

**Xstrata plc**  
(incorporated in England and Wales under the Companies Act 1985,  
with registered number 4345939)

**The following resolutions, being items of special business, were passed at the  
Annual General Meeting of the Company on 5<sup>th</sup> May 2010.**

**ORDINARY RESOLUTION**

**Resolution 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

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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

## **SPECIAL RESOLUTIONS**

### **Resolution 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

**Resolution 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

**Resolution 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 P Elliston**

Secretary

Registered Office

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6<sup>th</sup> May 2010