

ANGLOGOLD ASHANTI LTD

Form 20-F

May 05, 2009

As filed with the Securities and Exchange Commission on May 5, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F

REGISTRATION STATEMENT PURSUANT TO SECTION 12(B) OR 12(G) OF THE SECURITIES EXCHANGE ACT OF 1934 OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2008

Commission file number: 1-14846

AngloGold Ashanti Limited

(Exact Name of Registrant as Specified in its Charter)

Republic of South Africa

(Jurisdiction of Incorporation or Organization)

76 Jeppe Street, Newtown, Johannesburg, 2001

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

South Africa

(Address of Principal Executive Offices)

Lynda Eatwell, Company Secretary, Telephone: +27 11 6376128, Facsimile: +27 11 6376677

E-mail: leatwell@anglogoldashanti.com, 76 Jeppe Street, Newtown, Johannesburg, 2001, South Africa

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

American Depositary Shares

New York Stock Exchange

Ordinary Shares

New York Stock Exchange*

* Not for trading, but only in connection with the registration of American Depositary Shares pursuant to the requirements of

the Securities and Exchange Commission

Securities registered pursuant to Section 12(g) of the Act:

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the

period covered by the annual report:

Ordinary Shares of 25 ZAR cents each

353,483,410

E Ordinary Shares of 25 ZAR cents each

3,966,941

A Redeemable Preference Shares of 50 ZAR cents each

2,000,000

B Redeemable Preference Shares of 1 ZAR cent each

778,896

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes

No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant

to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to

file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer.

See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

(Check one): Large Accelerated Filer Accelerated Filer Non-Accelerated Filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued by the International Accounting Standards Board Other

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

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PRESENTATION OF INFORMATION

AngloGold Ashanti Limited

In this annual report on Form 20-F, unless the context otherwise requires, references to AngloGold or AngloGold Ashanti, the Company, the company and the group, are references to AngloGold Ashanti Limited or, as appropriate, subsidiaries and associate companies of AngloGold Ashanti.

US GAAP financial statements

The audited consolidated financial statements contained in this annual report on Form 20-F for the years ended December 31, 2008, 2007 and 2006 and as at December 31, 2008 and 2007 have been prepared in accordance with U.S. generally accepted accounting principles (US GAAP).

IFRS financial statements

As a company incorporated in the Republic of South Africa, AngloGold Ashanti also prepares annual audited consolidated financial statements and unaudited consolidated quarterly financial statements in accordance with International Financial Reporting Standards (IFRS). These financial statements (referred to as IFRS statements) are distributed to shareholders and are submitted to the JSE Limited (JSE), as well as the London, New York, Australian and Ghana stock exchanges and Paris and Brussels bourses and are submitted to the US Securities and Exchange Commission (SEC) on Form 6-K.

Currency

AngloGold Ashanti presents its consolidated financial statements in United States dollars.

In this annual report, references to rands, ZAR and R are to the lawful currency of the Republic of South Africa, references to US dollars, dollar or \$ are to the lawful currency of the United States, references to € are to the lawful currency of the European Union, references to C\$ are to the lawful currency of Canada, references to ARS and peso are to the lawful currency of Argentina, references to AUD and A\$ are to the lawful currency of Australia, references to BRL are to the lawful currency of Brazil and references to GHC, cedi or ¢ are to the lawful currency of Ghana.

See “Item 3A.: Selected financial data – Exchange rate information” for historical information regarding the US dollar/South African rand exchange rate. On April 29, 2009 the interbank US dollar/South African rand exchange rate as reported by OANDA Corporation was R8.8039/\$1.00.

