



ANTOFAGASTA PLC



Notice of Annual General Meeting 2023

10 May 2023, 2:00 PM

To be held as a hybrid meeting at Church House
Westminster, Dean's Yard, London SW1P 3NZ
and electronically by live broadcast using the
Summit platform (meetnow.global/AFGAGM2023).

This document is important and requires your immediate attention.

If you are in any doubt about its contents, you should consult a stockbroker, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 who specialises in advising in connection with shares and other securities. If you have sold or otherwise transferred all of your shares in Antofagasta plc, please send this document, together with the enclosed form(s) of proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank, or other agent through whom the sale or transfer was effected so that they can be passed to the person who now owns the shares. This document should be read in conjunction with the Annual Report and Financial Statements of Antofagasta plc in respect of the year ended 31 December 2022.

Incorporated in England and Wales
with Registered No. 1627889



Invitation from the Chairman



“The AGM is a valuable opportunity for you to ask questions to the Board and your participation in the AGM is important to the Company.”

Jean-Paul Luksic

Chairman

Dear shareholder

I am pleased to invite you to the 2023 Annual General Meeting (the “AGM”) of Antofagasta plc (the “Company”). The AGM will be held at 2:00 pm on 10 May 2023 at Church House Westminster, Dean’s Yard, London SW1P 3NZ.

The AGM is an important event and the Board is keen to encourage shareholders to attend this year’s AGM in person. However, in order to enable as many shareholders as possible to participate in the meeting we have decided to convene the meeting as a hybrid meeting, as we did in 2022. This enables shareholders to attend and participate (including voting) in the business of the AGM by either attending a physical location or by electronic means.

The formal notice of AGM is set out on pages 2 to 4 and an explanation of the business to be considered and voted on at the AGM is set out on pages 5 to 9. A user guide can be found on page 19 in respect of the electronic elements of the AGM, including instructions on how to join the meeting and submit your votes on the day.

As you will see, the resolutions to be proposed at the AGM this year cover substantially the same business as has been covered in previous AGMs.

Shareholders should check the Company’s website and announcements for the latest information on any additional procedures that will be in place at the AGM or any changes to the current arrangements.

Action to be taken

You will find enclosed separate forms of proxy for use at the AGM of the ordinary shareholders and preference shareholders (as applicable). Please complete, sign and submit each enclosed form as soon as possible in accordance with

the instructions printed on them, whether or not you intend to be present at the AGM (either electronically or in person). Completion of a form of proxy will not prevent you from attending in person and voting at the AGM should you subsequently decide to do so.

Whether you intend to participate in the meeting or not, you are strongly encouraged to appoint a proxy in advance of the meeting using one of the methods detailed in this notice. If you appoint the Chairman of the meeting as your proxy, this will ensure your votes are cast in accordance with your wishes.

Forms of proxy should be deposited (or submitted electronically at www.eproxypointment.com), with the registrars of the Company, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible, but in any event no later than 2:00 pm on 5 May 2023. CREST members wishing to use the CREST electronic appointment service are referred to Note 7 of the notice of AGM on page 10.

Recommendation

Your Directors consider that the resolutions described in this notice are in the best interests of shareholders as a whole and unanimously recommend shareholders to vote in favour of them.

Together with the Board, I would like to thank you for your continued support and look forward to meeting many shareholders on the day.

Yours sincerely

Jean-Paul Luksic

Chairman

Notice of Annual General Meeting

Notice is hereby given that the 2023 Annual General Meeting of Antofagasta plc (the “Company”) will be held as a hybrid meeting at Church House Westminster, Dean’s Yard, London SW1P 3NZ on 10 May 2023 at 2:00 pm and electronically, to consider and, if thought fit, pass the following resolutions.

Resolutions 19 to 22 (inclusive) will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

Ordinary resolutions

1. To receive the accounts and the reports of the Directors and of the auditors for the year ended 31 December 2022.
2. To approve the Directors’ and CEO Remuneration Report (excluding the Directors’ and CEO Remuneration Policy) for the year ended 31 December 2022.
3. To approve the Directors’ and CEO Remuneration Policy, the full text of which is set out in the Remuneration section of the Annual Report and Financial Statements of the Company for the year ended 31 December 2022, to take effect immediately after the end of the 2023 Annual General Meeting.
4. To declare a final dividend.
5. To re-elect Jean-Paul Luksic as a Director.
6. To re-elect Tony Jensen as a Director.
7. To re-elect Ramón Jara as a Director.
8. To re-elect Juan Claro as a Director.
9. To re-elect Andrés Luksic as a Director.
10. To re-elect Vivianne Blanlot as a Director.
11. To re-elect Jorge Bande as a Director.
12. To re-elect Francisca Castro as a Director.
13. To re-elect Michael Anglin as a Director.
14. To re-elect Eugenia Parot as a Director.
15. To re-elect as a director any person who has been appointed as a director by the Board in accordance with Article 29.1 of the Company’s Articles of Association after 23 March 2023 but prior to this Annual General Meeting.
16. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which the accounts are laid before the Company.
17. To authorise the Audit and Risk Committee for and on behalf of the Board to determine the remuneration of the auditors.
18. **THAT**, in substitution for all existing authorities, the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares (as defined in section 540 of the Companies Act 2006) in the Company or grant rights to subscribe for or to convert any security into shares in the Company:

- (a) up to an aggregate nominal amount of £16,430,945; and
- (b) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a further aggregate nominal amount of £16,430,945 in connection with an offer by way of a rights issue,

such authorities to apply until the earlier of the conclusion of the next annual general meeting of the Company or close of business on 9 August 2024 unless previously renewed, varied or revoked by the Company in general meeting, but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires, and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired. References in this Resolution 18 to the nominal amount of rights to subscribe for or to convert any security into shares (including where such rights are referred to as equity securities as defined in section 560(1) of the Companies Act 2006) are to the nominal amount of shares that may be allotted pursuant to the rights.

For the purposes of this Resolution 18, “rights issue” means an offer:

- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to holders of other equity securities (as defined in section 560(1) of the Companies Act 2006) as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, including an offer to which the Directors may impose any limits or restrictions or make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical

problems in, or under the laws of, any territory or any other matter.

