after taking into account the shares to be set aside from the unissued shares of the company, as previously approved by shareholders for purposes of the company's share incentive scheme and the employee share ownership plans to be implemented outside of South Africa totalling 11,486,340 ordinary shares as at 28 February 2009, the company has minimal shares in reserve for this purpose.

The effect of special resolution number 1, if passed and becoming effective, is to increase the authorised share capital of the company by the creation of 200,000,000 new ordinary shares of R0.25 each.

## *9. Special resolution number 2*

### **Amendment to the company's articles of association**

"Resolved as a special resolution that the articles of association of the company be and they are hereby amended by:

9.1 the deletion in article 86 of the words "which is a multiple of three" at the end of the first sentence;

9.2 the insertion of the word "or" immediately after article 132.2; and

9.3 the insertion of the following article numbered 132.3 immediately following article 132.2:

"132.3 made available in electronic format to all members who have agreed thereto in writing."

The reason for special resolution number 2, is to amend the articles of association of the company in order to remove an inconsistency in article 86 relating to the calculation of the number of directors to retire by rotation and, in accordance with the proviso to section 302 of the Companies Act, 1973, as amended, to provide authority to make the financial statements of the company available to shareholders in electronic format.

The effect of special resolution number 2, if passed and becoming effective, is to amend the articles of association of the company.

## **RETIREMENT OF DIRECTORS**

Since the date of preparation of the 2008 annual report, Messrs JH Mensah and RE Bannerman (who were originally recommended for appointment as directors of the company by the Government of Ghana in accordance with the provisions of the agreement between the company and the Government of Ghana entered into in December 2003) have tendered their resignations as directors with effect from the conclusion of the annual general meeting.



## VOTING INSTRUCTIONS

A shareholder entitled to attend and vote at the annual general meeting may appoint one or more proxies to attend, speak and, on a poll, vote in his/her stead. A proxy need not be a shareholder of the company. A form of proxy/CDI voting instruction form, accompanies this notice.

Duly completed proxy forms must be received by the share registrars by no later than 11:00 (South African time) on Tuesday, 12 May 2009. Duly completed CDI voting instruction forms must be received by the share registrars in Perth, Australia, by 11:00 (Perth, Australia time) on Monday, 11 May 2009.

The attention of shareholders is directed to the additional notes contained in the form of proxy and the CDI voting instruction form, relating to the completion and timeous submission of such forms.

In accordance with the AngloGold Ashanti Ghanaian Depository Shares (GhDSs) Agreement dated 26 April 2004, the Depository will mail an appropriate notice, together with a voting instruction form, to holders of GhDSs (Holders). Holders may direct the Depository via the voting instruction forms to vote on their behalf in the manner such Holders may direct.

Shareholders on the South African register who have dematerialised their shares in the company (other than those shareholders whose shareholding is recorded in their own name in the sub-register maintained by their CSDP) and who wish to attend the annual general meeting in person, will need to request their CSDP or broker to provide them with the necessary authority in terms of the custody agreement entered into between them and the CSDP or broker.

Such shareholders may also use the electronic online proxy voting facility for purposes of instructing their CSDP or broker as to how they wish to vote. In order for shareholders to use their online proxy voting facility, which is free of charge, it is necessary to register for the service via the following website:

<http://www.investorportal.co.za> (click on the AngloGold Ashanti icon)

A demonstration of the electronic online proxy voting process may also be viewed on this website.

## REGISTERED AND CORPORATE OFFICE

76 Jeppe Street, Newtown, Johannesburg, 2001 (PO Box 62117 Marshalltown, 2107) South Africa

By order of the board

Ms L Eatwell  
Company Secretary  
Johannesburg  
3 April 2009

# Notice of annual general meeting *cont.*

## IMPORTANT NOTES ABOUT THE ANNUAL GENERAL MEETING (AGM)

### Date

Friday, 15 May 2009.

### Venue

The Auditorium, 76 Jeppe Street, Newtown, Johannesburg, South Africa.

### Timing

The AGM will start promptly at 11:00 (South African time).

### Refreshments

Refreshments will be served after the meeting.

### Travel information

The map below indicates the location of 76 Jeppe Street.

### Admission

Shareholders and others attending the AGM are asked to register at the registration desk at the venue. Shareholders and proxies may be required to provide proof of identity.