Non-GAAP financial measures

In this annual report on Form 20-F, AngloGold Ashanti presents the financial items “total cash costs”, “total cash costs per ounce”, “total production costs” and “total production costs per ounce” which have been determined using industry guidelines and practices promulgated by the Gold Institute and are not US GAAP measures. An investor should not consider these items in isolation or as alternatives to production costs, net income/(loss) applicable to common shareholders, income/(loss) before income tax provision, net cash provided by operating activities or any other measure of financial performance presented in accordance with US GAAP. While the Gold Institute has provided definitions for the calculation of total cash costs and total production costs, the calculation of total cash costs, total cash costs per ounce, total production costs and total production costs per ounce may vary significantly among gold mining companies, and by themselves do not necessarily provide a basis for comparison with other gold mining companies. See “Glossary of selected terms – Financial terms – Total cash costs” and – “Total production costs” and “Item 5A.: Operating results – Total cash costs and total production costs”.

Shares and shareholders

In this annual report on Form 20-F, references to ordinary shares, ordinary shareholders and shareholders/members, should be read as common stock, common stockholders and stockholders, respectively, and vice versa.

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CERTAIN FORWARD-LOOKING STATEMENTS

Certain statements contained in this document, other than statements of historical fact, contain forward-looking statements regarding AngloGold Ashanti's operations, economic performance or financial condition, including, without limitation, those concerning: AngloGold Ashanti's strategy to reduce its gold hedging position including the extent and effect of the hedge reduction, the economic outlook for the gold mining industry, expectations regarding spot and received gold prices, production, cash costs and other operating results, growth prospects and outlook of AngloGold Ashanti's operations individually or in the aggregate, including the completion and commencement of commercial operations of certain of AngloGold Ashanti's exploration and production projects and the completion of acquisitions and dispositions, including the disposition of AngloGold Ashanti's interest in the Boddington project, AngloGold Ashanti's liquidity and capital resources and expenditure, and the outcome and consequences of any pending litigation proceedings.

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 such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to be correct. Accordingly, results could differ materially from those set out in the forward-looking statements as a result of, among other factors, changes in economic and market conditions, success of business and operating initiatives, changes in the regulatory environment and other government actions, fluctuations in gold prices and exchange rates, business and operational risk management and other factors as determined in "Item 3D.: Risk factors" and elsewhere in this annual report. 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.

AngloGold Ashanti undertakes no obligation to update publicly or release any revisions to these forward-looking statements to reflect events or circumstances after the date of the annual report or to reflect the occurrence of unanticipated events. All subsequent written or oral forward-looking statements attributable to AngloGold Ashanti or any person acting on its behalf are qualified by the cautionary statements herein.

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GLOSSARY OF SELECTED TERMS

The following explanations are not intended as technical definitions but should assist the reader in understanding terminology used in this annual report. Unless expressly stated otherwise, all explanations are applicable to both underground and surface mining operations.

Mining terms

BIF

Banded Ironstone Formation. A chemically formed iron-rich sedimentary rock.

By-products

Any products that emanate from the core process of producing gold, including silver, uranium and sulfuric acid.

Calc-silicate rock

A metamorphic rock consisting mainly of calcium-bearing silicates such as diopside and wollastonite, and formed by metamorphism of impure limestone or dolomite.

Carbon-in-leach (CIL)

Gold is leached from a slurry of gold ore with cyanide in agitated tanks and adsorbed on to carbon granules in the same circuit.

The carbon granules are separated from the slurry and treated in an elution circuit to remove the gold.

Carbon-in-pulp (CIP)

Gold is leached conventionally from a slurry of gold ore with cyanide in agitated tanks. The leached slurry then passes into the

CIP circuit where carbon granules are mixed with the slurry and gold is adsorbed on to the carbon. The granules are separated

from the slurry and treated in an elution circuit to remove the gold.

Comminution

Comminution is the crushing and grinding of ore to make gold available for treatment. (See also 'Milling').

Contained gold

The total gold content (tons multiplied by grade) of the material being described.

Cut-off Grade (Surface Mines)

The minimum grade at which a unit of ore will be mined and treated to achieve a desired economic outcome.

Depletion

The decrease in quantity of ore in a deposit or property resulting from extraction or production.

Development

The process of accessing an orebody through shafts and/or tunneling in underground mining operations.

Diorite

An igneous rock formed by the solidification of molten material (magma).