Special resolutions

19. **THAT**, in substitution for all existing authorities and subject to the passing of Resolution 18, the Directors be generally empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash pursuant to the authority granted by Resolution 18 and/or pursuant to section 573 of the Companies Act 2006 to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Companies Act 2006, such authority to be limited:

- (a) to the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (b) of Resolution 18, such authority shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities (as defined in section 560(1) of the Companies Act 2006), as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions or make any other arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter;

- (b) to the allotment of equity securities pursuant to the authority granted by paragraph (a) of Resolution 18 and/or sale of treasury shares for cash (in each case otherwise than in the circumstances set out in paragraph (a) of this Resolution 19) up to an aggregate nominal amount of £4,929,283 (calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights); and

- (c) to the allotment of equity securities pursuant to the authority granted by paragraph (a) of Resolution 18 and/or sale of treasury shares for cash (in each case otherwise than in the circumstances set out in paragraph (a) or paragraph (b) of this Resolution 19) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) of this Resolution 19, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to apply until the earlier of the conclusion of the next annual general meeting of the Company or close of business on 9 August 2024 unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority hereby conferred had not expired.

For the purposes of this Resolution 19, "rights issue" has the same meaning as in Resolution 18 above.

20. **THAT**, in addition to any authority granted under Resolution 19, and subject to the passing of Resolution 18, the Directors be generally empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash pursuant to the authority granted by paragraph (a) of Resolution 18 and/or pursuant to section 573 of the Companies Act 2006 to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Companies Act 2006, such authority to be limited:

- (a) to the allotment of equity securities and/or sale of treasury shares for cash up to an aggregate nominal amount of £4,929,283 (calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights), such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or a specified capital

investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and

- (b) to the allotment of equity securities and/or sale of treasury shares for cash (in each case otherwise than in the circumstances set out in paragraph (a) of this Resolution 20) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) of this Resolution 20, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to apply until the earlier of the conclusion of the next annual general meeting of the Company or close of business on 9 August 2024 unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority conferred hereby had not expired.

21. **THAT** the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 5p in the capital of the Company ("**Ordinary Shares**"), provided that:

- (a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 98,585,669 (representing 10% of the issued ordinary share capital);
- (b) the minimum price (excluding expenses) which may be paid for an Ordinary Share is 5p;
- (c) the maximum price (excluding expenses) which may be paid for an Ordinary Share shall be the higher of:
(1) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that Ordinary Share is purchased; and (2) the higher of the price of the last independent trade and the highest current

independent bid for an Ordinary Share on the trading venue where the purchase is carried out;

- (d) this authority shall apply until the earlier of the conclusion of the next annual general meeting of the Company or close of business on 9 August 2024; and
- (e) the Company may make a contract to purchase Ordinary Shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of Ordinary Shares in pursuance of any such contract.

22. **THAT** a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

By order of the Board

Julian Anderson

Company Secretary

23 March 2023

103 Mount Street
London W1K 2TJ

Registered in England and Wales
Company No. 1627889

Explanatory notes to the resolutions

The explanatory notes that follow form part of the notice of the AGM and provide important information regarding the items of business to be considered at the AGM.

Resolutions 1 to 18 (inclusive) are proposed as ordinary resolutions. This means that for each of these resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 19 to 22 (inclusive) are proposed as special resolutions. This means that for each of these resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1

Annual Report and Financial Statements

Shareholders will be asked to receive the Annual Report and Financial Statements (the “**Annual Report**”) of the Company for the year ended 31 December 2022, together with the reports of the Directors and auditors thereon. The financial statements contained in the Annual Report comply with International Financial Reporting Standards.

Resolution 2

Remuneration Report

Resolution 2 is to approve the Directors’ and CEO Remuneration Report (other than the part that contains the Directors’ and CEO Remuneration Policy referred to in Resolution 3), which sets out how the 2020 Directors’ and CEO Remuneration Policy (which was approved by shareholders at the 2020 annual general meeting) was applied during the year ended 31 December 2022. The Directors’ and CEO Remuneration Report is included on pages 142 to 167 of the Annual Report and has been prepared in accordance with the requirements of section 421 of the Companies Act 2006 (and regulations made under that section) and the UK Corporate Governance Code.

The vote upon Resolution 2 is advisory. It is not specific to individual levels of remuneration and the Directors’ entitlement to remuneration is not conditional on it.

Resolution 3

Remuneration Policy

The Company is required to seek shareholder approval of the Directors’ remuneration policy at least every three years.

Resolution 3 is to approve the 2023 Directors’ and CEO Remuneration Policy (the “**Remuneration Policy**”) which is included on pages 149 to 154 of the Annual Report. The vote on this Resolution 3 is binding and, if approved by the shareholders, will supersede the 2020 Directors’ Remuneration Policy approved by shareholders at the 2020 annual general meeting. The Remuneration Policy has been prepared in accordance with the requirements of section 421 of the Companies Act 2006 (and regulations made under that section).

Subject to shareholder approval, the Remuneration Policy will take effect from the end of the AGM with the intention that it will remain in place for three years. If the Company wishes to change the Remuneration Policy within that three-year period, it will submit a revised remuneration policy to shareholders for approval.

Once the Remuneration Policy is approved, the Company will only make payments to current, prospective or former Directors in line with the approved Remuneration Policy, or otherwise following specific approval by shareholders. The Remuneration Policy will next be submitted to shareholders no later than the annual general meeting in 2026.

Resolution 4

Declaration of final dividend

Resolution 4 is to declare a final dividend. If approved, a final dividend of 50.5 cents per ordinary share will be paid on 12 May 2023 to shareholders on the register at close of business on 21 April 2023. An interim dividend of 9.2 cents per ordinary share was paid on 30 September 2022. This gives total dividends per ordinary share proposed in relation to 2022 of 59.7 cents per share. The total amount of dividends to ordinary shareholders proposed in relation to 2022 will be \$588.3 million.

Dividends are paid gross without deduction of United Kingdom income tax. The Company is a resident in the United Kingdom for tax purposes.

Resolutions 5 to 15

Re-election of all Directors

In accordance with provision 18 of the UK Corporate Governance Code, all the Directors are required to be subject to annual re-election by shareholders. Each of the Directors will stand for re-election at the AGM. The Chairman has confirmed that, following formal performance evaluation, all of those Directors continue to perform effectively and demonstrate commitment to their roles.

