

Company No 4345939

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

Special and Ordinary Resolutions

**of
Xstrata plc**

At an Extraordinary General Meeting of the Company duly convened and held at Baarermattstrasse 3, CH-6340 Baar, Switzerland on 3 May 2013, the following Resolutions were duly passed as Special Resolutions

Special Resolutions

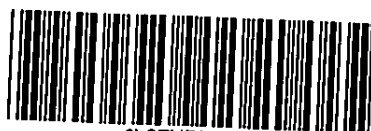
- 1** That the Company be re-registered as a private limited company under the Companies Act 2006 under the name of Xstrata Limited.
- 2** That the regulations contained in the printed document produced to the meeting and signed by the Chairman for purposes of identification be hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of the Company

The following resolutions were duly passed as Ordinary Resolutions

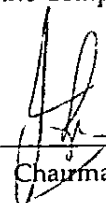
Ordinary Resolutions

- 3** That, with effect from the Company's re-registration as a private company, the Directors be given authority to authorise matters giving rise to an actual or potential conflict for the purposes of Section 175 of the Companies Act 2006
- 4** That, with effect from the Company's re-registration as a private company, for periods when the Company has one class of shares, the Directors shall have the powers given by Section 550 of the Companies Act 2006 to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company This authority is in substitution for all previous authorities conferred on the Directors in accordance with Section 80 of the Companies Act 1985 or Section 551 of the Companies Act 2006

TUESDAY



LD1 07/05/2013 #101
COMPANIES HOUSE


Chairman