Doré

Impure alloy of gold and silver produced at a mine to be refined to a higher purity, usually consisting of 85 percent gold on average.

Electro-winning

A process of recovering gold from solution by means of electrolytic chemical reaction into a form that can be smelted easily into gold bars.

Elution

Recovery of the gold from the activated carbon into solution before zinc precipitation or electro-winning.

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Grade

The quantity of gold contained within a unit weight of gold-bearing material generally expressed in ounces per short ton of ore (oz/t), or grams per metric tonne (g/t).

Greenschist

A schistose metamorphic rock whose green color is due to the presence of chlorite, epidote or actinolite.

Leaching

Dissolution of gold from crushed or milled material, including reclaimed slime, prior to adsorption on to activated carbon.

Life-of-mine (LOM)

Number of years that the operation is planning to mine and treat ore, and is taken from the current mine plan.

Metallurgical plant

A processing plant erected to treat ore and extract gold.

Milling

A process of reducing broken ore to a size at which concentrating can be undertaken. (See also 'Comminution').

Mine call factor

The ratio, expressed as a percentage, of the total quantity of recovered and unrecovered mineral product after processing with the amount estimated in the ore based on sampling. The ratio of contained gold delivered to the metallurgical plant divided by the estimated contained gold of ore mined based on sampling.

Mineral deposit

A mineral deposit is a concentration (or occurrence) of material of possible economic interest in or on the Earth's crust.

Ore Reserve

That part of a mineral deposit which could be economically and legally extracted or produced at the time of the Ore Reserve determination.

Ounce (oz) (troy)

Used in imperial statistics. A kilogram is equal to 32.1507 ounces. A troy ounce is equal to 31.1035 grams.

Pay limit

The grade of a unit of ore at which the revenue from the recovered mineral content of the ore is equal to the total cash cost, as well as Ore Reserve development and stay-in-business capital. This grade is expressed as an in-situ value in grams per tonne or ounces per short ton (before dilution and mineral losses).

Precipitate

The solid product of chemical reaction by fluids such as the zinc precipitation referred to below.

Probable Reserve

Ore Reserves for which quantity and grade are computed from information similar to that used for Proven Reserves, but the sites for inspection, sampling, and measurement are further apart or are otherwise less adequately spaced. The degree of assurance, although lower than that for Proven Reserves, is high enough to assume continuity between points of observation.

Productivity

An expression of labor productivity based on the ratio of grams of gold produced per month to the total number of employees in underground mining operations.

Proven Reserve

Ore Reserves for which the (a) quantity is computed from dimensions revealed in outcrops, trenches, workings or drill holes;

grade is computed from the results of detailed sampling and (b) the sites for inspection, sampling and measurement are

spaced so closely and the geologic character is so well defined that size, shape, depth and mineral content of the Ore Reserves are well established.

Project capital

Capital expenditure to either bring a new operation into production; to materially increase production capacity; or to materially

extend the productive life of an asset.

Reclamation

In the South African context, reclamation describes the process of reclaiming slimes (tailings) dumps using high-pressure

water cannons to form slurry which is pumped back to the metallurgical plants for processing.

Recovered grade

The recovered mineral content per unit of ore treated.

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Reef

A gold-bearing sedimentary horizon, normally a conglomerate band that may contain economic levels of gold.

Refining

The final purification process of a metal or mineral.

Rehabilitation

The process of reclaiming land disturbed by mining to allow an appropriate post-mining use. Rehabilitation standards are

defined by country-specific laws including, but not limited to the South African Department of Minerals and Energy, the

US Bureau of Land Management, the US Forest Service, and the relevant Australian mining authorities, and address among

other issues, ground and surface water, topsoil, final slope gradient, waste handling and re-vegetation issues.

Seismic event

A sudden inelastic deformation within a given volume of rock that radiates detectable seismic waves (energy) which results

from mining activities.

Shaft

A vertical or sub-vertical excavation used for accessing an underground mine; for transporting personnel, equipment and

supplies; for hoisting ore and waste; for ventilation and utilities; and/or as an auxiliary exit.

