



**AngloGold Ashanti Limited**

*(Incorporated in South Africa with limited liability under registration number 1944/017354/06)*

**Issue of R174,000,000 Senior Unsecured Floating Rate Notes  
Under its R10,000,000,000 Domestic Medium Term Note Programme with a Stock Code ANG012**

This document constitutes the Applicable Pricing Supplement relating to the issue of Notes described in this Applicable Pricing Supplement.

This Applicable Pricing Supplement must be read in conjunction with the Programme Memorandum issued by AngloGold Ashanti Limited dated 29 November 2013, as amended. To the extent that there is any conflict or inconsistency between the contents of this Applicable Pricing Supplement and the Programme Memorandum, the provisions of this Applicable Pricing Supplement shall prevail.

Any capitalised terms not defined in this Applicable Pricing Supplement shall have the meanings ascribed to them in the Terms and Conditions. References in this Applicable Pricing Supplement to the Terms and Conditions are to the section of the Programme Memorandum headed "*Terms and Conditions of the Notes*". References to any Condition in this Applicable Pricing Supplement are to that Condition of the Terms and Conditions.

The Issuer certifies that to the best of its knowledge and belief there are no facts that have been omitted from the Programme Memorandum which would make any statement false or misleading and that all reasonable enquires to ascertain such facts have been made and that the Programme Memorandum contains all information required by Applicable Law and the JSE Listings Requirements. The Issuer accepts full responsibility for the information contained in the Programme Memorandum, the Applicable Pricing Supplements and the annual financial report and any amendments to the annual financial report or any supplements from time to time, except as otherwise stated therein.

The JSE assumes no responsibility or liability of whatsoever nature for the contents of the Programme Memorandum or this Applicable Pricing Supplement or the annual financial report or any other information incorporated by reference into the Programme Memorandum (as amended or restated from time to time), and the JSE makes no representation as to the accuracy or completeness of the Programme Memorandum or this Applicable Pricing Supplement, the annual financial report or any other information incorporated by reference into the Programme Memorandum (as amended or restated from time to time). The JSE expressly disclaims any liability for any loss arising from or in reliance upon the whole or any part of this Programme Memorandum or this Applicable Pricing Supplement or the annual financial report or any other information incorporated by reference into this Programme Memorandum (as amended or restated from time to time).

## DESCRIPTION OF THE NOTES

1. Issuer	AngloGold Ashanti Limited
2. Status of the Notes	Senior Notes
3. Security	Unsecured
4. Listed/Unlisted	Listed
5. Series number	12
6. Tranche number	1
7. Aggregate Principal Amount of this Tranche	R174,000,000
8. Interest/Payment Basis	Floating Rate
9. Issue Date(s) and first settlement date	06 June 2014
10. Minimum Denomination per Note	R1,000,000
11. Specified Denomination (Principal Amount per Note)	Notes are subject to a minimum denomination of R1,000,000
12. Issue Price(s)	100%
13. Applicable Business Day Convention, if different to that specified in the Terms and Conditions	Following Business Day
14. Interest Payment Dates	06 September 2014 and 06 December 2014 and 06 March 2015 and 06 June 2015
15. Interest Commencement Date	06 June 2014
16. Step-Up Date	N/A
17. Final Redemption Date	06 June 2015
18. Specified Currency	ZAR
19. Additional Business Centre	N/A
20. Maturity Amount	100% of the Principal Amount
21. Set out the relevant description of any additional/other Terms and Conditions relating to the Notes	N/A

22. Additional covenants	None
23. Additional events of default	None

#### **FLOATING RATE NOTES**

24. Interest Payment Date(s)	06 September 2014 and 06 December 2014 and 06 March 2015 and 06 June 2015
25. Interest Period(s)	From and including the applicable Interest Payment Date and ending on but excluding the following Interest Payment Date, the first Interest Period commencing on 06 June 2014 and ending the day before the next Interest Payment Date.
26. Manner in which the Interest Rate is to be determined	Screen Rate Determination
27. Margin/Spread for the Interest Rate	88 basis points per annum to be added to the relevant Reference Rate
28. Margin/Spread for the Step-Up Rate	N/A
29. If Screen Determination	
(a) Reference Rate (including relevant period by reference to which the Interest Rate is to be calculated)	3 month Jibar (5.800% as at 04 June 2014)
(b) Rate Determination Date(s)	04 June 2014, 06 September 2014, 06 December 2014, 06 March 2015 and 06 June 2015
(c) Relevant Screen page and Reference Code	Reuters page or successor page
30. If Interest Rate to be calculated otherwise than by reference to Screen Rate Determination, insert basis for determining Interest Rate/Margin/Fall back provisions	N/A

#### **PROVISIONS REGARDING REDEMPTION/ MATURITY**

31. Redemption at the option of the Issuer: if yes:	No
(a) Optional Redemption Date(s)	N/A
(b) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s)	N/A
(a) Minimum period of notice	N/A

