



## NEWS RELEASE

### **RESPONSE TO PHELPS DODGE AND INCO STATEMENTS CONFIRMING INCO OFFER IS "BEST AND FINAL"**

Zug, 20 July 2006

Xstrata plc today responded to the statements issued by Phelps Dodge Corp and Inco Limited on 19 July 2006, which confirmed that the Inco offer for Falconbridge announced on Sunday 16 July 2006 was Inco's "best and final" offer.

Mick Davis, Xstrata chief executive, said: "Given the stated opposition of a number of its own shareholders, including a public commitment by one major shareholder to vote against the transaction, the Phelps Dodge offer for Inco is highly uncertain. Inco's use of the so-called 'see-through price' of the Phelps Dodge offer does not therefore provide Falconbridge shareholders with any basis for assessing the value of Inco's offer for Falconbridge. Inco is the subject of two takeover offers, one from Phelps Dodge, which does not require Falconbridge to be part of the package, and one from Teck Cominco, which specifically precludes Inco acquiring Falconbridge.

"The true value of the Inco offer for Falconbridge is entirely conditional on the Inco share price. It is our firm belief that yesterday's rise in the Inco share price is directly related to the market's expectation that Inco will not be successful in acquiring Falconbridge, enabling Inco on a standalone basis to become the subject of a contested takeover. It is therefore disingenuous to suggest that Falconbridge shareholders should evaluate Inco's offer for Falconbridge on the basis of yesterday's closing share prices for Inco and Phelps Dodge. If Inco is successful in acquiring over 50% of Falconbridge shares, the Teck Cominco offer for Inco cannot proceed, other potential bidders may be deterred and I would expect the Inco share price to fall back to previous levels. Of course, the Inco share price has been inflated as a result of the proposed and highly conditional Phelps Dodge offer, for which no closing date has even been set and for which no shareholder meeting has even been scheduled.

"It is equally wrong to suggest that Falconbridge shareholders are only able to maintain an exposure to mining by accepting Inco shares. Falconbridge shareholders are of course free to accept the Xstrata cash offer and re-invest the proceeds as they see fit, including in the mining sector.

"It is now clear that on any valuation basis Xstrata's all-cash, fully-funded offer is superior to Inco's final offer. It will deliver Falconbridge shareholders certain value of C\$63.25 per share in the prevailing economic environment, where commodity prices and equity markets remain

volatile. It is therefore time for the Falconbridge Board to recognise that it is in the interests of Falconbridge shareholders and employees that it now endorse Xstrata's all cash offer.

"I urge Falconbridge shareholders to tender into the Xstrata offer to ensure that they receive their cash. It is now time to draw a line under the acquisition of Falconbridge and for the Inco Board to address the issue of its own future and the reality of the two proposed acquisitions of Inco by Phelps Dodge and Teck Cominco."

Xstrata has today published its shareholder circular convening its shareholder meeting on 14 August 2006 to approve the acquisition of Falconbridge.

Falconbridge shareholders wishing to withdraw their shares from the Inco offer should immediately contact their broker or other financial intermediary and instruct such intermediary to withdraw their Falconbridge common shares. For assistance in withdrawing shares from the Inco offer, or for questions or requests for copies of documents, Falconbridge shareholders should contact Kingsdale Shareholder Services Inc. at 1-866-639-7993. Banks and brokers should call at 416-867-2272.

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**Falconbridge Shareholders with questions please contact:**

Kingsdale Shareholder Services Inc.

North American Toll Free:

1-866-639-7993

Outside North America, Banks and Brokers Call Collect

+1 (416) 867-2272

Email:

[contactus@kingsdaleshareholder.com](mailto:contactus@kingsdaleshareholder.com)

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**Xstrata contacts**

Claire Diver

Telephone +44 20 7968 2871

Mobile +44 7785 964 340

Email [cdivver@xstrata.com](mailto:cdivver@xstrata.com)

Ernie Lalonde

National Public Relations

Telephone +1 416 848 1423

Email [elalonde@national.ca](mailto:elalonde@national.ca)

Michael Oke

Aura Financial

Telephone +44 20 7321 0033

Mobile +44 7834 368 299

Email [michael@aura-financial.com](mailto:michael@aura-financial.com)

Each of Deutsche Bank AG, JPMorgan Cazenove Limited and TD Securities Inc. is acting exclusively for Xstrata plc ("Xstrata" or the "Company") and no one else in connection with the proposed acquisition of Falconbridge (the "Falconbridge Acquisition") and will not be responsible to anyone other than Xstrata for providing the protections afforded to its clients or for providing advice in relation to the Falconbridge Acquisition and/or any other matter referred to in this announcement.

The offer for Falconbridge referred to herein (as the same may be varied in accordance with applicable law, the "Offer") is being made by Xstrata Canada Inc. (the "Offeror"), a wholly-owned indirect subsidiary of the Company.

This announcement does not constitute or form part of any offer or invitation to purchase, otherwise acquire, subscribe for, sell, otherwise dispose of or issue, or any solicitation of any offer to sell, otherwise dispose of, issue, purchase, otherwise acquire or subscribe for, any security. The Offer is being made exclusively by means of, and subject to the terms and conditions set out in, the offer and offering circular filed on 18 May 2006, as amended and varied by the notice of extension dated 7 July 2006 and the notice of variation dated 11 July 2006, each filed with Canadian provincial and United States federal securities regulators, and the notice of variation to be dated 21 July 2006 that the Offeror and Xstrata will mail to Falconbridge shareholders and file with Canadian provincial and United States federal securities regulators.

