



## **Notice of Annual General Meeting to be held on Wednesday, 5 May 2010 and resolutions to be proposed**

### **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of the proposals referred to in this document or what action you should take, you are recommended to seek your own personal financial advice from a stockbroker, bank manager, solicitor, accountant, fund manager, or other appropriate independent financial adviser duly authorised under the Financial Services and Markets Act 2000, as amended, if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you sell or transfer or have sold or otherwise transferred all of your ordinary shares in Xstrata plc ("Ordinary Shares"), please forward this document and the accompanying documents to the purchaser or transferee or the stockbroker, bank or agent through whom the sale or transfer is/was effected for onward transmission to the purchaser or transferee. If you sell or transfer or have sold or otherwise transferred only part of your holding of Ordinary Shares, you should retain this document and the accompanying documents.

To be valid for use at the Annual General Meeting, the accompanying Form of Proxy must be completed, signed and returned in accordance with the instructions printed on it, to the Company's Registrars, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY so as to be received as soon as possible but in any event not later than 10.00 a.m. (British Summer Time) on 3 May 2010.

### **Xstrata plc**

Registered Office: 4th Floor, Panton House,  
25/27 Haymarket, London, SW1Y 4EN  
Registered in England and Wales  
Company Number 4345939

## Notice of Annual General Meeting and resolutions to be proposed

Notice is hereby given that the eighth Annual General Meeting of Xstrata plc (the "Company") (the "Annual General Meeting") will be held at Congress Center Metalli Zug, Industriestrasse 14, 6300 Zug Switzerland on 5 May 2010 at 11 a.m. (Central European Summer Time) to consider and, if thought fit, pass resolutions 1 to 9, being items of ordinary business, and resolutions 10 to 13 being items of special business in accordance with Article 70 of the Company's Articles of Association, as follows:

### Resolutions 1 to 10 to be proposed as ordinary resolutions

1. To receive and consider and, if thought fit, adopt the Annual Report and Financial Statements of the Company, and the reports of the directors and auditors thereon, for the year ended 31 December 2009.
2. To declare a final dividend of US\$0.08 cents per Ordinary Share in respect of the year ended 31 December 2009.
3. To receive and consider and, if thought fit, to approve the directors' Remuneration Report (on pages 116 to 127 of the Annual Report) for the year ended 31 December 2009.
4. To re-elect Mick Davis as a director.
5. To re-elect David Rough as a director.
6. To re-elect Sir Steve Robson as a director.
7. To re-elect Willy Strothotte as a director.
8. To elect Dr Con Fauconnier as a director.
9. To re-appoint Ernst & Young LLP as auditors to the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the directors to determine the remuneration of the auditors.

### Special business

10.

(a) That the directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to:

- (i) allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company:
  - (A) up to an aggregate nominal amount of US\$489,835,270; and
  - (B) comprising equity securities (as defined in section 560 of the Companies Act 2006) up to an aggregate nominal amount of US\$979,670,540 (including within such limit any shares issued or rights granted under paragraph (A) above) in connection with an offer by way of a rights issue:
    - (I) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
    - (II) to people who are holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under, the laws of, any territory or any other matter;

for a period expiring (unless previously renewed, varied or revoked by the Company in a general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed; and

- (ii) make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired.
- (b) That, subject to paragraph (c) below, all existing authorities given to the directors pursuant to section 80 of the Companies Act 1985 to allot relevant securities (as defined by the Companies Act 1985) by the passing on 5 May 2009 of the resolution numbered 8 as set out in the notice of the Company's seventh annual general meeting (the "2009 Annual General Meeting Notice") be revoked by this resolution.
- (c) That paragraph (b) above shall be without prejudice to the continuing authority of the directors to allot shares, or grant rights to subscribe for or convert any securities into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

### Resolutions 11, 12 and 13 to be proposed as special resolutions

11. That, subject to the passing of resolution 10 in the Notice of Annual General Meeting and in place of the power given to them by the passing on 5 May 2009 of the resolution numbered 9 as set out in the 2009 Annual General Meeting Notice, the directors be generally empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash, pursuant to the authority conferred by resolution 10 in the Notice of Annual General Meeting as if section 561(1) of the Companies Act 2006 did not apply to the allotment. This power:

- (a) expires (unless previously renewed, varied or revoked by the Company in a general meeting) at the end of the next Annual General Meeting of the Company after the date on which this resolution is passed, but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
- (b) shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under resolution 10 (a)(i)(B), by way of a rights issue only):
  - (i) to the ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to people who hold other equity securities, if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (c) in the case of the authority granted under resolution 10 (a)(i)(A) shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph (b) up to an aggregate nominal amount of US\$73,475,290.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if the first paragraph of this resolution the words "pursuant to the authority conferred by resolution 10 in the Notice of Annual General Meeting" were omitted.

12. That any extraordinary general meeting of the Company (as defined in the Company's Articles of Association as a general meeting other than an Annual General Meeting) may be called on not less than 20 clear days' notice.

13. That with effect from the conclusion of the meeting:

- (A) save for Clause 4.3 of the Company's Memorandum of Association (the "Memorandum") which shall remain in full force and effect, the Articles of Association of the Company be amended by deleting the provisions of the Company's Memorandum which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
- (B) the amendments to the Company's Articles of Association which are shown in the draft Articles of Association labelled "A" for the purposes of identification, the main features of which are summarised on pages 5 to 7 hereof, shall become effective.

By order of the Board

**Richard Elliston**  
26 March 2010  
Secretary

Registered office:  
4th Floor, Panton House  
25/27 Haymarket  
London SW1Y 4EN  
United Kingdom

## Explanatory Notes

### Recommendation of the Board of directors with respect to all items of business

The Board of directors is of the opinion that all of the proposed resolutions are in the best interests of shareholders as a whole and of the Company. Accordingly, the Board of directors recommends that you vote in favour of each resolution, as the directors intend to do in respect of their own beneficial shareholdings held at the time of the Annual General Meeting.

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 10 are proposed as ordinary resolutions. For these resolutions to be passed, a simple majority of the votes cast must be in favour of these resolutions. Resolutions 11, 12 and 13 are special resolutions. For these resolutions to be passed, at least three quarters of the votes cast must be in favour of these resolutions.

#### Resolution 1

The directors must present the report of the directors and the accounts of the Company for the year ended 31 December 2009 to shareholders at the Annual General Meeting for formal adoption. The report of the directors, the accounts and the report of the Company's auditors on the accounts and on those parts of the Directors' Remuneration Report that are capable of being audited are contained within the Annual Report.

#### Resolution 2

A final dividend can only be paid after the shareholders at a general meeting have approved it. Subject to the passing of resolution 2, the final dividend for the year ended 31 December 2009 will be paid on 14 May 2010 to shareholders on the register at the close of business on 23 April 2010.

#### Resolution 3

The Directors' Remuneration Report, which may be found on pages 116 to 127 of the Annual Report is submitted for approval by shareholders. The report gives details of the directors' remuneration for the year ended 31 December 2009 and sets out the Company's overall policy on directors' remuneration. The Company's auditors, Ernst & Young LLP, have audited those parts of the Directors' Remuneration Report capable of being audited and their report may be found on page 131 of the Annual Report.

#### Resolutions 4 to 7

Resolutions 4, 5, 6 and 7 set out in the Notice of Annual General Meeting concern the re-election to the Board of Mick Davis (Chief Executive), David Rough (Deputy Chairman and Senior Independent Director), Sir Steve Robson (non-executive director), and Willy Strothotte (Chairman and non-executive director) who are retiring by rotation in accordance with the Company's Articles of Association. These re-elections will take effect at the conclusion of the Annual General Meeting. The Board recommends the shareholders to vote in favour of each of these resolutions. In making this recommendation the Board has been guided by the recommendation of the Board's Nomination Committee. The Board was informed of the results of formal performance evaluations of these directors and is of the view that, in the case of each, his performance continues to be effective and

each continues to show commitment to his individual and collective roles and the Board is of the opinion that it will continue to benefit from the skills, knowledge and experience which each director brings to his role. None of these directors standing for re-election took part in the Board's consideration of their own re-election or performance evaluation.