Biographical details for all the Directors at the date of this notice are set out on pages 13 to 18 to enable shareholders to take an informed decision on their re-election.

Resolutions 6, 11, 12, 13 and 14 relate to the re-election of Tony Jensen, Jorge Bande, Francisca Castro, Michael Anglin and Eugenia Parot who are the Directors at the date of this notice who meet all of the independence criteria set out in provision 10 of the UK Corporate Governance Code and who the Board has determined are independent Directors for the purposes of the UK Corporate Governance Code (the “Independent Directors”).

As the Company has a controlling shareholder, election or re-election of the Independent Directors must be approved by a majority vote of both:

1. the shareholders of the Company; and
2. the independent shareholders of the Company (that is, each shareholder of the Company entitled to vote on the election or re-election of Directors who is not a controlling shareholder of the Company).

Resolutions 6, 11, 12, 13 and 14 are therefore being proposed as ordinary resolutions on which all shareholders may vote. In addition, however, the Company will separately count the number of votes cast by independent shareholders in favour of each resolution (as a proportion of the total votes of independent shareholders cast on each resolution) to determine whether the threshold referred to in 2 above has been met. The Company will announce the results of these resolutions on this basis as well as announcing the results of the ordinary resolutions of all shareholders.

For these purposes, the votes controlled by the E. Abaroa Foundation (which is a controlling shareholder of the Company as it controls more than 30% of the voting rights in the Company) and of the other shareholders with whom it is acting in concert will therefore be excluded when calculating the votes of the independent shareholders as referred to in 2 above.

Under the Listing Rules, if a resolution to elect or re-elect an Independent Director is not approved by a majority vote of both the shareholders as a whole and the independent shareholders of the Company at the AGM, a further resolution may be put forward to be approved by the shareholders as a whole at a general meeting which must be held more than 90 days after the date of the first vote but within 120 days of the first vote. Accordingly, if any of Resolutions 6, 11, 12, 13 or 14 is not approved by a majority vote of the Company's independent shareholders at the AGM, the relevant Independent Director(s) will be treated as having been re-elected only for the period from the date of the AGM until the earlier of: (i) the close of any general meeting of the Company, convened for a date more than 90 days after the AGM but within 120 days of the AGM, to propose a further resolution to re-elect him or her; (ii) the date which is 120 days after the AGM; or (iii) the date of any announcement by the Board that it does not intend to hold a second vote.

In the event that the Independent Director's re-election is approved by a majority vote of all shareholders at a second meeting, the Independent Director will then be re-elected until the next annual general meeting.

The Company is also required to provide details of: (i) any previous or existing relationship, transaction or arrangement between an Independent Director and the Company, its Directors, any controlling shareholder or any associate of a controlling shareholder; (ii) why the Company considers the Independent Director will be an effective director; (iii) how the Company has determined that the Director is an independent Director; and (iv) the process by which the Company has selected the Independent Director. All applicable details are provided for the Independent Directors as part of their respective biographies below.

The Company has received confirmation from each of the Independent Directors that, except as disclosed in the biographical details set out on pages 13 to 18, he or she has (or has had) no existing or previous relationship, transaction or arrangement with the Company, its Directors, any controlling shareholder or any associate of a controlling shareholder.

As at the date of this notice, the Board is considering the possibility of appointing an additional, independent non-executive director pursuant to Article 29.1 of the Company's Articles of Association. The appointment may take place before the AGM is held. According to Article 30.1 of the Company's Articles of Association, all directors shall retire from office unless appointed or reappointed at the next annual general meeting. Therefore, if the appointment takes place before the AGM, the AGM will be asked to consider and, if thought fit, approve a resolution for the re-election of that person. As the appointment is still under consideration, it is not possible to provide with this notice, the name of, or details concerning, any prospective director. The Company can confirm, however, that it will send to shareholders a copy of the announcement made by it pursuant to the Listing Rules in relation to the appointment of any new director if and when it is made, together with any other information of which shareholders should be aware. Assuming that the Board determines that a new director is an independent director, the resolution to elect him or her will be treated in the same way as the resolutions to re-elect the existing Independent Directors described above.

Resolution 16

Re-appointment of auditors

The Company is required at each general meeting at which financial statements are presented to appoint auditors to hold office until the end of the next such meeting. PwC has indicated its willingness to be re-appointed to this office. Accordingly, Resolution 16 re-appoints PwC as auditors to the Company from the end of this AGM until the end of the Company's next annual general meeting in 2024.

The Company conducted a tender of its external audit during 2022 and Deloitte LLP has been selected as the Company's external auditor with effect from the 2024 financial year onwards. 2023 will therefore be the last financial year for which PwC holds office as the Company's external auditor.

Resolution 17

Remuneration of the auditors

Resolution 17 is to authorise the Audit and Risk Committee (for and on behalf of the Board) to determine the remuneration of the auditors, PwC.

Resolution 18

Authority to allot

The Companies Act 2006 prevents the Directors from allotting unissued shares of the Company unless they are authorised to do so by the shareholders in a general meeting or by the Articles of Association.

In 2023, the Investment Association updated its Share Capital Management Guidelines, stating that its members will regard as routine an authority to allot up to two-thirds of the existing issued share capital, provided that any amount in excess of one-third of existing issued shares should be applied to fully pre-emptive offers only (the 2016 guidelines stated that it should be applied to fully pre-emptive rights issues only). Although the Directors have decided to continue to follow the 2016 guidelines for another year, they intend to consider following the 2023 guidelines from the 2024 annual general meeting.

In accordance with the 2016 guidelines, the Directors are seeking authority to allot shares in the capital of the Company up to a maximum nominal amount of £32,861,890 (representing 657,237,800 ordinary shares of 5p each), which represents approximately two-thirds of the Company's issued ordinary share capital as at 22 March 2023 (being the last business day prior to the date of this notice). Of this amount, £16,430,945 (representing 328,618,900 ordinary shares of 5p each), which represents approximately one-third of the Company's issued ordinary share capital as at 22 March 2023 (being the last business day prior to the date of this notice), can only be allotted pursuant to a rights issue.

The authority will last until the earlier of the conclusion of the next annual general meeting of the Company or close of business on 9 August 2024.

The Directors have no present intention to exercise this authority. However, the Directors consider it appropriate to maintain the flexibility that this authority provides to be able to respond to market developments and to enable allotments to take place, if appropriate, to finance business opportunities as they arise.

