

# Form of Proxy



ANGLOGOLD ASHANTI LIMITED  
 (Incorporated in the Republic of South Africa)  
 (Registration No. 1944/017354/06)  
 ISIN: ZAE000043485 JSE Share code: ANG  
 ("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 Wednesday, 11 May 2011, 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>			
1. <b>Ordinary Resolution No. 1</b> Adoption of financial statements			
2. <b>Ordinary Resolution No. 2</b> Re-appointment Ernst & Young Inc. as auditors of the company			
3. <b>Ordinary Resolution No. 3</b> Election of Mr TT Mboweni as a director and chairman			
4. <b>Ordinary Resolution No. 4</b> Election of Mr F Ohene-Kena as a director			
5. <b>Ordinary Resolution No 5</b> Election of Mr R Gasant as a director			
6. <b>Ordinary Resolution No 6</b> Re-election of Mr WA Nairn as a director			
7. <b>Ordinary Resolution No 7</b> Re-election of Mr SM Pityana as a director			
8. <b>Ordinary Resolution No. 8</b> Appointment of Prof L W Nkuhlu as a member of the audit and corporate governance committee of the company			
9. <b>Ordinary Resolution No. 9</b> Appointment of Mr F B Arisman as a member of the audit and corporate governance committee of the company			
10. <b>Ordinary Resolution No. 10</b> Appointment of Mr R Gasant as a member of the audit and corporate governance committee of the company			
11. <b>Ordinary Resolution No. 11</b> General Authority to directors to allot and issue ordinary shares			
12. <b>Ordinary Resolution No. 12</b> Authority to directors to issue ordinary shares for cash			

Please indicate with an "X" in the appropriate spaces how votes are to be cast	For	Against	Abstain
<b>Special Business</b>			
<b>13. Ordinary Resolution No. 13</b> Amendment to the Long-Term Incentive Plan 2005:			
<b>14. Non-Binding Advisory Resolution No. 14</b> Approval of the AngloGold Ashanti remuneration policy			
<b>15. Special Resolution No. 1</b> Increase in Non-Executive Directors' Board Fees			
<b>16. Special Resolution No. 2</b> Increase in Non-Executive Directors' Board Committee Fees			
<b>17. Special Resolution No. 3</b> Acquisition of company's own shares			

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 \_\_\_\_\_ 2011

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, CHESS Depositary Interests and Ghanaian Depositary Shares**

**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 Monday, 9 May 2011:

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

Computershare Investor Services  
Level 2, 45 St George's Terrace, Perth, WA 6000  
Pty Limited (GPO Box D182, Perth, WA 6840)  
Australia

Computershare Investor Services PLC  
PO Box 82, The Pavilions, Bridgwater Road  
Bristol BS99 7NH, England, United Kingdom

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