



# Xstrata plc

## Extraordinary General Meeting Form of Proxy

MR A SAMPLE  
DESIGNATION (IF ANY)  
ADD1  
ADD2  
ADD3  
ADD4  
ADD5  
ADD6  
ADD7

012345

MR B SAMPLE  
MR C SAMPLE  
MR D SAMPLE  
MR E SAMPLE

### Ordinary Resolution

For      Against      # Vote Withheld

To approve the Proposed Acquisition (as defined in the Circular) on the terms and subject to the conditions of the Acquisition Agreement (as defined in the Circular).

          

# The 'Vote Withheld' option above is provided to enable you to abstain on the Resolution. It should be noted, however, 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' the Resolution.

Before completing this form, please see the explanatory notes overleaf.

I/We being a member(s) of Xstrata plc (the "Company") wish to appoint the following person (called a proxy) to vote on my/our behalf at the Extraordinary General Meeting to be held on Thursday, 20 April 2006 and at any adjournment(s) of the meeting.

(The proxy need not be a member of the Company).

(Please complete one box only to indicate your choice).

The Chairman of the meeting:  
(tick box)

Please leave this box blank if you are appointing someone other than the Chairman.

or

The following person:  
(Print name of proxy in capitals)

Please leave this box blank if you are appointing the Chairman.  
Do not insert your own name(s).

If both boxes are left blank you have selected the Chairman.

Signature (Please sign in the box above)  
Any one joint holder may sign

Date

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the class of security and the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; (ii) classes of security; or (iii) uniquely designated accounts. Neither Xstrata plc nor Computershare Investor Services PLC accepts liability for any instruction that does not comply with these conditions.

If this Form of Proxy is returned without an indication as to how the proxy shall vote on the Resolution, the proxy will exercise his/her discretion as to whether, and if so how, he/she votes on the Resolution.

If you would like to appoint your proxy electronically via the Internet, go to [www-uk.computershare.com/investor/proxy](http://www-uk.computershare.com/investor/proxy). You will need an Internet enabled computer with minimum web browser of IE4 or Netscape 4. You will be asked to enter the Shareholder Reference Number and PIN Number as printed below and agree to certain terms and conditions.

### Information for CREST Users (Including CREST Personal Members)

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 Computershare Investor Services PLC (ID 3RA50) not later than 48 hours before the time appointed for holding the meeting (or by the time specified in Note 14 overleaf). 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 Computershare Investor Services PLC is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in accordance with the provisions of the Uncertificated Securities Regulations 2001.

1234 PIN	C1234567890 SRN
-------------	--------------------



B41121

C1234567890

## FORM OF PROXY - Notes

1. A member entitled to attend and vote at the Extraordinary General Meeting (the "EGM") is entitled to appoint one or more proxies to attend and vote instead of them. The proxy need not also be a member of the Company. A proxy of a member's own choice may be appointed by inserting the proxy's name on this Form of Proxy in the space provided. If this Form of Proxy is returned without an indication as to how the proxy shall vote on the Resolution, the proxy will exercise his/her discretion as to whether, and if so how, he/she votes on the Resolution.
2. To be valid, a Form of Proxy and, if applicable, any authority under which it is signed, or a copy of such authority certified in accordance with the Company's Articles of Association, must be lodged at the offices of Computershare Investor Services PLC, PO Box 1075, The Pavilions, Bristol, BS99 3FA, UK not later than (i) 10.00 a.m. (British Summer Time) on Tuesday, 18 April 2006; or (ii) not less than 48 hours before the time of any adjourned meeting; or (iii) where a poll is taken more than 48 hours after it is demanded, after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll. Where a poll is not taken forthwith but is taken not more than 48 hours after it was demanded, a Form of Proxy may be valid if it is delivered at the meeting at which the poll was demanded to the chairman of the meeting or to the Company Secretary or to any Director. CREST members may also choose to utilise the CREST electronic proxy appointment service in accordance with the procedures set out in Note 14. The lodging of the Form of Proxy (or the electronic appointment of a proxy) will not preclude Shareholders from attending and voting in person at the EGM, should they so wish.
3. To be valid, this Form of Proxy must be signed by the holder or any person duly authorised by the holder or, if the holder is a corporation, executed by a duly authorised person or under its common seal or in any other manner authorised by its constitution.
4. In the case of joint holders, the signature of any one holder is sufficient. If more than one such holder lodges a Form of Proxy, only that of the holder first named on the Company's Register of Members will be regarded as valid.
5. Any alteration made to this Form of Proxy should be initialled.
6. 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. (British Summer Time) on Tuesday, 18 April 2006 (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 aforesaid 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. (British Summer Time) on Tuesday, 18 April 2006 (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.
7. The Resolution to be proposed is set out in full in the EGM Notice dated 23 March 2006.
8. The Resolution, being an ordinary resolution, will be decided by a show of hands unless a poll is demanded in a manner permitted by the Company's Articles of Association.
9. On a show of hands, each member present in person or by proxy has one vote. If a person holds more than one proxy to vote in different ways, then that person may vote For and Against on a show of hands, although this will only count as one vote in each sense, without regard to the number of shares in respect of which the proxy has been appointed.
10. As permitted by the Company's Articles of Association, the chairman of the meeting (or at least five members present in person or by proxy having the right to vote at the EGM or any member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the EGM) may demand a poll. On a poll, each member present in person or by proxy has one vote for each fully paid Ordinary Share of which he is a holder.
11. As permitted by the Company's Articles of Association, a proxy appointment will (a) include the right: (i) to demand, or join in demanding, a poll; (ii) to speak at a meeting; and (iii) to vote on any amendment of a resolution as the proxy thinks fit; and (b) (unless it provides to the contrary) be valid for any adjournment of a meeting.
12. As permitted by the Company's Articles of Association, members present in person or by proxy at the satellite meeting will be counted in the quorum for the meeting and entitled to vote.
13. A proxy appointment which is not delivered or received in accordance with these notes and the Company's Articles of Association shall be invalid. When two or more valid proxy appointments are delivered or received in respect of the same share for use at the EGM, the one which was executed last shall be treated as replacing and revoking the others as regards that share; if the Company is unable to determine which was executed last, none of them shall be treated as valid in respect of that share.
14. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the EGM to be held on Thursday, 20 April 2006 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting 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 message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 Computershare Investor Services PLC (ID 3RA50) by (i) 10.00 a.m. (British Summer Time) on Tuesday, 18 April 2006; or (ii) not less than 48 hours before the time of any adjourned meeting; or (iii) where a poll is taken more than 48 hours after it is demanded, after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll. 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 Applications Host) from which Computershare Investor Services PLC is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After such 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 CRESTCo does not make available special procedures in CREST for any particular messages. 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 CREST sponsor or voting service providers) 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 accordance with the provisions of the Uncertificated Securities Regulations 2001.
15. Unless the context otherwise requires, terms used in this Form of Proxy have the meanings ascribed to them in the section headed "Definitions and Glossary of Technical Terms" of the Circular issued by the Company on 23 March 2006 (the "Circular").