As at 22 March 2023 (being the last business day prior to the date of this notice), no ordinary shares were held by the Company in treasury and the issued ordinary share capital of the Company has not changed since 23 March 2022.

Resolutions 19 and 20

Power of the Company to issue shares other than pro rata to its existing shareholders

The Companies Act 2006 prevents the Directors from issuing equity securities of the Company for cash other than pro rata to ordinary shareholders unless they are empowered to do so by special resolution or by the Articles of Association. Resolutions 19 and 20, which are proposed as special resolutions, will give the Directors the authority to allot ordinary shares or other equity securities (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings in certain circumstances and subject to certain limits. These disapplication authorities are in line with institutional shareholder guidance, and in particular, with the Statement of Principles of the Pre-Emption Group (the "**Pre-Emption Group Principles**").

In November 2022, the Pre-Emption Group updated their Pre-Emption Group Principles to allow the following annual disapplication of pre-emption rights:

- (1) 10% of issued ordinary share capital which may be issued on an unrestricted basis;
- (2) an additional 10% of issued ordinary share capital which may be issued for either "an acquisition or specified capital investment"; and
- (3) a limited follow-on offer to existing holders of securities not allocated shares under an issue made under either (1) or (2) above.

Resolution 19 will authorise the Directors to allot equity securities, pursuant to the authority given by Resolution 18, or to sell treasury shares for cash, in each case on a non-pre-emptive basis:

- (a) up to an aggregate nominal amount of £32,861,890 (representing 657,237,800 ordinary shares of 5p each), which represents approximately two-thirds of the Company's issued ordinary share capital as at 22 March 2023 (being the last business day prior to the date of this notice), to existing ordinary shareholders in proportion to their existing holdings and to holders of other equity securities if required by the rights of those securities, in each case subject to the right of the Board to impose necessary or appropriate limitations to deal with, for example, fractional entitlements and regulatory matters. Of this amount, £16,430,945 (representing 328,618,900 ordinary shares of 5p each), which represents approximately one-third of the issued ordinary share capital of the Company as at 22 March 2023 (being the last business day prior to the date of this notice), can only be allotted pursuant to a rights issue;
- (b) separately, up to an aggregate nominal amount of £4,929,283 (representing 98,585,660 ordinary shares of 5p each), which represents slightly less than 10% of the issued ordinary share capital of the Company as at 22 March 2023 (being the last business day prior to the date of this notice); and
- (c) up to a further aggregate nominal amount of £985,856 (representing 19,717,120 ordinary shares of 5p each), which represents slightly less than 2% of the issued ordinary share capital of the Company as at 22 March 2023 (being the last business day prior to the date of this notice) for the purposes only of a follow-on offer as described in the Pre-Emption Group Principles.

Resolution 20 will additionally authorise the Directors to allot equity securities or sell treasury shares for cash on a non-pre-emptive basis in connection with the financing (or refinancing, if the authority is to be used within 12 months after the original transaction) of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding 12-month period and is disclosed in the announcement of the allotment. The authority under Resolution 20 is limited to:

- (a) up to an aggregate nominal amount of £4,929,283 (representing 98,585,660 ordinary shares of 5p each), which represents slightly less than 10% of the issued ordinary share capital of the Company as at 22 March 2023 (being the last business day prior to the date of this notice); and
- (b) up to a further aggregate nominal amount of £985,856 (representing 19,717,120 ordinary shares of 5p each), which represents slightly less than 2% of the issued ordinary share capital of the Company as at 22 March 2023 (being the last business day prior to the date of this notice) for the purposes only of a follow-on offer as described in the Pre-Emption Group Principles.

Taken together, these authorities give the Directors authority to allot equity securities or to sell treasury shares for cash on a non-pre-emptive basis with an aggregate nominal value representing slightly less than 24% of the issued ordinary share capital of the Company as at 22 March 2023 (being the last business day prior to the date of this notice).

The authority in each of Resolution 19 and 20 includes the ability to issue up to 2% of the issued ordinary share capital of the Company for the purposes of a follow-on issue. The Pre-Emption Group Principles provide for follow-on offers as a possible means of enabling smaller and retail shareholders in the Company to participate in a non-pre-emptive equity issue when it may not be possible (for timing or other reasons) for them to participate in a particular placing being undertaken. The Pre-Emption Group Principles set out the expected features of any such follow-on offer, including in relation to qualifying shareholders, monetary caps on the amount qualifying shareholders can subscribe and the issue price of the shares.

The authorities in Resolutions 19 and 20 will last until the earlier of the conclusion of the next annual general meeting of the Company or close of business on 9 August 2024.

The Directors have no present intention to exercise these authorities. However, as with the authority in Resolution 18, the Directors consider it appropriate to maintain the flexibility that these authorities provide to be able to respond to market developments and to enable allotments to take place, if appropriate, to finance business opportunities as they arise, without making a pre-emptive offer to existing shareholders.

The Directors also confirm that they intend to follow the shareholder protections in Part 2B of the Pre-emption Group Principles as well as the expected features of a follow-on offer as set out in paragraph 3 of Part 2B of the Pre-emption Group Principles in relation to any follow-on offer.

Resolution 21

Power of the Company to purchase its own shares

At the 2022 annual general meeting, the Company was granted authority to purchase up to 98,585,669 of its own ordinary shares (which represented 10% of the issued ordinary share capital of the Company). The Directors now propose that this authority should be renewed.

The Directors have no present intention to exercise the authority sought by this resolution. However, the Directors believe that it is in the best interests of the shareholders that the Company has the flexibility to make market purchases of its own ordinary shares. The Directors intend to exercise this power only when, in light of market conditions prevailing at the time, they believe that the effect of such purchases will be to increase earnings per share and is in the best interests of shareholders generally. Any ordinary shares purchased in this way will either be cancelled or held in treasury. Resolution 21, which is proposed as a special resolution, specifies not only the maximum number of ordinary shares that the Company may acquire, but also the maximum and minimum prices at which they may be bought.

This authority will last until the earlier of the conclusion of the next annual general meeting of the Company or close of business on 9 August 2024. It is the Directors' intention to renew such authority at each further annual general meeting of the Company.