Biographies of each of these directors standing for re-election can be found on pages 98 to 99 of the 2009 Annual Report.

#### Resolution 8

Resolution 8 concerns the election to the Board of Dr Con Fauconnier as a non-executive director.

Dr Con Fauconnier, aged 62 worked for Anglo American Corporation, Gencor and JCI Limited prior to joining Iscor in 1995 as General Manager Business Development. He joined the Board of Iscor Ltd in 1997 and became Managing Director of Iscor Mining in 1999, before being appointed as Chief Executive of Kumba Resources Limited in 2001. From 2006 until his retirement in August 2007, he served as Chief Executive Officer of Exxaro Resources Limited, a newly formed company from the merger of Eyesizwe Mining and the non-iron ore assets of Kumba Resources. He currently serves as an independent non-executive director on the boards of Namakwa Diamonds Ltd, a London-listed integrated diamond producer and Merafe Resources Ltd, a JSE-listed ferrochrome producer. He is also an Honorary Professor in the Faculty of Engineering, Built Environment and Information Technology of the University of Pretoria and a Fellow of the Gordon Institute of Business Science (GIBS).

He served on the Executive Council of the Chamber of Mines of South Africa until November 2006 and was President from 2003 to 2005. He is a registered professional engineer and a Fellow of the South African Institute of Mining & Metallurgy, the Institute of Directors of Southern Africa and the South African Academy of Engineering and a Trustee of the World Wide Fund for Nature (WWF), South Africa.

In reviewing the recommendations of the Board's Nomination Committee, the Board concluded that Con Fauconnier is independent in character and judgement; and with his impressive background, outstanding reputation in South African mining, and academic credentials, the Board is confident that Con Fauconnier will make a significant contribution to Xstrata.

#### Resolution 9

The auditors of a company must be re-appointed at each general meeting at which the accounts are laid. Resolution 9 proposes the re-appointment of the Company's existing auditors, Ernst & Young LLP, until the conclusion of the next general meeting of the Company at which accounts are laid and gives authority to the directors to determine the auditors' remuneration.

#### Resolution 10

The authority conferred on the directors at the Annual General Meeting held on 5 May 2009 under section 80 of the Companies Act 1985 to allot shares expires at the date of the forthcoming Annual General Meeting.

Resolution 10, which will be proposed as an ordinary resolution, seeks to grant a new authority under section 551 of the Companies Act 2006 to authorise the directors to allot shares (including treasury shares) in the Company or grant rights to subscribe for, or convert any security into, shares in the Company:

- (A) up to an aggregate nominal value of US\$489,835,270, which is equal to approximately one-third (33.33%) of the Company's issued ordinary share capital as at 2 March 2010; and
- (B) comprising equity securities (as defined in section 560 of the Companies Act 2006) up to a maximum nominal amount of US\$979,670,540 which is equal to approximately two thirds (66.7%) of the Company's issued ordinary share capital as at 2 March 2010 in connection with a pre-emptive offer to existing shareholders by way of a rights issue.

This authority will expire (unless otherwise revoked) at the end of the next Annual General Meeting of the Company.

This authority is in accordance with revised guidelines on share allotments issued by the Association of British Insurers following a report of the Rights Issue Review Group. Based on these guidelines, the cap on the annual allotment authority under section 551 of the Companies Act 2006 has been increased from one-third to two-thirds of issued share capital but the amount of any authority above one-third has to be applied only to fully pre-emptive rights issues, and can be raised for one year only.

The directors have no present intention of exercising this authority. The directors consider the renewal of this authority appropriate in order to retain maximum flexibility to take advantage of business opportunities as they arise.

### **Resolution 11**

The authority conferred on the directors at the Annual General Meeting held on 5 May 2009 to issue equity securities of the Company for cash without the application of pre-emption rights pursuant to section 89 of the Companies Act 1985 expires at the end of the forthcoming Annual General Meeting. Such authority will, if resolution 11 is passed, be replaced at the end of the forthcoming Annual General Meeting by the authority proposed by resolution 11.