### Security

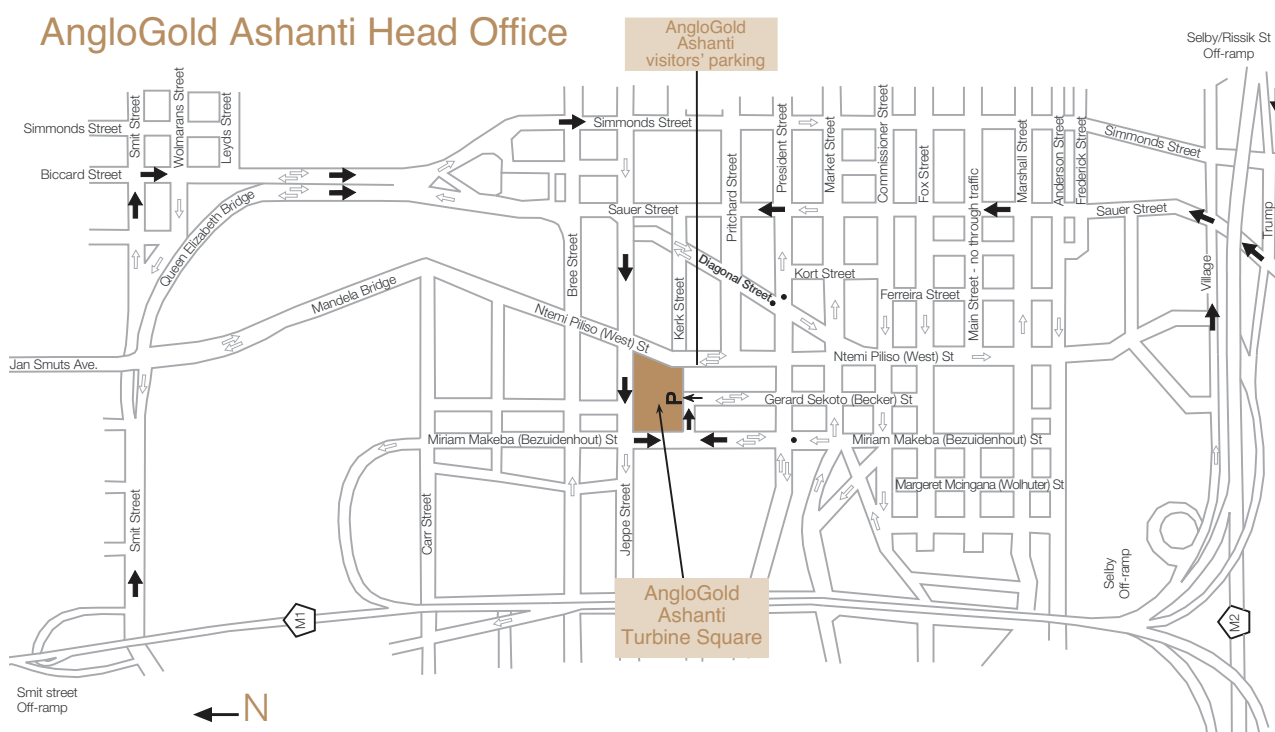
Secure parking is provided at the venue. Mobile telephones should be switched off during the AGM.

### Enquiries and questions

Shareholders who intend to ask questions related to the business of the AGM or on related matters are asked to furnish their name, address and question(s) at the registration desk. Personnel will be available to provide any advice and assistance required.

### Queries about the AGM

If you have any queries about the AGM, please contact the company secretary at telephone number: + 27 11 637 6128.



Visit the corporate website for additional information: [www.anglogoldashanti.com](http://www.anglogoldashanti.com)

# Form of proxy



**ANGLOGOLD ASHANTI**

(Incorporated in the Republic of South Africa)  
 (Registration number 1944/017354/06)  
 ISIN: ZAE000043485 JSE share code: ANG  
 GhSE codes: Share: AGA: GhDSs:AAD  
 ("AngloGold Ashanti" or "the company")

THIS FORM OF PROXY IS ONLY TO BE COMPLETED BY THOSE ANGLOGOLD ASHANTI SHAREHOLDERS WHO HOLD ORDINARY SHARES IN CERTIFICATED FORM OR RECORDED IN SUB-REGISTERED DEMATERIALIZED ELECTRONIC FORM IN "OWN NAME". OTHER ANGLOGOLD ASHANTI SHAREHOLDERS WHO HOLD DEMATERIALIZED ORDINARY SHARES ARE REQUIRED TO REFER TO PARAGRAPH 2 OF THE "NOTES" FOR FURTHER INSTRUCTIONS.