As at 22 March 2023 (being the last business day prior to the date of this notice), the Company had no warrants or options to subscribe for equity shares outstanding.

Resolution 22

Notice of general meetings

The Companies Act 2006 provides that all general meetings (except annual general meetings) must be held on 21 clear days' notice unless shareholders agree on an annual basis to a shorter notice period. A resolution to allow the Company to hold general meetings (other than annual general meetings) on 14 clear days' notice has been passed at each annual general meeting since this provision came into effect. This resolution, which is proposed as a special resolution, will renew the approval of the shorter notice period.

The shorter notice period will not be used as a matter of routine for general meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. The approval will be effective until the annual general meeting in 2024, when it is intended that a similar resolution will be proposed.

In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting in accordance with the Companies Act 2006.

Important notes in relation to the AGM

The following notes explain your general rights as a shareholder and your rights to attend and vote at the AGM, or to appoint someone else to do so on your behalf.

A shareholder of the Company may attend the AGM in person or, alternatively, the Board is offering electronic facilities for shareholders to attend, participate and vote electronically (further details of which can be found at the end of this notice).

1. To be entitled to attend and vote at the meeting either in person or electronically (and for the purposes of determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6:00 pm on 5 May 2023 (or, in the event of an adjournment, on the date which is two days, excluding any part of a day that is not a working day, before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline will be disregarded in determining the rights of any person to attend or vote at the meeting.
2. A shareholder of the Company is entitled to appoint a proxy to exercise all or any of his/her rights to attend, speak and vote (either in person or electronically) on his/her behalf at the meeting of the Company. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to different shares held by that shareholder. Shareholders are encouraged to vote on the resolutions in advance of the AGM by completing a proxy form appointing the Chairman of the meeting as their proxy, even if they intend to attend the AGM in person or electronically. This is to ensure that their vote is counted if they are unable to attend in person or electronically on the day. Appointing the Chairman of the meeting or another person of their choice as a proxy will not prevent shareholders from attending and voting in person or electronically.
3. A proxy form which may be used to appoint one or more proxies and to give them instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the registrars of the Company, Computershare Investor Services PLC on +44 (0)370 702 0159. To be valid, the purple-striped (or, for preference shareholders, blue-striped) form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited (or submitted electronically at www.eproxypointment.com) with the registrars of the Company, Computershare Investor Services PLC, The

Pavilions, Bridgwater Road, Bristol BS99 6ZY no later than 2:00 pm on 5 May 2023. A proxy form lodged electronically will be invalid unless it is lodged at the electronic address specified in this Note 3.

4. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same shares.
5. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
6. The statement of rights of shareholders in relation to the appointment of proxies in Notes 2 to 4 above does not apply to Nominated Persons. The rights described in these notes can only be exercised by a shareholder of the Company.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com/en.html). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/en.html). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID 3RA50) by the latest time(s) for receipt of proxy appointments

specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

8. The AGM is being held as a hybrid meeting, therefore all resolutions at the AGM will be decided by a poll, as required by the Articles of Association. On a poll, shareholders' votes are counted according to the number of shares held, ensuring an exact result.
9. Under section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with section 527 or section 528 of the Companies Act 2006. Where the Company is required to place a statement on a

website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

10. Any shareholder attending the meeting has the right to ask questions relating to the business being dealt with at the meeting. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:
 - (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - (b) the answer has already been given on a website in the form of an answer to a question; or
 - (c) it is undesirable in the interests of the Company or good order of the meeting that the question be answered.
11. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at www.antofagasta.co.uk.
12. Under section 338 and section 338A of the Companies Act 2006, shareholders meeting the threshold requirements in those sections have the right to require the Company: (i) to give, to shareholders of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 27 March 2023, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

13. As at 22 March 2023 (being the last business day prior to the date of this notice), the issued share capital of the Company consisted of 985,856,695 ordinary shares carrying one vote each and 2,000,000 5% cumulative preference shares carrying 100 votes each on a poll. Therefore, the total voting rights in the Company as at 22 March 2023 (being the last business day prior to the date of this notice) were 1,185,856,695.
14. Copies of the letters of appointment for, and contracts of services with, Directors will be available for inspection at:
 - (a) the Company's registered office at 103 Mount Street, London W1K 2TJ from the date this circular is dispatched to shareholders until the end of the AGM; and
 - (b) Church House Westminster, Dean's Yard, London SW1P 3NZ from 15 minutes before the AGM until the end of the AGM.
15. Electronic addresses provided in this notice or any related documentation cannot be used to communicate with the Company for any purpose other than those expressly stated in this notice.
16. In the case of joint holders of a share, only the vote of the senior holder who votes (or any proxy duly appointed by him/her) will be counted by the Company. The senior holder means the joint holder that is named first in the Register of Members of the Company.

Directors' biographies



Jean-Paul Luksic

Jean-Paul Luksic is Chairman of the Company and Chair of the Nomination and Governance Committee. He was appointed a Director in 1990 and has over 30 years' experience with Antofagasta. Prior to his appointment as Executive Chairman in 2004, he was Chief Executive Officer of the mining division, in which capacity he oversaw the development of the Los Pelambres and El Tesoro (Centinela Cathodes) mines. He became Non-Executive Chairman in 2014. He is a member of the board of Consejo Minero, the industry body representing the largest mining companies operating in Chile, a non-executive director of Quiñenco S.A. and other listed companies in the Quiñenco group, including Banco de Chile and Sociedad Matriz SAAM S.A., and Member of the board of Centro de Estudios Públicos, a not-for-profit academic foundation in Chile.

Jean-Paul Luksic continues to lead the Board highly effectively, drawing on his long experience with the Group (in both executive and non-executive roles). This experience and knowledge of the business is central to setting the Company's strategic direction and ensuring its long-term sustainable success.



Tony Jensen

Tony Jensen was appointed as a Non-Executive Director in 2020. He is the Senior Independent Director, Chair of the Audit and Risk Committee and sits on the Nomination and Governance, and Remuneration and Talent Management Committees. He is a mining engineer with over 35 years of mining experience in the United States and Chile in operational, financial, business development and management roles. Most recently, he served as President and Chief Executive Officer of Royal Gold, Inc. Prior to joining Royal Gold, Inc. in 2003, he held various senior operating positions in the United States and Chile, including as Mine General Manager of the Cortez joint-venture in Nevada, and in treasury, business development and a wide range of other operating roles at Placer Dome in the United States and Chile. He is a director of Black Hills Corporation, a publicly traded regional utility company listed on the New York Stock Exchange, and also a director of the University Advisory Board for the South Dakota School of Mines and Technology. He has previously served on the boards of Royal Gold, Inc. (from 2004 to 2020) and Golden Star Resources Limited (from 2012 to 2017).