(d) If redeemable in part:	
Minimum Redemption Amount(s)	N/A
Higher Redemption Amount(s)	N/A
(e) Other terms applicable on Redemption	
32. Redemption at the option of the holders of the Senior Notes (Put Option): if yes	No
(a) Optional Redemption Date(s) (Put)	N/A
(b) Optional Redemption Amount(s) (Put) and method, if any, of calculation of such amount(s)	N/A
(c) Minimum period of notice	N/A
(d) If redeemable in part:	
Minimum Redemption Amount(s)	N/A
Higher Redemption Amount(s)	N/A
(e) Other terms applicable on Redemption	
33. Redemption at the option of the holders of the Senior Notes upon a Change of Control in terms of Condition 8.6	Yes
34. Early Redemption Amount(s) payable on redemption for Taxation reasons in terms of Condition 8.3 or Optional Redemption following a Change of Control in terms of Condition 8.6 or redemption in terms of the Clean-Up Call Option in terms of Condition 8.7 early redemption following an Event of Default in terms of Condition 12 : if yes	Yes
(a) Early Redemption Amount and method, if any, of calculation of such amount	as per Condition 8.8

#### GENERAL

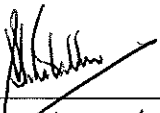
35. Additional selling restrictions	N/A
36. International Securities Numbering (ISIN)	ZAG000116575

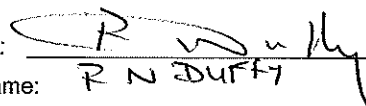
37. Stock Code	ANG012
38. Financial Exchange	The Interest Rate Market of the JSE
39. Dealer (s)	Absa Corporate and Investment Bank (a division of Absa Bank Limited)
40. If syndicated, names of Lead Manager(s)	N/A
41. Method of distribution	Dutch Auction (Sealed bid without feedback)
42. Corporate National Scale Rating assigned to the Issuer, date of such rating and date for review of such rating	S&P zaA- (long term) and zaA-2 (short term) as at 04 April 2014 which may be reviewed from time to time
43. Rating Agency (if any)	Standard & Poor
44. Governing Law	South Africa
45. Last Day to Register	By 17h00 on 26 August 2014, 25 November 2014, 23 February 2015 and 26 May 2015
46. Books Closed Period	27 August 2014, 26 November 2014, 24 February 2015 and 27 May 2015
47. Calculation Agent	FirstRand Bank Limited, acting through its Rand Merchant Bank division
48. Specified Office of the Calculation Agent	1 Merchant Place, Cnr Fredman Drive and Rivonia Road, Sandton, 2196
49. Transfer Agent	FirstRand Bank Limited, acting through its Rand Merchant Bank division
50. Specified Office of the Transfer Agent	1 Merchant Place, Cnr Fredman Drive and Rivonia Road, Sandton, 2196
51. Stabilisation Manager, if any	N/A
52. Programme Amount	R10,000,000,000
53. Aggregate Outstanding Principal Amount of Notes in issue on the Issue Date of this Tranche	R810,000,000 excluding this Tranche of Notes and the ANG012 Note to be issued on the Issue Date
54. Events of Default	See Condition 12
55. Other provisions	N/A

DISCLOSURE REQUIREMENTS IN TERMS OF PARAGRAPH 3(5) OF THE COMMERCIAL PAPER REGULATIONS – SEE APPENDIX "A"

Application is hereby made to list this Tranche of the Notes, as from 10 December 2013, pursuant to the AngloGold Ashanti Limited Domestic Medium Term Note Programme.

**ANGLOGOLD ASHANTI LIMITED**

By:   
Name: S. VENKATAKRISHNAN  
Director, duly authorised  
Date: 04 JUNE 2014  
SIGNED at Johannesburg

By:   
Name: R N DUFFY  
Director, duly authorised  
Date: 04 June 2014  
SIGNED at JOHANNESBURG

## APPENDIX "A"

### Disclosure Requirements in terms of paragraph 3(5) of the Commercial Paper Regulations

At the date of this Applicable Pricing Supplement:

#### Paragraph 3(5)(a)

The ultimate borrower is the Issuer.

#### Paragraph 3(5)(b)

The Issuer is a going concern and can in all circumstances be reasonably expected to meet its commitments under the Notes.

#### Paragraph 3(5)(c)

The auditor of the Issuer is Ernst & Young Inc.

#### Paragraph 3(5)(d)

As at the date of this issue:

- (a) the Issuer has issued R3 895 000 000 in Notes (excluding this Tranche of Notes and the ANG012 Note), of which R810,000,000 (excluding this Tranche of Notes and the ANG012 Note) remains outstanding; and
- (b) it is anticipated that the Issuer may issue additional Notes with an estimated nominal value of up to R1,000,000,000 during the remainder of its current financial year ending on 31 December 2014, in addition to this Note and the ANG012 Note

#### Paragraph 3(5)(e)

Prospective investors in the Notes are to consider this Applicable Pricing Supplement, the Programme Memorandum and the documentation incorporated therein by reference in order to ascertain the nature of the financial and commercial risks of an investment in the Notes. In addition, prospective investors in the Notes are to consider the latest audited financial statements of the Issuer which are incorporated into the Programme Memorandum by reference and which may be requested from the Issuer.

#### Paragraph 3(5)(f)

There has been no material adverse change in the Issuer's financial position since the date of its last audited financial statements.

#### Paragraph 3(5)(g)

The Notes issued will be listed, as stated in the Applicable Pricing Supplement.

Paragraph 3(5)(h)

The funds to be raised through the issue of the Notes are to be used by the Issuer for its general corporate purposes.

Paragraph 3(5)(i)

The Notes are unsecured.

Paragraph 3(5)(j)

Ernst & Young Inc., the auditors of the Issuer, have confirmed that nothing has come to their attention to indicate that this issue of Notes issued under the Programme will not comply in all respects with the relevant provisions of the Commercial Paper Regulations.