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**THIS IS AN ANNOUNCEMENT FALLING UNDER RULE 2.4 OF THE CITY CODE ON TAKEOVERS AND MERGERS (THE "CODE") AND DOES NOT CONSTITUTE AN ANNOUNCEMENT OF A FIRM INTENTION TO MAKE AN OFFER UNDER RULE 2.7 OF THE CODE. THERE CAN BE NO CERTAINTY THAT ANY FIRM OFFER WILL BE MADE.**

**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION  
FOR IMMEDIATE RELEASE**

8 January 2020

Sirius Minerals Plc

**Statement regarding possible offer**

The Board of Sirius Minerals Plc ("Sirius" or "the Company") announces that it is in advanced discussions with Anglo American Plc ("Anglo American") regarding a possible all cash offer of 5.50 pence per Sirius share for the entire issued, and to be issued, share capital of Sirius (the "Proposal").

The Proposal represents a premium of:

- 34.1% to the closing price of 4.10 pence per Sirius share on 7 January 2020, being the last business day prior to the date of this announcement;
- 46.5% to the volume-weighted average price of 3.75 pence per Sirius share since the 17 September 2019 Strategic Review Announcement up to 7 January 2020;
- 53.4% to the one month volume-weighted average price of 3.59 pence per Sirius share up to 7 January 2020; and
- 61.7% to the three month volume-weighted average price of 3.40 pence per Sirius share up to 7 January 2020

Subject to the successful outcome of on-going discussions (including satisfactory assurances as to the safe-guarding of employee and other stakeholder interests and the agreement of the full terms and conditions of any offer), the Board of Sirius has indicated to Anglo American that it expects to be able to recommend a firm offer for Sirius if made by Anglo American at the price set out in the Proposal.

There can be no certainty that any firm offer will be made. Anglo American has expressly reserved the right to:

- Reduce the offer consideration by the amount of any dividend or other distribution or return of capital which is paid or becomes payable by Sirius after the date of this announcement
- Introduce other forms of consideration and / or to vary the composition of the consideration
- Make an offer for Sirius at any time on less favourable terms:

- With the agreement or recommendation of the Board of Sirius; or
- If a third party announces a firm intention to make an offer for Sirius on less favourable terms; or
- If Sirius announces a "whitewash" transaction.

This announcement has been made with the consent of Anglo American.

In accordance with Rule 2.6(a) of the Code, Anglo American is required, by not later than 5.00 p.m. (London time) on 5 February 2020, being 28 days after today's date, to either announce a firm intention to make an offer for the Company in accordance with Rule 2.7 of the Code or announce that it does not intend to make an offer, in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies. This deadline can be extended with the consent of the Takeover Panel (the "Panel") in accordance with Rule 2.6(c) of the Code.

The person responsible for the release of this announcement on behalf of the Company is Nick King, General Counsel.

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**Allen & Overy LLP** is acting as legal adviser to Sirius.

**Disclaimer**

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**Rule 26.1 Disclosure**

In accordance with Rule 26.1 of the Code, a copy of this announcement will be available at [www.siriusminerals.com](http://www.siriusminerals.com), by no later than 12 noon (London

time) on the business day following this announcement. The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

### **Disclosure requirements of the Code**

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) of the Code applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8 of the Code. A Dealing Disclosure by a person to whom Rule 8.3(b) of the Code applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3 of the Code.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4 of the Code).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

### **Rule 2.9 disclosure**

In accordance with Rule 2.9 of the Code, as at the close of business on 7 January 2020 (being the business day prior to the date of this announcement), Sirius confirms that it had in issue 7,020,196,560 ordinary shares of GBP 0.25 each with voting rights and admitted to trading on the main market of the London Stock Exchange under the ISIN code GB00B0DG3H29.