The Company benefits from Tony Jensen's extensive knowledge of the global mining industry, together with his operating experience in both Chile and the United States.

Independence

Tony Jensen's independence was determined by reference to the relevant provisions of the UK Corporate Governance Code. The Board is satisfied that Tony Jensen is independent in character and judgement and that there are no relationships or circumstances which are likely to affect, or could appear to affect, his judgement.

Selection

The process followed by the Company for Tony Jensen's selection involved the engagement of external recruitment consultants, Spencer Stuart, the global executive search firm, who conducted a thorough search and identified a number of high-quality candidates. The Nomination and Governance Committee recommended the appointment of Tony Jensen to the Board and he became a Non-Executive director on 13 March 2020.



Ramón Jara

Ramón Jara was appointed as a Non-Executive Director in 2003. He is a member of the Sustainability and Stakeholder Management and Projects Committees. He is a lawyer with considerable legal and commercial experience in Chile and is Chairman of Fundación Minera Los Pelambres and a director of the Fundación Andrés Bello Luksic A., which are charitable foundations in Chile.

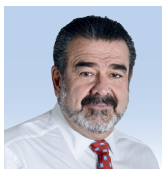
Ramón Jara's extensive legal and business experience, including as a long-standing Director of the Company, enables him to challenge and support the Board on its business performance and strategic decision-making. His specific expertise in legal, regulatory and public affairs matters contribute to the long-term sustainable success of the Company.



Juan Claro

Juan Claro was appointed as a Non-Executive Director in 2005. He sits on the Sustainability and Stakeholder Management Committee. He has extensive industrial experience in Chile, and has played an active role in the representation of Chilean industrial interests nationally and internationally. He is a former Chairman of the Sociedad de Fomento Fabril (Chilean Industrial Council), the Confederación de la Producción y del Comercio (Chilean Business Confederation), the Consejo Binacional de Negocios Chile-China (Council for Bilateral Business Chile-China) and Energía Coyanco S.A. He is currently Chairman of Coca-Cola Andina S.A. and is a director of Melón SA and Agrosuper. He is the country adviser in Goldman Sachs and is also a member of the governing board of Centro de Estudios Públicos, a Chilean not-for-profit academic foundation.

Juan Claro has extensive and diverse board-level experience across a range of industries. He brings to the Board strong executive leadership experience and strategic focus and an understanding of key stakeholder and investor issues, which are particularly valuable to shaping the Company's strategy and decision-making.



Andrónico Luksic

Andrónico Luksic was appointed as a Non-Executive Director in 2013. He has extensive experience across a range of business sectors throughout Chile, Latin America and Europe. He is Chairman of Quíenco S.A. and Compañía Cervecerías Unidas S.A., Vice-Chairman of Banco de Chile and Compañía Sudamericana de Vapores S.A., all of which are listed companies in the Quíenco group. He is also a director of Nexans S.A., a company listed on NYSE Euronext Paris and part owned by Quíenco S.A., and is a Member of the International Business Leaders Advisory Council of the Mayor of Shanghai, the International Advisory Council of the Brookings Institution, the Global Board of Advisors at the Council of Foreign Relations, and the Chairman's International Advisory Council of the Council of the Americas.

Andrónico Luksic's extensive Chilean and international experience brings great benefits to the Board. His expertise in a number of sectors and his deep understanding of the Company's investor base, combined with his strong leadership and strategic decision-making experience, are important to the Company's long-term sustainable success.



Vivianne Blanlot

Vivianne Blanlot was appointed as a Non-Executive Director in 2014. She is Chair of the Sustainability and Stakeholder Management Committee and sits on the Projects Committee. As Vivianne Blanlot has now served on the Board for over nine years, she is no longer considered to be "independent" according to the Board's tenure policy, which aligns with the UK Corporate Governance Code's guidance. As a result, she has rotated off the Nomination and Governance and Remuneration and Talent Management Committees.

She is an economist with extensive experience across the energy, mining, water and environmental sectors in the public and private sectors in Chile. She served as Executive director of Comisión Nacional de Medio Ambiente (the Environmental Agency in Chile), Undersecretary of Comisión Nacional de Energía (National Energy Commission in Chile), Minister of Defence for Chile and as a member of Consejo Para La Transparencia (the Transparency Council), the Chilean body responsible for enforcing transparency in the public sector, and as director of Empresas CMPC S.A. (a listed pulp, paper and packaging company) and Scotiabank Chile, among other positions. Vivianne Blanlot is currently a non-executive director of listed energy company Colbún S.A.

Vivianne Blanlot brings to the Board expertise from the energy, mining and water sectors. Her extensive experience in the public and private sectors and her understanding of the global economy, environmental matters and key stakeholder and investor issues contribute to the Company's strategy and long-term sustainable success. Her former governmental roles and current other non-executive positions add to the Board's strategic and advisory experience.



Jorge Bande

Jorge Bande was appointed as a Non-Executive Director in 2014. He sits on the Audit and Risk, Sustainability and Stakeholder Management and Projects Committees. He is an economist with over 40 years' experience in the mining industry. He co-founded the Centre for Copper and Mining Studies (CESCO), an independent not-for-profit think tank focused on mining policy issues. He was Vice President of Development at, and later a director of, Codelco, CEO of AMP Chile and has advised the World Bank as a Consultant. He was also a member of the Global Agenda Council for Responsible Minerals Resource Management at the World Economic Forum and a member of the Experts Committee for Copper Prices for the Chilean Ministry of Finance.

He is currently a director of CESCO and NextMinerals S.A. and is a professor of the International Post Graduate Programme in Mineral Economics and member of the Advisory Council of the School of Economics and Business at the University of Chile. He was previously a director of a number of other Chilean and international companies including Inversiones Aguas Metropolitanas S.A., Edelnor S.A., Electroandina S.A. (now E-CL S.A.) and Bupa Chile S.A.