Skarn

A rock of complex mineralogical composition, formed by contact metamorphism and metasomatism of carbonate rocks.

Smelting

A pyro-metallurgical operation in which gold is further separated from impurities.

Stope

Underground excavation where the orebody is extracted.

Stoping

The process of excavating ore underground.

Stripping ratio

The ratio of waste tonnes to ore tonnes mined calculated as total tonnes mined less ore tonnes mined divided by ore

tonnes

mined.

Syngenetic

Formed contemporaneously with the deposition of the sediment.

Tailings

Finely ground rock of low residual value from which valuable minerals have been extracted.

Tailings dam (slimes dam)

Dam facilities designed to store discarded tailings.

Tonne

Used in metric statistics. Equal to 1,000 kilograms.

Ton

Used in imperial statistics. Equal to 2,000 pounds. Referred to as a short ton.

Tonnage

Quantity of material measured in tons or tonnes.

Waste

Material that contains insufficient mineralization for consideration for future treatment and, as such, is discarded.

Yield

The amount of valuable mineral or metal recovered from each unit mass of ore expressed as ounces per short ton or grams

per metric tonne.

Zinc precipitation

Zinc precipitation is the chemical reaction using zinc dust that converts gold in solution to a solid form for smelting into unrefined gold bars.

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Financial terms

Average number of employees

The monthly average number of production and non-production employees and contractors employed during the year, where contractors are defined as individuals who have entered into a fixed-term contract of employment with a group company or subsidiary.

Capital expenditure

Total capital expenditure on tangible assets.

Discontinued operations

An operation that, pursuant to single plan, has been disposed of or abandoned or is classified as held-for-sale until conditions precedent to the sale have been fulfilled.

Effective tax rate

Current and deferred taxation as a percentage of profit before taxation.

Monetary asset

An asset which will be settled in a fixed or easily determinable amount of money.

Region

Defines the operational management divisions within AngloGold Ashanti and these are South Africa, Argentina, Australia, Brazil, Ghana, Guinea, Mali, Namibia, Tanzania and United States of America.

Related party

Parties are considered related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions.

Significant influence

The ability, directly or indirectly, to participate in, but not exercise control over, the financial and operating policy decision of an entity so as to obtain economic benefit from its activities.

Total cash costs

Total cash costs include site costs for all mining, processing and onsite administration, reduced by contributions from by-products and are inclusive of royalties and production taxes. Depreciation, depletion and amortization, rehabilitation, corporate administration, employee severance costs, capital and exploration costs are excluded. Total cash costs per ounce are the attributable total cash costs divided by the attributable ounces of gold produced.

Total production costs

Total cash costs plus depreciation, depletion and amortization, employee severance costs, rehabilitation and other non-cash costs. Corporate administration and exploration costs are excluded. Total production costs per ounce are the attributable total production costs divided by the attributable ounces of gold produced.

Weighted average number of ordinary shares

The number of ordinary shares in issue at the beginning of the year, increased by shares issued during the year,

weighted on a time basis for the period during which they have participated in the income of the group and increased by share options that are virtually certain to be exercised.

Currencies

\$, US\$ or dollar

United States dollars

ARS Argentinean peso

A\$ or AUD

Australian dollars

BRL Brazilian real

€ or Euro

European Euro

C\$ Canadian dollars

CHF Swiss francs

GHC, cedi or ¢

Ghanaian cedi

HKD

Hong Kong dollar

N\$ or NAD

Namibian dollars

Tsh Tanzanian Shillings

ZAR, R or rand

South African rands

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Abbreviations

ADS

American Depositary Share

ADR American Depositary Receipt

ASX

Australian Stock Exchange

bn Billion

capex Capital expenditure

CDI

Chess Depositary Interests

CLR

Carbon Leader Reef

FCFA

Francs Communauté Financière Africaine

FIFR

Fatal injury frequency rate per million hours worked

g Grams

g/t

Grams per tonne

g/TEC

Grams per total employee costed

GhDS

Ghanaian Depositary Share

GhSE

Ghana Stock Exchange

JORC

Australasian Code for Reporting Exploration results, Mineral Resources and Ore Reserves