I/We

(Name in BLOCK LETTERS)

of

(Address in BLOCK LETTERS)

being a shareholder(s) of the company, holding  ordinary shares in AngloGold Ashanti Limited, do hereby appoint:

1. \_\_\_\_\_ or failing him/her,
2. \_\_\_\_\_ or, failing him/her,
3. the chairman of the annual general meeting

as my/our proxy to attend, speak and, on a poll, vote on my/our behalf at the annual general meeting of shareholders to be held in The Auditorium, 76 Jeppe Street, Newtown, Johannesburg, on Friday, 15 May 2009, at 11:00 (South African Time) and at any adjournment thereof, and to vote or abstain from voting as follows on the ordinary and special resolutions to be proposed at such meeting:

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

Please indicate with an "X" in the appropriate spaces how votes are to be cast	For	Against	Abstain
<b>Ordinary business</b>			
<b>1. Ordinary Resolution No. 1</b> Adoption of financial statements			
<b>2. Ordinary Resolution No. 2</b> Re-appointment of Ernst & Young Inc. as auditors of the company			
<b>3. Ordinary Resolution No. 3</b> Re-election of Mr RP Edey as a director			
<b>4. Ordinary Resolution No. 4</b> General Authority to directors to allot and issue ordinary shares			
<b>5. Ordinary Resolution No. 5</b> Authority to directors to issue ordinary shares for cash			
<b>Special Business</b>			
<b>6. Ordinary Resolution No. 6</b> Increase in non-executive directors' fees			
<b>7. Ordinary Resolution No. 7</b> General authority to directors to issue convertible bonds			
<b>8. Special Resolution No. 1</b> Increase in share capital			
<b>9. Special Resolution No. 2</b> Amendments to the company's Articles of Association			

A shareholder entitled to attend and vote at the abovementioned 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 annual 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 \_\_\_\_\_ 2009

Name in BLOCK LETTERS

Signature

(Initials and surname of joint holders, if any)

Please read the notes on the reverse side hereof

**This form of proxy is not for use by holders of American Depositary Shares, CHESSE Depositary Interests and Ghanaian Depositary Shares**

# Form of proxy *cont.*

## NOTES:

1. A form of proxy is only to be completed by those ordinary shareholders who are:
  - 1.1 holding ordinary shares in certificated form; or
  - 1.2 recorded in sub-registered dematerialised electronic form in "own name".
2. Shareholders who have dematerialised their shares (other than those whose shareholding is recorded in their own name in the sub-register maintained by their CSDP) who wish to attend the annual general meeting in person, will need to request their CSDP to provide them with the necessary authority in terms of the custody agreement entered into between the dematerialised shareholder and the CSDP.
3. 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 annual 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 annual general meeting whose name appears first on the list of names overleaf, shall be the validly appointed proxy for the shareholder at the annual general meeting.
4. 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 annual general meeting as he/she deems fit in respect of all the shareholder's votes exercisable at the annual general meeting.
5. Any alteration or correction made to this form of proxy must be signed in full and not initialled by the signatory.
6. 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.
7. When there are joint holders of shares, any one holder may sign the form of proxy.
8. The completion and lodging of this form of proxy will not preclude the shareholder who grants the proxy from attending the annual 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.
9. The chairman of the annual 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.
10. Completed forms of proxy should be returned to one of the undermentioned addresses by no later than 11:00 (South African time) on Tuesday, 12 May 2009:

Computershare Investor Services	Ground Floor, 70 Marshall Street, Johannesburg 2001 (Proprietary) Limited (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

# CDI

## voting instruction form FOR COMPLETION BY AUSTRALIAN HOLDERS OF CHESS DEPOSITARY INTERESTS ("CDIS")



**ANGLOGOLD ASHANTI**

(Incorporated in the Republic of South Africa)  
(Registration number 1944/017354/06)  
ISIN: ZAE000043485 JSE share code: ANG  
GhSE codes: Share: AGA: GhDSs:AAD  
("AngloGold Ashanti" or "the company")

Holders of CHESS Depository Interests (CDIs) should use this form to direct CHESS Depository Nominees Pty Limited how to vote on the resolutions as detailed below. The CDI Voting Instruction Form gives your voting instructions to CHESS Depository Nominees Pty Limited to enable them to vote the underlying ordinary shares on your behalf. Please Note: Every 5 CDIs carries the right to one vote.

I/We

being a holder of CHESS Depository Interests (CDIs) of the company direct CHESS Depository Nominees Pty Limited to vote for me in respect of all the CDIs held in my/our name at the annual general meeting of the company to be held in the Auditorium, Turbine Square, 76 Jeppe Street, Newtown, Johannesburg, South Africa, on Friday, 15 May 2009 at 11:00 (South African Time) and at any adjournment thereof. I direct CHESS Depository Nominees Pty Limited to vote as follows:

Please indicate with an "X" in the appropriate spaces how votes are to be cast	For	Against	Abstain
<b>Ordinary business</b>			
<b>1. Ordinary Resolution No. 1</b> Adoption of financial statements			
<b>2. Ordinary Resolution No. 2</b> Re-appointment of Ernst & Young Inc. as auditors of the company			
<b>3. Ordinary Resolution No. 3</b> Re-election of Mr RP Edey as a director			
<b>4. Ordinary Resolution No. 4</b> General Authority to directors to allot and issue ordinary shares			
<b>5. Ordinary Resolution No. 5</b> Authority to directors to issue ordinary shares for cash			
<b>Special Business</b>			
<b>6. Ordinary Resolution No. 6</b> Increase in non-executive directors' fees			
<b>7. Ordinary Resolution No. 7</b> General authority to directors to issue convertible bonds			
<b>8. Special Resolution No. 1</b> Increase in share capital			
<b>9. Special Resolution No. 2</b> Amendments to the company's Articles of Association			

