

Attendance Card

Please bring this card with you to the Meeting and present it at Shareholder registration/accreditation.

Additional Holders:

The Directors of Xstrata plc invite you to attend the fourth Annual General Meeting of Xstrata plc (the "Company") to be held at **Congress Center Metalli, Parkhotel Zug, 6300 Zug, Switzerland** on Tuesday, 9 May 2006 at 11:00 am (CET) with a satellite meeting held concurrently at the **Media & Business Complex, London Stock Exchange, 10 Paternoster Square, London EC4M 7LS**, at 10:00 am (BST).

Form of Proxy - Annual General Meeting to be held on 09 May 2006

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. Every holder has the right to appoint some other person of their choice, who need not be a Shareholder, to attend and act on their behalf at the meeting. 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).
2. 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.
3. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
4. 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 the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
5. 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 702 0000 to request a change of address form.
6. Any alterations made to this form should be initialled.
7. The completion and return of this form will not preclude a member from attending the meeting and voting in person.

To be effective, all votes must be lodged at the office of the Company's Registrars at:

Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8FB by 07 May 2006 at 10:00 am (BST).

LODGE YOUR PROXY VOTE USING THE INTERNET 24 HOURS A DAY 7 DAYS A WEEK

All Named Holders:



To Vote Using the Internet

Go to the following website:

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 opposite and agree to certain terms and conditions.

SRN.

Form of Proxy

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

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

as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Xstrata plc on 09 May 2006 at 11:00 am (CET), with a satellite meeting held concurrently at 10.00 am (BST) and at any adjourned meeting.

Ordinary Resolutions	For	Against	Vote Withheld	Special Resolution	For	Against	Vote Withheld
1. To consider and, if thought fit, to adopt the Annual Report and Financial Statements for the year ended 31 December 2005 of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6. To re-elect Frederik Roux, being a non-executive director retiring in accordance with Article 128 of the Company's articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a final dividend of US\$0.25 cents per ordinary share in respect of the year ended 31 December 2005.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. To re-elect Santiago Zaldumbide, being an executive director retiring in accordance with Article 128 of the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To consider and, if thought fit, to approve the directors' Remuneration Report for the year ended 31 December 2005.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. To re-appoint Ernst & Young LLP as auditors and to authorise the directors to determine their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Ivan Glasenberg, being a non-executive director retiring in accordance with Article 128 of the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. To authorise the directors to allot relevant securities pursuant to Article 14 of the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Robert MacDonnell, being a non-executive director retiring in accordance with Article 128 of the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. To empower the directors to allot equity securities pursuant to Article 15 of the Company's Articles of Association.	<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

DD / MM / YY