The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law and therefore persons in such jurisdictions into which this announcement is released, published or distributed should inform themselves about and observe such restrictions.

Unless the context otherwise requires, references in this announcement to the “Enlarged Group” are to Xstrata and its subsidiaries (including BHP Billiton Tintaya S.A. (“Tintaya”) following completion of the acquisition by the Xstrata group of Tintaya announced by Xstrata on 16 May 2006 (the “Tintaya Acquisition”)) and subsidiary undertakings and, where the context requires, its associated undertakings as constituted immediately following completion of the Falconbridge Acquisition and therefore such references include the Xstrata group as enlarged by the Falconbridge group. Completion of the Falconbridge Acquisition is subject to a number of conditions.

Unless the context otherwise requires, references in this announcement to the “Falconbridge Acquisition” assume an acquisition under the Offer of all outstanding Falconbridge shares not already owned by the Xstrata group.

Nothing in this announcement is an offer of securities for sale or a solicitation of an offer to purchase securities in the United States or in any other jurisdiction. The securities of Xstrata referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended (the “Securities Act”), and such securities may not be offered or sold in the United States absent registration under the Securities Act or an applicable exemption from the registration requirements of the Securities Act.

This announcement includes statements that are, or may be deemed to be, “forward-looking statements”. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future and may be beyond Xstrata’s ability to control or predict. Forward-looking statements are not guarantees of future performance. The Xstrata group’s and the Enlarged Group’s actual results of operations, financial condition, liquidity, dividend policy and the development of the industries in which they operate may differ materially from the impression created by the forward-looking statements contained in this announcement. Further, actual developments in relation to the Falconbridge Acquisition and the expected completion, and timing of completion, of the Falconbridge Acquisition may differ materially from those contemplated by forward-looking statements depending on certain factors which include, but are not limited to, the risk that Xstrata shareholders may not vote in favour of the resolution to be proposed at the extraordinary general meeting to consider the Falconbridge Acquisition, the risks that the Xstrata group will not be able to obtain the required approval under the Investment Canada Act on a timely basis or at all, the other conditions of the Falconbridge Acquisition may not be satisfied on a timely basis or at all, the risks that (and the risks associated with the fact that) the Xstrata group may not acquire under the Xstrata offer all of the Falconbridge shares not already owned by the Xstrata group, the Xstrata group may not realise the anticipated benefits, operational and other synergies and/or cost savings from the Falconbridge Acquisition and/or the acquisition by the Xstrata group of a one third interest in Cerrejón which completed on 12 May 2006 (the “Cerrejón Acquisition”) and/or the Tintaya Acquisition and the Xstrata group may incur and/or experience unanticipated costs and/or delays or difficulties relating to integration of the Enlarged Group. In addition, even if the results of operations, financial condition, liquidity and dividend policy of the Xstrata group and the Enlarged Group (as the case may be), and the development of the industries in which they operate, are consistent with the forward-looking statements contained in this announcement, those results or developments may not be indicative of results or developments in subsequent periods. Important factors that could cause these differences include, but are not limited to, general economic and business conditions, commodity price volatility, industry trends, competition, changes in government and other regulation, including in relation to the environment, health and safety and taxation, labour relations and work stoppages, changes in political and economic stability, currency fluctuations (including the €/US\$, £/US\$, A\$/US\$, C\$/US\$, ZAR/US\$, the Colombian peso/US\$ and the Peruvian Sol/US\$ exchange rates), the Xstrata group’s ability to integrate new businesses (including the Falconbridge group, the Xstrata group’s interest in Cerrejón and

Tintaya) and recover its reserves or develop new reserves and changes in business strategy or development plans and other risks.

Other than in accordance with its legal or regulatory obligations (including under the Listing Rules (the “Listing Rules”), the Disclosure Rules and the Prospectus Rules of the UK Financial Services Authority), Xstrata does not undertake any obligation to update or revise publicly any forward-looking statement, whether as a result of new information, future events or otherwise.

No statement in this announcement is intended as a profit forecast and no statement in this announcement should be interpreted to mean that earnings per Xstrata ordinary share for the current or future financial years would necessarily match or exceed the historical published earnings per Xstrata ordinary share.

For the purposes of and in accordance with the Listing Rules, Xstrata confirms that, except as disclosed in this announcement and/or as disclosed in the Xstrata shareholder circular dated 30 May 2006 and/or the announcement issued by Xstrata on 11 July 2006 in connection with the Falconbridge Acquisition and/or the announcement issued by Xstrata on 19 July 2006 in connection with the Falconbridge Acquisition and/or the Xstrata shareholder circular dated 20 July 2006 and/or as otherwise disclosed by Xstrata via a Regulatory Information Service approved by the UK Financial Services Authority and, in relation to the Falconbridge group, so far as Xstrata is aware having regard to public information, there has been no significant change affecting any matter contained in the announcement issued by Xstrata on 17 May 2006 in connection with the Falconbridge Acquisition (the “17 May 2006 Announcement”) and no other significant new matter has arisen which would have been required to be mentioned in the 17 May 2006 Announcement if it had arisen at the time of preparation of the 17 May 2006 Announcement.