



## Regulatory Announcement

### XSTRATA SHAREHOLDERS APPROVE FALCONBRIDGE ACQUISITION

Zug, Friday, 30<sup>th</sup> June 2006

Xstrata plc announces that its shareholders, at an Extraordinary General Meeting (EGM) held on Friday, 30<sup>th</sup> June 2006, have overwhelmingly approved a plan for the company to acquire Falconbridge Limited. A copy of the resolutions passed has been submitted to the Financial Services Authority and will shortly be available for inspection at the Document Viewing Facility, which is situated at:

The Financial Services Authority  
25 The North Colonnade  
Canary Wharf  
London E14 5HS

Xstrata plc also announces the result of voting on the resolutions at the EGM. Each of the resolutions was passed by the required majority. Resolutions 1 – 3, as ordinary resolutions were passed on a show of hands. A poll was taken for Resolution 4 which was a special resolution.

The approval by Xstrata shareholders of the Falconbridge acquisition was one of the outstanding conditions Xstrata's offer for the company.

Details are set out below of the proxy votes received by Xstrata before the EGM in respect of Resolutions 1 – 3, and the result of the poll taken for Resolution 4.

	Proxy voting for Resolutions 1-3	For	Against	Abstained
1.	Subject to Resolutions 2 and 3 being passed, to approve the acquisition by Xstrata Canada Inc. of any and all the issued, to be issued and outstanding Falconbridge Limited shares, other than any Falconbridge shares owned directly or indirectly by Xstrata Canada Inc. or its affiliates, on the terms and subject to the conditions of the Offer Document (as defined in the Circular) or on such terms and conditions as are more fully described in Resolution 1 set out in the EGM notice.	555,883,453	975,248	5,637,781

2.	To increase the authorised share capital of the Company from US\$437,500,000.50 and £50,000 to US\$7,554,974,199.00 and £50,000 by the creation of an additional 14,234,948,397 ordinary shares of US\$0.50 each in the capital of the Company.	555,762,826	1,099,025	5,634,631
		552,975,043	4,560,018	4,961,421
3.	Subject to Resolution 2 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>Result of Poll for Resolution 4</b>			
4.	To renew the power conferred on the directors of the Company by Article 15 of the Articles 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.	556,702,682	1,009,909	

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Xstrata contacts

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