Jorge Bande brings to the Board considerable experience from across the energy, mining and water sectors. His understanding of economics and policy further strengthens the depth and range of relevant sector skills and expertise across the Board.

Independence

Jorge Bande's independence was determined by reference to the relevant provisions of the UK Corporate Governance Code. The Board is satisfied that Jorge Bande continues to be independent in character and judgement and that there are no relationships or circumstances which are likely to affect, or could appear to affect, his judgement.

Selection

The process followed by the Company for Jorge Bande's selection involved the engagement of external recruitment consultants, Spencer Stuart, the global executive search firm, who conducted a thorough search and identified a number of high-quality candidates. The Nomination and Governance Committee recommended the appointment of Jorge Bande to the Board and he became a Non-Executive Director on 17 December 2014.

Relationships

From June 2014 until July 2015, Jorge Bande and Vivianne Blanlot were both directors of the Chilean Institute of Rational Business Administration (ICARE), a private, not-for-profit organisation whose mission is to promote the principles, values and concepts underlying the development of enterprise and private initiatives as an agent of national progress.

From April to December 2014, Jorge Bande and Ramón Jara were both Directors of Empresa Nacional del Petróleo (ENAP), a Chilean state-owned company. Jorge Bande was representing CORFO, the State Development Corporation and Ramón Jara was representing SONAMI, the Chilean Mining Association.

In 1995, AMP, one of Australia's largest institutional investors, through its subsidiary Equatorial Mining Limited (EQM), entered into a joint venture with the Company to develop the El Tesoro (Centinela Cathodes) project. As a result, EQM held a 39% interest in El Tesoro through a Chilean subsidiary, CCM Leonor, until 2006 when the Company acquired EQM. At various stages from 1995 to 2006, Jorge Bande was a Director of EQM and El Tesoro (as an EQM representative), and President and General Manager of CCM Leonor.



Francisca Castro

Francisca Castro was appointed as a Non-Executive Director in 2016. She is Chair of the Remuneration and Talent Management Committee, sits on the Audit and Risk Committee and has just joined the Nomination and Governance Committee. She is a commercial engineer with over 25 years' experience in several industries, including mining, energy, finance and public/private infrastructure projects in the United States and in Chile. Prior to her appointment to the Company's Board, Francisca Castro spent eight years at Codelco, most recently as Executive Vice-President of Strategic Business. Before joining Codelco she spent ten years working in various roles in the Chilean Government. Francisca Castro began her career at the World Bank where she was based in Washington DC for five years. She is currently a director of SalfaCorp SA and the Fraunhofer Chile Research Foundation and is a member of the Chilean Pension Funds Risk Classification Committee and the independent Technical Panel of Chilean Public Works Concessions. She is also an independent director of Conexión Kimal-Lo Aguirre S.A., a power transmission company in Chile.

Francisca Castro has diverse business experience across a range of industries, including mining, energy and finance. Her understanding of the interaction between the private and public sectors, together with her strategic decision-making and international experience, enable her to contribute effectively to the long-term sustainable success of the Company.

Independence

Francisca Castro's independence was determined by reference to the relevant provisions of the UK Corporate Governance Code. The Board is satisfied that Francisca Castro is independent in character and judgement and that there are no relationships or circumstances which are likely to affect, or could appear to affect, her judgement.

Selection

The process followed by the Company for Francisca Castro's selection involved the engagement of external recruitment consultants, Intertrust Head Hunting, an executive search firm based in Santiago, Chile, who conducted a thorough search and identified a number of high-quality candidates. The Nomination and Governance Committee recommended the appointment of Francisca Castro to the Board and she became a Non-Executive Director with effect from 1 November 2016.



Michael Anglin

Michael Anglin was appointed as a Non-Executive Director in 2019. He is Chair of the Projects Committee and sits on the Remuneration and Talent Management and Sustainability and Stakeholder Management Committees. He has over 30 years of experience in base metals, including the development, construction and operation of large-scale mining operations in the Americas, with a focus on South American and US operations and mine construction. He spent 22 years with BHP Billiton Limited, most recently serving as Vice President Operations and Chief Operating Officer of the Base Metals Group based in Santiago, Chile, before retiring in 2008. As part of that role, he was responsible for the majority of BHP Billiton's large-scale mines in South America and he has extensive experience in South American government and community relations. He is Chairman of SSR Mining Inc. and holds or has held roles on the Corporate Governance & Nominating Committee, the Safety and Sustainability Committee and the Compensation Committee. He was a director of EmberClear Corp. until 2014. He graduated with a Bachelor of Science (Honours) degree in Mining Engineering from the Royal School of Mines, Imperial College, London, and attained a Master of Science degree from Imperial College, London.

Michael Anglin brings to the Board an extensive knowledge of the mining industry and mining operations in Latin America, the United States and around the world. This wealth of experience, including in operations and development, and his understanding of the challenges and opportunities in the mining industry contribute to the Company's long-term sustainable success.

Independence

Michael Anglin's independence was determined by reference to the relevant provisions of the UK Corporate Governance Code. The Board is satisfied that Michael Anglin is independent in character and judgement and that there are no relationships or circumstances which are likely to affect, or could appear to affect, his judgement.

Selection

The process followed by the Company for Michael Anglin's selection involved the engagement of external recruitment consultants, Spencer Stuart, the global executive search firm, who conducted a thorough search and identified a number of high-quality candidates. The Nomination and Governance Committee recommended the appointment of Michael Anglin to the Board and he became a Non-Executive Director with effect from 1 May 2019.



Eugenia Parot

Eugenia Parot was appointed as a Non-Executive Director in 2021. She sits on the Sustainability and Stakeholder Management and the Projects Committees, and has just joined the Remuneration and Talent Management Committee. She has over 35 years of experience working for leading engineering and consulting companies providing services to some of the largest mining projects in Latin America in the areas of environment, sustainability and mine waste management. For the last 15 years of her executive career she worked with Canada-based global firm Golder Associates ("Golder"), retiring as Vice President of Latin America in February 2020, a position she held for four years, having previously been Regional President for South America for six years and Managing Director in Chile for two years before that. During her time with Golder, she served as a Director on Golder's holding company board where she was a member of the Audit and Finance, and Investments Committees. She was also Chair of the boards of Golder Associates South America Limited and Golder companies in Chile, Peru and Argentina. She has a degree in Civil Biochemical Engineering from the Pontificia Universidad Católica de Valparaíso and accreditation as an Environmental Auditor from CDG (Carl Duisberg Gesellschaft).