JIBAR

Johannesburg interbank agreed rate

JSE

JSE Limited (the stock exchange in Johannesburg, South Africa)

King Code

the Code of Corporate Practices and Conduct representing the principles of good governance as laid out in the King Report on Corporate Governance for South Africa 2002

kg Kilograms

LSE

London Stock Exchange

LIBOR

London interbank offer rate

LOM Life-of-mine

LTIFR

Lost-time injury frequency rate per million hours worked

(1)

m²/TEC

Square meters per total employee costed

M or m

Meter or million, depending on the context

Moz Million ounces

Mt Million tonnes or tons

Mtpa

Million tonnes/tons per annum
NOSA
National Occupational Safety Association
NPSE
Normal Purchase Normal Sales Exemption
NYSE
New York Stock Exchange
oz Ounces (troy)
oz/t
Ounces per ton
RIFR
Reportable injury frequency rate per million hours worked
SAMREC
South African Code for the Reporting of Mineral Resources and Mineral Reserves
SEC
United States Securities and Exchange Commission
SRP
South African Securities Regulation Panel
SOX
Sarbanes-Oxley Act of 2002
t
Tons (short) or tonnes (metric)
tpm
Tonnes/tons per month
tpa
Tonnes/tons per annum
tpd
Tonnes/tons per day
VCR
Ventersdorp Contact Reef
VCT
Voluntary counseling and testing

(1) Note that AngloGold Ashanti utilizes the strictest definition in reporting Lost-Time Injuries in that it includes all Disabling Injuries (where an individual is unable to return to his place of regular work the next calendar day after the injury) and Restricted Work Cases (where the individual may be at work, but unable to perform full or regular duties on the next calendar day after the injury) within this definition.

Rounding of figures in this report may result in computational discrepancies.

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PART I

ITEM 1: IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISORS

Not applicable.

ITEM 2: OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3: KEY INFORMATION

3A.

SELECTED FINANCIAL DATA

The selected financial information set forth below for the years ended December 31, 2006, 2007 and 2008 has been derived from, and should be read in conjunction with, the US GAAP financial statements included under Item 18 of this annual report.

The selected financial information for the years ended December 31, 2004 and 2005 and as at December 31, 2004 and 2005 has been derived from the US GAAP financial statements not included in this annual report.

12

Year ended December 31,

2004

(1)(2)

2005

2006

2007

(3)

2008

(4)

\$ \$

\$

\$

\$

(in millions, except share and per share amounts)

Consolidated statement of income

Sales and other income

2,151

2,485

2,715

3,095

3,730

Product sales

(5)

2,096

2,453

2,683

3,048

3,655

Interest, dividends and other

55

32

32

47

75

Costs and expenses

2,176

2,848

2,811

3,806

4,103

Operating costs

(6)

1,517

1,842

1,785

2,167

2,452

Royalties

27

39

59
70
78
Depreciation, depletion and amortization
445
593
699
655
615
Impairment of assets
3
141
6
1
670
Interest expense
67
80
77
75
72
Accretion expense
8
5
13
20
22
(Profit)/loss on sale of assets, realization of loans, indirect taxes and other
(14)
(3)
(36)
10
(64)
Mining contractor termination costs
-
9
-
-
-
Non-hedge derivative loss
123
142
208
808
258
Loss from continuing operations before income tax equity income, minority interests and cumulative effect of accounting change
(25)
(363)

(96)			
(711)			
(373)			
Taxation benefit/(expense)			
132			
121			
(122)			
(118)			
(22)			
Minority interest			
(22)			
(23)	(29)	(28)	(42)
Equity income/(loss) in affiliates			
23			
39			
99			
41			
(149)			
Income/(loss) from continuing operations before cumulative effect of accounting change			
108			
(226)			
(148)			
(816)			
(586)			
Discontinued operations			
(11)			
(44)			
6			
2			
23			
Income/(loss) before cumulative effect of accounting change			
97			
(270)			
(142)			
(814)			
(563)			
Cumulative effect of accounting change			
–			
(22)			
–			
–			
–			
Net income/(loss) – applicable to common stockholders			97
(292)			
(142)			
(814)			
(563)			
Basic earnings/(loss) per common share (in \$)			
(7)			
From continuing operations			

