



# Attendance Card

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

MR A SAMPLE  
DESIGNATION (IF ANY)  
MR JOINT HOLDER 1  
 ADD1  
ADD2  
ADD3  
ADD4

The Chairman of Xstrata plc invites you to attend the Annual General Meeting of the Company to be held at **Theater-Casino Zug, Artherstrasse 2-4, Zug, Switzerland**, on 6 May 2008 at 11.00am.

12345

012345  
56789



Shareholder Reference Number

C1234567890 M A L



## Form of Proxy - Annual General Meeting to be held on 6 May 2008

**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:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote 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). 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 voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- 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.
- 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.
- 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.
- 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.
- 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.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

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, by 4 May 2008 at 11.00am

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

### All Named Holders:

MR HARLEY DAVIDSON  
MR VICTOR ROD  
MR SPEED STER  
MISS ELECTRA GLIDE



### To View the Annual Report Online

Go to the following website:  
[www.xstrata.com/publications/financial](http://www.xstrata.com/publications/financial)

### To Lodge a Proxy using the Internet

Go to the following website:  
[www-uk.computershare.com/Investor/Proxy/](http://www-uk.computershare.com/Investor/Proxy/)

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

SRN. C1234567890

PIN. 1234



## 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 to be held at **Theater-Casino Zug, Artherstrasse 2-4, Zug, Switzerland** on 6 May 2008 at 11.00am, 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



C1234567890

A B C D

### Ordinary Resolutions

	For	Against	Vote Withheld
1. To receive and consider and, if thought fit, adopt the Annual Report and Financial Statements of the Company for the year ended 31 December 2007.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a final dividend of US\$0.34 cents per Ordinary Share in respect of the year ended 31 December 2007.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To receive and consider and, if thought fit, to approve the directors' Remuneration Report (on pages 121 to 135 of the Annual Report) for the year ended 31 December 2007.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Willy Strothotte, 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"/>
5. To re-elect Paul Hazen, 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"/>
6. To re-elect Ian Strachan, 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"/>
7. To elect Claude Lamoureux, as a non-executive director on the recommendation of the Board, in accordance with Article 129 of the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Vote Withheld
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"/>

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"/>
---	--------------------------	--------------------------	--------------------------

### Special Resolutions

10. To authorise 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"/>
--	--------------------------	--------------------------	--------------------------

11. That the proposed new form of Articles of Association of the Company (the "New Articles") identified as New Articles "A" be adopted in substitution for, and to the exclusion of, the existing Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
---	--------------------------	--------------------------	--------------------------

12. Subject to the passing of resolution 11, that the proposed new form of Articles of Association of the Company identified as New Articles "B" be adopted with effect from the entry into force of section 175 Companies Act 2006 at 0.01 a.m. on 1 October 2008, in substitution for, and to the exclusion of, the New Articles.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
---	--------------------------	--------------------------	--------------------------

### Ordinary Resolution

13. To approve the amendments to the rules of the Xstrata plc Added Value Incentive Plan, which are summarised on pages 8 to 10 of the Notice of Annual General Meeting.	<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

C 7 2 4

0 1

X S T