Eugenia Parot brings to the Board considerable leadership and technical mining, environmental and sustainability experience. This experience, including in technical matters concerning mining projects and operations, and her understanding of the mining industry contribute to the Company's long-term sustainable success.

Independence

Eugenia Parot's independence was determined by reference to the relevant provisions of the UK Corporate Governance Code. The Board is satisfied that Eugenia Parot is independent in character and judgement and that there are no relationships or circumstances which are likely to affect, or could appear to affect, her judgement.

Selection

The process followed by the Company for Eugenia Parot's selection involved the engagement of external recruitment consultants, Spencer Stuart, the global executive search firm, who conducted a thorough search and identified a number of high-quality candidates. The Nomination and Governance Committee recommended the appointment of Eugenia Parot to the Board and she became a Non-Executive director on 20 April 2021.

How to participate in online meetings

Attending the meeting online

This year we will be conducting a hybrid meeting, giving you the opportunity to attend the meeting in-person or to participate online, using your smartphone, tablet or computer.

If you choose to participate online you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

Visit: meetnow.global/AFGAGM2023

You will need the latest version of Chrome, Safari, Edge or Firefox to participate online.

Please ensure your browser is compatible in advance of the meeting.

Meeting Access

To login you must have your Shareholder Reference Number and PIN as set out on the Form of Proxy.

1.30pm/10 May 2023

You will be able to log into the meeting beginning at this time.



Access

Click **'JOIN MEETING NOW'**

Once the webpage above has loaded into your web browser, select 'Shareholder' on the login screen and enter your Shareholder Reference Number and PIN.

If you are a duly appointed proxy or corporate representative, or an invited guest, use the link on the email you will receive from Computershare prior to the meeting. Otherwise select 'Invitation' on the login screen then enter your personalised invitation code from the email.

If you have not been provided with your meeting access credentials, please ensure you contact Computershare on the morning of the meeting, but no later than 1 hour before the start of the meeting.

If you have trouble logging in, please follow the instructions on screen.



Navigation

When successfully authenticated, the home screen will be displayed. You can view company information, ask questions, and watch the webcast.

If viewing on a computer, the webcast will appear automatically once the meeting has started.



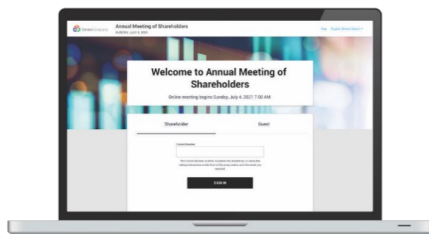
Voting

Once the voting has opened, the options will be on your screen.

To vote, simply select your voting direction from the options shown on screen.

Your vote has been cast when the check mark appears.

To change your vote, select **'Change My Vote'**.



Questions and Messaging

Any shareholder attending the meeting remotely has the right to ask questions. Press the Q&A icon to submit your question.

Type your message into the box at the bottom of the screen and press the **'Send'** button.

Alternatively, questions can be submitted in advance of the AGM by emailing cosec@antofagasta.co.uk by no later than 5:00 pm on 9 May 2023.

To ask a question verbally at the meeting, you must log into the meeting where the telephone number and access code will be available once you have logged into the meeting. The telephone line will be activated 30 minutes prior to the meeting start time.

Questions sent via email or the Q&A function will be moderated to avoid repetition and ensure the smooth running of the meeting.

Proxies and Corporate Representatives

Where a shareholder appoints a proxy to attend the meeting or, where a corporation which is a shareholder appoints a corporate representative, the appointee's contact email address and, in the case of an individual representing a corporation, a copy of the letter of representation, must be provided to Computershare by emailing corporate-representatives@computershare.co.uk to enable the provision of access credentials. Access credentials will be emailed to the appointee one working day prior to the meeting.

If documentation supporting the appointment of the corporate representative is supplied later than the deadline for appointment of a proxy (2.00 pm on 5 May 2023), issuance of unique credentials to access the meeting will be issued on a best endeavours basis.

Technical Issues

If you experience any technical issues either call our registrar on the telephone number provided on the site or once you have entered the meeting, raise your question using the Q&A/chat function. If you have technical issues prior to the start of the meeting you should contact our registrar on the shareholder helpline. During the meeting, you must ensure you are connected to the internet at all times in order to vote when the Chair commences polling on resolutions being put to the meeting. Therefore, it is your responsibility to ensure connectivity for the duration of the meeting.

WEBSITE

Antofagasta plc's annual and half-yearly financial reports, press releases and other presentations are available on the Group's website at www.antofagasta.co.uk.

REGISTERED OFFICE

Antofagasta plc
103 Mount Street, London W1K 2TJ, United Kingdom
Tel: +44 (0) 20 7808 0988

SANTIAGO OFFICE

Antofagasta Minerals S.A.
Av. Apoquindo 4001 – Piso 18 Las Condes,
Santiago, Chile
Tel: +562 2798 7000

REGISTERED NUMBER

1627889

TIME AND LOCATION OF THE AGM

10 May 2023, 2:00 pm

To be held as a hybrid meeting at Church House Westminster, Dean's Yard, London SW1P 3NZ and electronically by live broadcast using the Summit platform (meetnow.global/AFGAGM2023).



ELECTRONIC COMMUNICATION

Shareholders may elect to receive communications from the Company electronically via email and the internet. Electronic communication provides a saving in terms of both costs and environmental resources. To register for the service, shareholders should log on to www.uk.computershare.com/Investor/#Home

ELECTRONIC PROXY VOTING

To lodge your proxy votes for the AGM via the internet, log on to www.eproxyappointment.com.

You will need the Control Number, Shareholder Reference Number (SRN) and Personal Identification Number printed on your form of proxy.

SHAREHOLDER ENQUIRIES

Enquiries relating to shareholdings should be made to the Company's Registrars, Computershare Investor Services PLC at the address set out below.

SECURITY

We do not permit behaviour that may interfere with anyone's security or safety or the good order of the meeting. Anyone who does not comply may be removed from the meeting.

REGISTRARS

Computershare Investor Services PLC
The Pavilions, Bridgwater Road
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United Kingdom
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www.computershare.com.