



Notice of Annual General Meeting to be held on Wednesday, 4 May 2011 and resolutions to be proposed

THIS CIRCULAR 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 Xstrata plc'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 2 May 2011.

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 ninth Annual General Meeting of Xstrata plc (the "Company") (the "Annual General Meeting") will be held at Theater-Casino Zug, Artherstrasse 2-4, Zug, Switzerland on 4 May 2011 at 11 a.m. (Central European Summer Time) to consider and, if thought fit, pass resolutions 1 to 20, as follows:

Resolutions 1 to 18 to be proposed as ordinary resolutions

Report and Accounts

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 2010.

Final Dividend

2. To declare a final dividend of US\$0.20 per Ordinary Share in respect of the year ended 31 December 2010.

Remuneration Report

3. To receive and consider and, if thought fit, to approve the directors' Remuneration Report (on pages 119 to 129 of the Annual Report) for the year ended 31 December 2010.

Directors

4. To re-elect Mick Davis as a director.
5. To re-elect Dr Con Fauconnier as a director.
6. To re-elect Ivan Glasenberg as a director.
7. To re-elect Peter Hooley as a director.
8. To re-elect Claude Lamoureux as a director.
9. To re-elect Trevor Reid as a director.
10. To re-elect Sir Steve Robson as a director.
11. To re-elect David Rough as a director.
12. To re-elect Ian Strachan as a director.
13. To re-elect Santiago Zaldumbide as a director.
14. To elect Sir John Bond as a director.
15. To elect Aristotelis Mistakidis as a director.
16. To elect Tor Peterson as a director.

Auditors

17. 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.

Directors' authority to allot

18.

- (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\$494,115,346; and
 - (B) comprising equity securities (as defined in section 560 of the Companies Act 2006) up to an aggregate nominal amount of US\$988,230,692 (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 to allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company 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 19 and 20 to be proposed as special resolutions

Disapplication of pre-emption rights

19. That, subject to the passing of resolution 18 in the Notice of Annual General Meeting, 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 18 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 18 (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 18 (a)(i)(A) shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph (b) above up to an aggregate nominal amount of US\$74,117,301.

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 18 in the Notice of Annual General Meeting" were omitted.

Notice period for extraordinary general meetings

20. 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.

By order of the Board

Richard Elliston

16 March 2011
Secretary

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

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 18 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 19 and 20 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: Report and Accounts

The directors must present the report of the directors and the accounts of the Company for the year ended 31 December 2010 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: Final Dividend

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 2010 will be paid on 13 May 2011 to shareholders on the register at the close of business on 26 April 2011.

Resolution 3: Remuneration Report

The Directors' Remuneration Report, which may be found on pages 119 to 129 of the Annual Report is submitted for approval by shareholders. The report gives details of the directors' remuneration for the year ended 31 December 2010 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 219 of the Annual Report.

Resolutions 4 to 13: Re-election of directors

In accordance with the UK Corporate Governance Code, all directors of the Company currently in office, other than Willy Strothotte, will retire at the AGM and seek re-election. Separate resolutions will be proposed for each of these re-elections. These re-elections, if passed, will take effect at the conclusion of the Annual General Meeting. An externally facilitated performance appraisal of each individual director was undertaken towards the end of the year. On the basis of the outcome of these appraisals and on the recommendation of the Nominations Committee, the Board was able to conclude that the performance of each director standing for re-election continues to be effective and each director continues to show commitment to, and is able to allocate sufficient time to the Company to discharge his responsibilities. The Board considered the independence of David Rough and Sir Steve Robson, and was satisfied that, notwithstanding the fact that they have been directors of the Company for a period in excess of nine years, they both continue to be independent in character and judgement and that there were no other grounds disclosed or of which the Board was aware which could affect their independence. In addition, the Board was of the view that with the appointment of a new chairman, it would be important to maintain an element of continuity in board membership. The Board therefore recommends that shareholders vote in favour of each of these resolutions.

Biographies of each of these directors standing for re-election can be found on pages 102 to 103 of the 2010 Annual Report and details on the Committees of which they are members are detailed on pages 115 to 118 of the Corporate Governance Report.

Resolutions 14 to 16: Election of new directors

Resolution 14 concerns the election to the Board of Sir John Bond as an independent non-executive director who, upon election, will succeed Willy Strothotte as Chairman.

Sir John Bond, aged 69, is currently Chairman and non-executive director of Vodafone Group plc from which he will resign on 26 July 2011. He was appointed to the Board of Vodafone in 2005 and became Chairman in 2006. He is also a director of A.P. Moller-Maersk A/S (Denmark), the international shipping and investment company and Shui On Land Ltd, a Hong Kong quoted property development company specialising in China. He retired as Group Chairman of HSBC Holdings plc in 2006, having also been its Group Chief Executive from 1993 to 1998. He holds advisory roles with Northern Trust Corp, USA, and with KKR Asia. He is also a member of various advisory bodies in China: China Development Forum; China Banking Regulatory Commission International Advisory Board, and Tsinghua School of Economics and Management at Tsinghua University.