0.43	(0.85)	
(0.54)		
(2.93)		
(1.86)		
Discontinued operations		
(0.04)		
(0.17)		
0.02		
0.01		
0.07		
Before cumulative effect of accounting change		0.39
(1.02)		
(0.52)		
(2.92)		
(1.79)		
Cumulative effect of accounting change		
–		
(0.08)		
–		
–		
–		
Net income/(loss) – applicable to common stockholders		0.39
(1.10)		
(0.52)		
(2.92)		
(1.79)		
Diluted earnings/(loss) per common share (in \$)		
(7)		
From continuing operations		
0.42	(0.85)	
(0.54)		
(2.93)		
(1.86)		
Discontinued operations		
(0.04)		
(0.17)		
0.02		
0.01		
0.07		
Before cumulative effect of accounting change		0.38
(1.02)		
(0.52)		
(2.92)		
(1.79)		
Cumulative effect of accounting change		
–		
(0.08)		
–		
–		
–		
Net income/(loss) – applicable to common stockholders		0.38

(1.10)

(0.52)

(2.92)

(1.79)

Dividend per common share (cents)

76

56

39

44

13

13

As at December 31,**2004****(1)(2)****2005** **2006****2007****(3)****2008****(4)**

\$

\$

\$

\$

\$

(in millions, except share and per share amounts)**Consolidated balance sheet data (as at period end)**

Cash and cash equivalents and restricted cash

302

204

482

514

619

Other current assets

1,115

1,197

1,394

1,599

2,328

Property, plants and equipment, deferred stripping, and acquired properties, net

6,654

6,439

6,266

6,807

5,579

Goodwill and other intangibles, net

591

550

566

591

152

Materials on the leach pad (long-term)

22

116

149

190

261

Other long-term assets, derivatives,
deferred taxation assets and other long-
term inventory

712

607

656

680

512

Total assets

9,396

9,113

9,513

10,381

9,451

Current liabilities

1,469

1,874

2,467

3,795

3,445

Provision for environmental rehabilitation

209

325

310

394

302

Deferred taxation liabilities

1,518

1,152

1,275

1,345

1,008

Other long-term liabilities, and derivatives

2,295

2,539

2,092

2,232

1,290

Minority interest

59

60

61

63

84

Stockholders' equity

3,846

3,163

3,308

2,552

3,322

Total liabilities and stockholders' equity

9,396

9,113

9,513

10,381

9,451

Capital stock (exclusive of long-term debt
and redeemable preferred stock)

10

10

10

10

12

Number of common shares as adjusted to
reflect changes in capital stock

264,462,894

264,938,432 276,236,153

277,457,471 353,483,410

Net assets

3,905

3,223

3,369

2,615

3,406

(1) *includes the results of operations and financial condition of Ashanti as of April 26, 2004. See "Item 4A.: History and development of the company".*

(2) *Excludes the results of operations and financial condition of the Freda-Rebecca mine sold with effect from September 1, 2004.*

See "Item 4A.: History and development of the company".

(3) *Includes the acquisition of 15 percent minority interest acquired in the Iduapriem and Teberebie mine with effect from*

September 1, 2007. See "Item 4A.: History and development of the company".

(4) *2008 results include the acquisition of the remaining 33 percent shareholding in the Cripple Creek and Victor Gold Mining*

Company with effect from July 1, 2008. In prior years, the investment was consolidated as a subsidiary. The 2008 treatment is

therefore consistent with that of prior years. See "Item 4A: History and development of the company".

(5) *Product sales represent revenue from the sale of gold.*

(6) *Operating costs include production costs, exploration costs, related party transactions, general and administrative, market*

development costs, research and development, employment severance costs and other.