### NOTES:

1. All the votes need not be exercised, neither need all votes be cast in the same way, but the total of the votes cast and in respect of which abstention is directed may not exceed the total of the votes exercisable.
2. Any alteration or correction made to this Voting Instruction Form must be signed in full and not initialled by the signatory.
3. When there are joint holders of CDIs, any one holder may sign the Voting Instruction Form.
4. Documentary evidence establishing the authority of a person signing the Voting Instruction Form in the capacity as Power of Attorney must be attached, unless previously recorded by the share registrars.
5. Signature of the Voting Instruction Form on behalf of a company must be in accordance with that company's constitution and the signatory must state his/her office in the company concerned.
6. Completed CDI Voting Instruction Forms should be returned to Computershare Investor Services Pty Limited, Level 2, 45 St George's Terrace, Perth WA 6000 or GPO Box D182, Perth WA 6840 by no later than 11:00 Perth, Australia, time on Monday, 11 May 2009.

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2009

Name in BLOCK LETTERS \_\_\_\_\_ Signature \_\_\_\_\_  
(Initials and surname of joint holders, if any)

## voting instruction form FOR COMPLETION BY HOLDERS OF GHANA DEPOSITARY SHARES (GhDSs)



**ANGLOGOLD ASHANTI**

(Incorporated in the Republic of South Africa)  
(Registration number 1944/017354/06)  
ISIN: ZAE000043485 JSE share code: ANG  
GhSE codes: Share: AGA: GhDSs:AAD  
("AngloGold Ashanti" or "the company")

This GhDS Voting Instruction Form is to enable you to instruct NTHC Limited, as Depositary, how to vote on the resolutions detailed below on your behalf. Please note: every 100 GhDSs has one underlying AngloGold Ashanti ordinary share and carries the right to one vote.

I/We \_\_\_\_\_

(Name in BLOCK LETTERS)

being the registered holder(s) of GhDSs of the company direct NTHC Limited to vote for me/us in respect of all the GhDSs held in my/our name at the annual general meeting of the company to be held in the Auditorium, 76 Jeppe Street, New Town, Johannesburg, South Africa, on Friday, 15 May 2009 at 11:00 (South African Time) and at any adjournment thereof. I/we direct NTHC Limited to vote as follows:

Please indicate with an "X" in the appropriate spaces how votes are to be cast	For	Against	Abstain
<b>Ordinary business</b>			
<b>1. Ordinary Resolution No. 1</b> Adoption of financial statements			
<b>2. Ordinary Resolution No. 2</b> Re-appointment of Ernst & Young Inc. as auditors of the company			
<b>3. Ordinary Resolution No. 3</b> Re-election of Mr RP Edey as a director			
<b>4. Ordinary Resolution No. 4</b> General Authority to directors to allot and issue ordinary shares			
<b>5. Ordinary Resolution No. 5</b> Authority to directors to issue ordinary shares for cash			
<b>Special Business</b>			
<b>6. Ordinary Resolution No. 6</b> Increase in non-executive directors' fees			
<b>7. Ordinary Resolution No. 7</b> General authority to directors to issue convertible bonds			
<b>8. Special Resolution No. 1</b> Increase in share capital			
<b>9. Special Resolution No. 2</b> Amendments to the company's Articles of Association			

### NOTES:

- The right to vote on each of the resolutions need not be exercised, neither need all the votes be cast in the same way.
- Any alteration or correction made to this Voting Instruction Form must be signed in full and not initialled by the signatory.
- In the case of joint holders of GhDSs, any one holder may sign the Voting Instruction Form.
- Documentary evidence establishing the authority of a person signing the Voting Instruction Form in the capacity as Power of Attorney must be attached, unless previously recorded by the Depositary.
- Signature of the Voting Instruction Form on behalf of a company must be in accordance with that company's constitution and the signatory must state his/her office in the company concerned.
- Completed GhDS Voting Instruction Forms should be returned to NTHC Limited, Martco House, off Kwame Nkrumah Avenue, PO Box KIA 9563 Airport, Accra, Ghana by no later than 11:00 Ghana time on Tuesday, 12 May 2009.

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2009

Name in BLOCK LETTERS \_\_\_\_\_ Signature \_\_\_\_\_  
(Initials and surname of joint holders, if any)

It is understood that, if this form is not signed and returned, the Depositary will not vote for resolutions.