

Xstrata plc

(Incorporated in England and Wales under the Companies Act 1985,
with registered number 4345939)

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

THURSDAY
WEDNESDAY



A09	"A2MEOPZO"	30/05/2007	470
	COMPANIES HOUSE		
A35	"AJYIYPFB"	10/05/2007	181
	COMPANIES HOUSE		

ORDINARY and SPECIAL RESOLUTIONS of Xstrata plc passed at the Annual General Meeting of the Company on 8th May 2007

- 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 2006
- 2 To declare a final dividend of US 30 0 cents per Ordinary Share in respect of the year ended 31 December 2006
- 3 To receive and consider and, if thought fit, to approve the directors' Remuneration Report (on pages 126 to 139 of the Annual Report) for the year ended 31 December 2006
- 4 To re-elect Mick Davis, being an executive director retiring in accordance with Article 128 of the Company's Articles of Association
- 5 To re-elect Trevor Reid, being an executive director retiring in accordance with Article 128 of the Company's Articles of Association
- 6 To re-elect Sir Steve Robson, being a non-executive director retiring in accordance with Article 128 of the Company's Articles of Association
- 7 To re-elect David Rough, being a non-executive director retiring in accordance with Article 128 of the Company's Articles of Association
- 8 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

- 9 That in place of all existing authorities and pursuant to the authority conferred on the directors by Article 14 of the Company's Articles of Association, the directors be authorised to allot relevant securities for a period expiring (unless previously renewed, varied or revoked) at the end of the next Annual General Meeting of the Company after the date on which this resolution is passed and

for that period the section 80 amount shall be US\$161,663,784.50 (equivalent to 323,327,569 ordinary shares of US\$0.50 each in the capital of the Company)

Resolutions 10 and 11 to be proposed as special resolutions

- 10 That in place of all existing powers and pursuant to the power conferred on the directors by Article 15 of the Company's Articles of Association, the directors be authorised to allot equity securities, as if section 89(1) of the Companies Act 1985 did not apply, for a period expiring at the end of the next Annual General Meeting of the Company after the date on which this resolution is passed and for that period the section 89 amount is US\$24,249,567.50 (equivalent to 48,499,135 ordinary shares of US\$0.50 each in the capital of the Company)
- 11 That the Company may send or supply any document or information that is required or authorised to be sent or supplied to a member or any other person by the Company by a provision of the Companies Acts (as defined in section 2 of the Companies Act 2006 ("the 2006 Act")), or pursuant to the Company's Articles of Association or to any other rules or regulations to which the Company may be subject, by making it available on a website, and the provisions of the 2006 Act which apply to sending or supplying a document or information required or authorised to be sent or supplied by the Companies Acts (as defined in section 2 of the 2006 Act) by making it available on a website shall, the necessary changes having been made, also apply to sending or supplying any document or information required or authorised to be sent by the Company's Articles of Association or any other rules or regulations to which the Company may be subject by making it available on a website and this resolution shall supersede any provision in the Company's Articles of Association to the extent that it is inconsistent with this resolution

Resolution 12 to be proposed as an ordinary resolution

- 12 That 13,609,948,397 of the authorised but unissued ordinary shares of US\$0.50 each in the capital of the Company be cancelled pursuant to section 121(2)(e) of the Companies Act 1985 so as to diminish the authorised share capital of the Company from US\$7,554,974,199.00 and £50,000 to US\$750,000,000.50 and £50,000 divided into 1,500,000,000 ordinary shares of US\$0.50 each, 50,000 non-voting deferred shares of £1.00 each and one special voting share of US\$0.50

By order of the Board

Richard Elliston
Secretary

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9th May 2007