(7) *The calculations of basic and diluted earnings/(loss) per common share are described in note 9 to the consolidated financial*

statements "(Loss)/earnings per common share". Amounts reflected exclude E Ordinary shares.

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Annual dividends

The table below sets forth the amounts of interim, final and total dividends paid in respect of the past five years in cents per ordinary share. In respect of 2008, AngloGold Ashanti's board of directors declared an interim dividend of 50 South African cents per ordinary share on July 30, 2008, with a record date of August 22, 2008, and a payment date of August 29, 2008, and a final dividend of 50 South African cents per ordinary share on February 6, 2009, with a record date of March 6, 2009 and a payment date of March 13, 2009.

Interim	Final	Total			
Interim	Final	Total			
Year ended December 31					
(South African cents per ordinary share)					
(US cents per ordinary share					
(1)					
)					
2004					
170	180	350	25.62	30.37	55.99
2005					
170					
62	232	26.09	9.86	35.95	
2006					
210	240	450	29.40	32.38	61.78
2007					
90					
53	143	12.44	6.60	19.04	
2008					
50			50		
100					
6.449					
4.999					
11.448					

(1)
Dividends for these periods were declared in South African cents. US dollar cents per share figures have been calculated based on exchange rates prevailing on each of the respective payment dates.

Future dividends will be dependent on AngloGold Ashanti's cash flow, earnings, planned capital expenditures, financial condition and other factors. AngloGold Ashanti will continue to manage capital expenditure in line with profitability and cash flow, and its approach to the dividend on the basis of prudent financial management. Under South African law, AngloGold Ashanti may declare and pay dividends from any capital and reserves included in total shareholders' equity calculated in accordance with IFRS, subject to its solvency and liquidity. Dividends are payable to shareholders registered at a record date that is after the date of declaration.

Dividends may be declared in any currency at the discretion of the AngloGold Ashanti board or AngloGold Ashanti shareholders at a general meeting. Currently, dividends are declared in South African rands and paid in Australian dollars, South African rands, British pounds and Ghanaian cedis. Dividends paid to registered holders of AngloGold Ashanti ADSs are paid in US dollars converted from South African rands by The Bank of New York, as depositary, in accordance with the deposit agreement. Exchange rate fluctuations may therefore affect the value of the dividends received by registered shareholders and distributions paid by the relevant depositary to investors holding AngloGold Ashanti securities.

Moreover, fluctuations in the exchange rates of the British pound and the US dollar may have affected and are likely to affect the US dollar price of the ADSs on the NYSE and the US dollar equivalents of the United Kingdom pound price of the ordinary shares on the London Stock Exchange (LSE). For details on taxation and exchange controls applicable to holders of ordinary shares or ADSs, see “Item 10D.: Exchange controls” and “Item 10E.: Taxation – Taxation of dividends”.

Exchange rate information

The following table sets forth, for the periods and dates indicated, certain information concerning US dollar/South African rand exchange rates expressed in rands per \$1.00. On April 29, 2009, the interbank rate between South African rands and US dollars as reported by OANDA Corporation was R8.8039/\$1.00.

Year ended December 31

High

Low

Year end

Average

(1)

2004

(2)

7.31

5.62

5.65

6.39

2005

(2)

6.92

5.64

6.33

6.35

2006

(2)

7.94

5.99

7.04

6.81
2007
(2)
7.49
6.45
6.81
7.03
2008
(2)
11.27
6.74
9.30
8.26
2009
(3)
10.70
8.58
—
9.74
(1)

The average rate of exchange on the last business day of each month during the year.

(2) Based on the noon buying rate in New York City for cable transfers as certified for customs purposes by the Federal Reserve

Bank of New York.

(3)

Through April 29, 2009 based on the interbank rate as reported by OANDA Corporation.

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Exchange rate information for the months of**High****Low**

October 2008

(1)

11.27 8.27

November 2008

(1)

10.64 9.63

December 2008

(1)

10.47 9.30

January 2009

(2)

10.26 9.35