Sir John Bond has an exceptional record of shareholder value creation in his distinguished career, during which he has successfully chaired two major international companies and gained unrivalled experience in the world's emerging Asian economies. The Board has every confidence that Sir John will make a significant contribution to the Xstrata Board and the ongoing success of the Company.

Resolutions 15 and 16. Under the terms of the Relationship Agreement between the Company and its major shareholder Glencore International AG ("Glencore"), Glencore has the right to nominate three directors for appointment to the Board. The Relationship Agreement stipulates that there will be at all times a majority of independent non-executives on the Board. Resolutions 15 and 16 concern the election to the Board of Aristotelis Mistakidis, and Tor Peterson who have been nominated for appointment as non-executive directors by Glencore, in addition to Glencore's nomination of Ivan Glasenberg (see Resolution 6).

Aristotelis Mistakidis, aged 49, is Co-director of Glencore's Zinc/Copper/Lead commodity department, a position he has held since February 2000, having joined Glencore in 1993. He is jointly responsible for overseeing the marketing business and industrial assets of the department, including strategy and operations. He is also a director of Katanga Mining Limited and Recylex S.A and is chairman of Mopani Copper Mines Plc. Before Glencore, he worked at Cargill for six years, where he worked in and gained experience in the non-ferrous metals industry.

Tor Peterson, aged 46, is Director of Glencore's Coal/Coke commodity department, a position he has held since 2002, having joined Glencore in 1992. He is responsible for overseeing the global marketing business and industrial assets of the department, including strategy and operations. Before Glencore, he worked for five years for Phibro-Salomon Inc. as a marketer, being based in New York, London and the Ivory Coast.

The Board therefore recommends the shareholders to vote in favour of each of these resolutions.

Resolution 17: Auditors

The auditors of a company must be re-appointed at each general meeting at which the accounts are laid. Resolution 17 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 18: Directors' authority to allot

The authority conferred on the directors at the Annual General Meeting held on 5 May 2010 under section 551 of the Companies Act 2006 to allot shares expires at the date of the forthcoming Annual General Meeting.

Resolution 18, 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\$494,115,346, which is equal to approximately one-third (33.33%) of the Company's issued ordinary share capital as at 15 March 2011; and
- (B) comprising equity securities (as defined in section 560 of the Companies Act 2006) up to a maximum nominal amount of US\$988,230,692 which is equal to approximately two-thirds (66.66%) of the Company's issued ordinary share capital as at 15 March 2011 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.

Recommendation of the Board of directors with respect to all items of business *continued*

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 allotment of shares for the purposes of resolution 18.

Resolution 19: Disapplication of pre-emption rights

The authority conferred on the directors at the Annual General Meeting held on 5 May 2010 to issue equity securities of the Company for cash without the application of pre-emption rights pursuant to section 561 (1) of the Companies Act 2006 expires at the end of the forthcoming Annual General Meeting. Such authority will, if resolution 19 is passed, be replaced at the end of the forthcoming Annual General Meeting by the authority proposed by resolution 19.

Resolution 19, which will be proposed as a special resolution, the passing of which is subject to the passing of resolution 18, 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\$74,117,301, which represents approximately 5 per cent of the Company's issued ordinary share capital as at 15 March 2011. 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.

The directors confirm their intention to follow the provisions of the Pre-emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period. The Principles provide that companies should not issue shares for cash representing more than 7.5% of the company's issued share capital in any rolling three-year period, other than to existing shareholders, without prior consultation with shareholders.

Resolution 20: Notice period for extraordinary general meetings

It is proposed in resolution 20, 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 20 seeks such approval. The flexibility offered by resolution 20 may be used, if considered appropriate, in relation to the business to be considered at the meeting and is thought to be advantageous to shareholders as a whole. 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.

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 2 May 2011; 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 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 2 May 2011 (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 2 May 2011 (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

Notes *continued*

in the CREST Manual (on the Euroclear website 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 2 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 15 March 2011 (being the latest practicable day prior to the publication of this Notice) the Company's issued share capital consists of 2,964,692,076 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 15 March 2011 are 2,964,692,076.

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 section 311A of the Companies Act 2006, can be found at 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 and will be available for inspection at Theater-Casino Zug, Artherstrasse 2-4, Zug, Switzerland on 4 May 2011 from 15 minutes before the Annual General Meeting until it ends:

- i) Copies of the executive directors' service contracts; and
- ii) Copies of the letters of appointment of the non-executive directors.

Note 15

The results of the voting at the Annual General Meeting will be announced through a Regulatory Information Service and will appear on our website www.xstrata.com on 4 May 2011.