Resolution 11, which will be proposed as a special resolution, the passing of which is subject to the passing of resolution 10, seeks to grant a new authority to the directors to issue equity securities of the Company for cash without the application of such pre-emption rights pursuant to section 571 of the Companies Act 2006. Other than in connection with a rights, scrip dividend, or other similar issue, the authority contained in this resolution will be limited to a maximum nominal amount of US\$73,475,290, which represents approximately 5 per cent of the Company's issued ordinary share capital as at 2 March 2010. This authority will expire at the end of the next Annual General Meeting.

The directors have no present intention of exercising this authority. The directors consider the renewal of this authority appropriate in order to retain maximum flexibility to take advantage of business opportunities as they arise.

As at the date of the Notice of Annual General Meeting, the Company holds no treasury shares. Any sale of treasury shares would be treated as an issue of shares for the purposes of this resolution.

### **Resolution 12**

It is proposed in resolution 12, a special resolution, to reduce to 20 clear days, the notice period required for an extraordinary general meeting (as defined in the Company's Articles of Association). Changes made to the Companies Act 2006 by the Companies (Shareholders' Rights) Regulations 2009 (the "Shareholders' Rights Regulations") increase the notice period

required for general meetings (other than annual general meetings) to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. (Annual General Meetings will continue to be held on at least 21 clear days' notice.)

Before the coming into force of the Shareholders' Rights Regulations on 3 August 2009, the Company was able to call an extraordinary general meeting, by at least 20 clear days' notice without obtaining such shareholder approval provided it was not called for the purpose of passing a special resolution. In order to preserve this ability, and also to allow an extraordinary general meeting called for the purpose of passing a special resolution (other than in relation to a special resolution to re-register the Company as a private limited company) to be called on not less than 20 clear days' notice, resolution 12 seeks such approval. The flexibility offered by resolution 12 may be used, if considered appropriate in relation to the business to be considered at the meeting. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed to the Company's Shareholders for approval.

### **Resolution 13**

It is proposed in resolution 13, which is proposed as a special resolution, to amend the Articles of Association (the "Amended Articles") of the Company in order to update the Company's current Articles of Association (the "Current Articles"), primarily to reflect the implementation of the Shareholders' Rights Directive in the United Kingdom in August 2009 and the remaining provisions of the Companies Act 2006 in October 2009.

An explanation of the main differences between the proposed Amended Articles and the Current Articles is set out below. A copy of the Current Articles and the Amended Articles that reflect the proposed changes are available for inspection as noted on page 8 of this document.

#### **Provisions which come into effect under resolution 13**

##### *(a) The Company's objects*

The provisions regulating the operations of the Company are currently set out in the Company's Memorandum and Articles of Association. The Company's Memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake.

The Companies Act 2006 significantly reduces the constitutional significance of a company's memorandum of association with effect from 1 October 2009. The Companies Act 2006 provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the Company. Under the Companies Act 2006 the objects clause and most other provisions which were formerly contained in a company's memorandum immediately before 1 October 2009, are deemed to be contained in a company's articles of association but the Company can remove these provisions by special resolution.

Further, the Companies Act 2006 states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its Memorandum (other than clause 4.3 as noted below) which, by virtue of the Companies Act 2006, are treated as forming part of the Company's Articles of Association as of 1 October 2009. Resolution 13 confirms the

removal of these provisions for the Company. As the effect of this resolution will be to remove the statement currently in the Company's Memorandum of Association regarding limited liability, the Amended Articles also contain an express statement regarding the limited liability of shareholders.

Certain rights which are inalienable under Swiss law have been preserved in the Company's Memorandum and Articles of Association by creating one special voting right sufficient to defeat any resolution which could amend or remove these entrenched rights. Clause 4.3 of the Company's Memorandum of Association is such an entrenched right. If the Company were to seek to remove clause 4.3 of the Memorandum, this would require approval by a separate special resolution. On such a resolution, the holder of the special voting share, would have, in accordance with Article 103 of the Current Articles, have sufficient votes to defeat the resolution. Accordingly, the Company has not proposed a separate resolution to remove clause 4.3 of the Memorandum of Association.

