

Xstrata plc invites you to attend the Extraordinary General Meeting of the Company to be held at **Theater-Casino Zug, Artherstrasse 2-4, CH-6300 Zug, Switzerland** on Monday, 2 March 2009 at 10.30 a.m. (Central European time).

Shareholder Reference Number:

## Form of Proxy – Extraordinary General Meeting to be held on Monday, 2 March 2009

Please use a black pen. Mark with an X inside the box as shown in this example.

I/We hereby appoint the Chairman of the Meeting OR the following person

as my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Xstrata plc to be held at **Theater-Casino Zug, Artherstrasse 2-4, CH-6300 Zug, Switzerland on Monday, 2 March 2009 at 10.30 a.m. (Central European time)** and at any adjourned meeting.

\* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

	For	Against	Vote Withheld		For	Against	Vote Withheld
<b>ORDINARY RESOLUTIONS</b>							
<b>1. Subject to Resolutions 2, 3 and 4 being passed, to approve the Proposed Acquisition, the Call Option and the disposal of the Prodeco Business if and when the Call Option is exercised on such terms and conditions as described in Resolution 1 of the EGM Notice.</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>3. Subject to Resolutions 1, 2 and 4 being passed, to renew the authority conferred on the directors of the Company by Article 14 of the Company's Articles of Association to allot relevant securities, as provided in Resolution 3 set out in the EGM Notice.</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2. Subject to Resolutions 1, 3 and 4 being passed, to increase the authorised share capital of the Company from US\$75,000,000.50 and £50,000 to US\$2,250,000,000.50 and £50,000 by the creation of an additional 3,000,000,000 ordinary shares of US\$0.50 in the capital of the Company.</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>SPECIAL RESOLUTION</b>			
				<b>4. Subject to Resolutions 1, 2 and 3 being passed, to renew the power conferred on the directors of the Company by Article 15 of the Company's Articles of Association to allot equity securities as if section 89(1) of the Companies Act 1985 did not apply, as provided in Resolution 4 set out in the EGM Notice.</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We would like my/our proxy to vote on the resolutions proposed at the meeting as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised stating their capacity (e.g. director, secretary)

Signature

Date

/ /

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**ALTERNATIVELY YOU CAN LODGE YOUR PROXY VOTE USING THE INTERNET 24 HOURS A DAY 7 DAYS A WEEK**

**All Named Holders:**

CONTROL NUMBER: 9100056

SRN.

PIN.

### To Lodge a Proxy using the Internet

Go to the following website:

**www.eproxyappointment.com**

You will be asked to enter the Control Number, Shareholder Reference Number and PIN Number as printed opposite and agree to certain terms and conditions.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

### **Explanatory Notes:**

1. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more proxies to exercise all or any of his/her rights to attend, speak and vote instead of him/her, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. The proxy need not also be a member of the Company. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full entitlement (or if this Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). If this Form of Proxy is returned without an indication as to how the proxy shall vote on any Resolution, the proxy will exercise his/her discretion as to whether, and if so how, he/she votes on that Resolution.
2. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars helpline on 0870 707 1417 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
4. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those Shareholders registered in the Register of Members of the Company as at 6.00 p.m. (**London time**) on Saturday, 28 February 2009 (or, in the event that the EGM is adjourned, in the Register of Members 48 hours before the time of any adjourned meeting(s)) shall be entitled to attend or vote at the EGM in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the Register of Members after 6.00 p.m. (**London time**) on Saturday, 28 February 2009 (or, in the event that the EGM is adjourned, on the Register of Members 48 hours before the time of any adjourned meeting(s)) shall be disregarded in determining the rights of any person to attend or vote at the meeting.
5. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in accordance with the Uncertificated Securities Regulations 2001.
6. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0870 707 1417 to request a change of address form or go to [www.computershare.co.uk](http://www.computershare.co.uk) to use the online Investor Centre service.
7. Any alteration made to this form should be initialled.
8. The completion and return of this form will not preclude a member from attending the meeting and voting in person.
9. Unless the context requires otherwise, terms used in this Form of Proxy have the meanings ascribed to them in Part IX – "Definitions and Glossary of Technical Terms" of the Circular issued by the Company on 2 February 2009.

**To be effective, all proxy appointments must be lodged at the office of the Company's registrars at:  
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, UK, by  
Saturday, 28 February 2009 by 9.30 a.m. London time**