*(b) Articles which duplicate statutory provisions*

Provisions in the Current Articles which replicate provisions contained in the Companies Act 2006 are in the main amended to bring them into line with the Companies Act 2006.

*(c) Authorised share capital and unissued shares*

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital and the Amended Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority(ies) continue(s) to be required under the Companies Act 2006, save in respect of employee share schemes.

*(d) Redeemable shares*

Under the Companies Act 1985, if a company wished to issue redeemable shares, it had to include in its articles of association the terms and manner of redemption thereof. The Companies Act 2006 enables directors to determine such matters instead, provided they are so authorised by the Company's articles of association. The Amended Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the directors would need shareholders' authority to issue new shares in the usual way.

*(e) Directors' Remuneration*

The Amended Articles increase the aggregate fees that may be paid to the non-executive directors of the Company from £1,000,000 to £2,000,000. This limit, which covers non-executive directors' basic fees and additional fees paid for chairing and/or membership of standing committees of the board, has not been changed since the incorporation of the Company in February 2002. The total directors' fees payable vary with the number of non-executive directors and with the number of committees on which each non-executive director serves. The Company wishes to take this opportunity to create additional flexibility in respect of non-executive directors' fees and avoid the need for amending the Articles of Association at a later date to obtain authority to increase the aggregate limit.

*(f) Suspension of registration of share transfers*

The Current Articles permit the directors to suspend the registration of transfers. Under the Companies Act 2006, share transfers must be registered as soon as practicable. The power in the Current Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the Amended Articles.

*(g) Vacation of office by directors*

The Current Articles specify the circumstances in which a director must vacate office. The Amended Articles update these provisions to treat physical illness in the same manner as mental illness.

*(h) Voting by proxies on a show of hands*

The Shareholders' Rights Regulations have amended the Companies Act 2006 so that it now provides that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution.

Article 103 of the Current Articles, which deals with certain rights of proxies, is an entrenched provision. Consequently, any amendment to Article 103 would require approval by a separate special resolution which could be defeated by the holder of the special voting share. Accordingly, the Company has not proposed a separate special resolution for the amendment of Article 103. The Company is subject to the provision of sections 284 and 285 of the Companies Act 2006 regardless of the fact that Article 103 will not have been amended to reflect the law as now in force.

*(i) Voting by corporate representatives*

The Shareholders' Rights Regulations have amended the Companies Act 2006 in order to enable multiple representatives appointed by the same corporate member to, subject to certain exceptions, vote in different ways. The relevant provisions have therefore been incorporated in the Amended Articles.

*(j) Chairman's casting vote*

The Amended Articles remove the provision giving the chairman a casting vote in the event of an equality of votes as this is no longer permitted under the Companies Act 2006.

*(k) Notice of general meetings*

The Shareholders' Rights Regulations amend the Companies Act 2006 to require a company to give 21 clear days' notice of general meetings unless it offers members an electronic voting facility and a special resolution reducing the period of notice to not less than 14 days has been passed. Annual general meetings must be held on 21 clear days' notice. The first sentence of Article 68 currently states that an extraordinary general meeting of the Company called for the purpose of passing a special resolution must be called on at least 21 clear days' notice. The Amended Articles will allow such an extraordinary general meeting (other than a meeting at which a special resolution to re-register the Company as private limited company is proposed) to be called on not less than 20 days' clear notice subject to the passing of a separate resolution of the members of the Company which, must be renewed at every subsequent Annual General Meeting. Such a resolution is proposed as resolution 12. It is not possible to reduce the notice period for extraordinary general meetings to 14 days because the second sentence of Article 68, which requires at least 20 clear days notice for all other extraordinary general meetings, is an entrenched right under the Current Articles and cannot be amended.

*(l) Voting record date*

Under the Companies Act 2006 (as amended by the Shareholders' Rights Regulations), the Company must determine the right of members to vote

at a general meeting by reference to the register not more than 48 hours before the time for the holding of the meeting, not taking account of days which are not working days. The Amended Articles reflect this requirement.

*(m) Untraced shareholders*

For practical purposes, the Amended Articles now contain a provision allowing the Company to sell the shares of any untraced shareholders where the registered holders of such shares have not cashed three dividends in any 12 year period and such registered holders have not responded to a newspaper advertisement issued by the Company giving notice of the intention of the Company to sell the shares for a three month period (the "Untraced Shareholder"). The Company shall remain obliged to account for the proceeds of the sale of the shares to the Untraced Shareholder.

*(n) General*

Generally, the opportunity has been taken to bring clearer language into the Amended Articles and in some areas to conform the language of the Amended Articles to that used in the model articles for public companies produced by the Department for Business, Innovation and Skills.

## Notes

### Note 1

Voting on all resolutions at the meeting will be by way of 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/she is a holder.

### Note 2

Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice (the "Form of Proxy"). A proxy may be appointed by inserting the proxy's name on the Form of Proxy in the space provided. If a Form of Proxy is returned without an indication as to how the proxy shall vote on any resolution, the proxy will exercise his/her discretion as to whether, and if so how, he/she votes on that resolution.

### Note 3

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, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY UK, not later than: (i) 10.00 a.m. (British Summer Time) on 3 May 2010; 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.

Proxies may also be appointed by going to [www.eproxyappointment.com](http://www.eproxyappointment.com) and following the instructions provided there. CREST members may also choose to utilise the CREST electronic proxy appointment service in accordance with the procedures set out in Note 8. The lodging of the Form of Proxy (or the electronic appointment of proxy) will not preclude shareholders from attending and voting in person at the Annual General Meeting, should they so wish.

### Note 4

To be valid, a 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.

In the case of joint holders, the signature of any one holder is sufficient. If more than one 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.

Any alteration made to a Form of Proxy should be initialled.

### Note 5

The Company specifies that only those shareholders registered in the Register of Members of the Company as at 10.00 a.m. (British Summer Time) on 3 May 2010 (or in the event that the Annual General Meeting is adjourned, the Register of Members 48 hours before the time of any adjourned meeting(s)) shall be entitled to attend or vote at the Annual General Meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to the entries on the Register of Members after 10.00 a.m. (British Summer Time) on 3 May 2010 (or, in the event that the Annual General Meeting is adjourned, 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.

### Note 6

As permitted by the Company's Articles of Association, a proxy appointment will (a) include the right: (i) to speak at the meeting; and (ii) 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 the meeting.

Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

### Note 7

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 Annual General Meeting, 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.

**Note 8**

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so 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 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 CREST message (a "CREST Proxy instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (on the Euroclear website [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is 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 the issuer's agent (ID 3RA50) by 10.00 a.m. (British Summer Time) on 3 May 2010. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this 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 Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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, to procure that his CREST sponsor or voting service provider(s) 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 system 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 the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

**Note 9**

Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company

**Note 10**

As at 26 March 2010 (being the latest practicable day prior to the publication of this Notice) the Company's issued share capital consists of 2,939,011,620 Ordinary Shares, carrying one vote each. 50,000 non-voting deferred shares carrying no votes and one special voting share which carries the right to vote in certain circumstances. Therefore, the total voting rights in the Company as at 26 March 2010 are 2,939,011,620.

**Note 11**

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

**Note 12**

Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

**Note 13**

A copy of this notice, and other information required by s311A of the Companies Act 2006, can be found at [www.xstrata.com](http://www.xstrata.com).

**Note 14**

The following documents will be available for inspection by any person during normal business hours on a weekday (Saturdays, Sundays and public holidays excepted) at the Company's registered address until the time of the Annual General Meeting. In addition the documents in item (iii) will be available for inspection at Congress Center Metalli Zug, Industriestrasse 14, 6300 Zug, Switzerland from 15 minutes before the Annual General Meeting until it ends:

- i) Copies of the directors' service contracts;
- ii) Copies of the letters of appointment of the non-executive directors; and
- iii) A copy of the proposed amended Articles of Association and a copy of the existing Articles of Association marked to show the changes being proposed in resolution 13.