

SH01

Return of allotment of shares



You can use the WebFiling service to file this form online
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation

☐ **What this form is NOT for**
You cannot use this form to
notice of shares taken by sub-
on formation of the company
for an allotment of a new class
shares by an unlimited company

FRIDAY



A4WR5NOH
A07 24/09/2010 325
COMPANIES HOUSE

1 Company details

Company number 4 3 4 5 9 3 9

Company name in full Xstrata plc

Filing in this form
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Allotment dates

From Date d 0 d 8 m 0 m 9 y 2 y 0 y 1 y 0

To Date d 1 d 4 m 0 m 9 y 2 y 0 y 1 y 0

Allotment date
If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes

3 Shares allotted

Please give details of the shares allotted, including bonus shares

Currency
If currency details are not
completed we will assume currency
is in pound sterling

Class of shares (E.g. Ordinary/Preference etc.)	Currency	Number of shares allotted	Nominal value of each share	Amount paid (including share premium)	Amount (if any) unpaid (including share premium)
Ordinary	US dollars	25,666,758	US\$0 50	£8 07 per share	US\$0 00

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted

Details of non-cash
consideration

If a PLC, please attach
valuation report (if
appropriate)

Transfer of non-voting preferred shares of US\$0 50 par value in Xstrata Capital Corporation A V V
(Aruba) in exchange for issuance of ordinary shares in Xstrata plc

Amended Notice of Adjustment of Exchange Price of US\$375 million Guaranteed Convertible
Bonds due 2017 issued by Xstrata Capital Corporation A V V, dated 3 March 2009
(copy attached)

SH01

Return of allotment of shares

Statement of capital

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return

4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Deferred	£1 00	£0 00	50,000	£ 50,000
				£
				£
				£
Totals			50,000	£ 50,000

5 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency	US dollars			
Class of shares (E g Ordinary / Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary	£0 00	-	2,964,692,076	\$1,482,346,038
Totals			2,964,692,076	\$1,482,346,038

Currency	US dollars			
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Special share	\$0 50	\$0 00	1	\$0 50
Totals			1	\$0 50

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital		③ Total aggregate nominal value Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc
Total number of shares	2,964,742,077	
Total aggregate nominal value ③	£50,000 + US\$1,482,346,038 50	

① Including both the nominal value and any share premium

② E g Number of shares issued multiplied by nominal value of each share

③ Total number of issued shares in this class

Continuation Pages

Please use a Statement of Capital continuation page if necessary

Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 4 and Section 5	1 Prescribed particulars of rights attached to shares The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares A separate table must be used for each class of share Continuation page Please use a Statement of Capital continuation page if necessary
Class of share	ORDINARY US\$0 50	
Prescribed particulars 1	Subject to the Companies Act and the Articles of Association of the Company, each ordinary share of the Company carries the right to attend, speak and vote at any general meeting of the Company on the basis of one vote for each registered ordinary share Each registered ordinary share of the Company carries an equal right to participate in and shall rank pari passu on a winding up	
Class of share	DEFERRED £1 00	
Prescribed particulars 1	The holders of deferred shares have no right to receive notice of any general meeting of the Company, nor the right to attend, speak or vote at any general meeting. The shares have no right to dividends and on a winding up or other return of capital, entitle the holder only to the repayment of the amounts paid up on the shares after the nominal amount paid up on the ordinary shares, the nominal amount paid up on the special voting share and payment of £100,000 per ordinary share	
Class of share	SPECIAL VOTING SHARE US\$0 50	
Prescribed particulars 1	The special voting share carries no rights to receipt of dividend and no right to more than the amount paid up on the share in the event of liquidation The special voting share carries enough votes to defeat any resolution deemed to be an Entrenched Rights Action, as defined in the Company's Articles of Association	

8 Signature

<p>Signature</p>	<p>I am signing this form on behalf of the company</p>	<p>2 Societas Europaea If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership</p>
<p>Signature</p>	<p>Signature</p> <p>X <i>R. Evers</i> X</p>	<p>3 Person authorised Under either section 270 or 274 of the Companies Act 2006</p>
	<p>This form may be signed by Director 2, Secretary, Person authorised 3, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</p>	

SH01

Return of allotment of shares



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Richard Elliston

Company name Xstrata plc

Address 4th Floor, Panton House
25/26 Haymarket

Post town London

County/Region

Postcode S W 1 Y 4 E N

Country

DX

Telephone 020 7968 2885



Checklist

We may return the forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have shown the date(s) of allotment in section 2
- ☐ You have completed all appropriate share details in section 3
- ☐ You have completed the appropriate sections of the Statement of Capital
- ☐ You have signed the form



Important information

Please note that all information on this form will appear on the public record.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 N R Belfast 1



Further information

For further information please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

GUARANTEED CONVERTIBLE BONDS

Xstrata Capital Corporation A V V

3 March 2009

XSTRATA CAPITAL CORPORATION A.V.V.

US\$375,000,000 4.00 PER CENT. GUARANTEED CONVERTIBLE BONDS DUE 2017 (THE "BONDS") GUARANTEED BY XSTRATA PLC AND CONVERTIBLE INTO 4.00 PER CENT. EXCHANGEABLE REDEEMABLE PREFERENCE SHARES OF XSTRATA CAPITAL CORPORATION A.V.V. WHICH ARE GUARANTEED BY, AND WILL BE EXCHANGEABLE IMMEDIATELY UPON ISSUANCE FOR, ORDINARY SHARES IN XSTRATA PLC

Amended notice of adjustment of Exchange Price

Adjustment Events

In respect of its 2006 financial year, Xstrata plc paid dividends totalling US\$0.43 per Ordinary Share of which US\$0.14008 per Ordinary Share constituted a Capital Distribution (the "2006 Capital Distribution")

In respect of its 2007 financial year, Xstrata plc paid dividends totalling US\$0.50 per Ordinary Share of which US\$0.19266 per Ordinary Share constituted a Capital Distribution (the "2007 Capital Distribution" and together with the 2006 Capital Distribution, the "Capital Distributions")

On 29 January 2009, Xstrata plc announced a proposed rights issue (the "Rights Issue") of up to 1,982,508,352 new Ordinary Shares ("New Shares"), at a price per New Share of 210 pence, which is less than 95 per cent of the Current Market Price per Ordinary Share. The Rights Issue was conditional on, amongst other things, Shareholders' approval of an increase in the Xstrata plc's share capital to create sufficient Ordinary Shares for the Rights Issue, the granting of authority to the directors of Xstrata plc to allot and issue the New Shares and to disapply pre-emption rights. Following satisfaction of the conditions to the Rights Issue, Xstrata plc now announces an adjusted Exchange Price for the Bonds. The actual number of New Shares being offered pursuant to the Rights Issue is 1,955,341,080.

Adjustment of Conversion Terms

As described in Condition 7 of the Terms and Conditions of the Bonds (as constituted by a trust deed dated 13 October 2006 between Xstrata Capital Corporation A V V, Xstrata plc and Law Debenture Trustees Limited as trustee for the holders of the Bonds (the "Trust Deed")) each US\$1,000 principal amount of a Bond is convertible into one Preference Share with a paid-up value of US\$1,000. Preference Shares issued on conversion of Bonds will be allotted to the relevant Bondholders and immediately transferred to Xstrata plc in consideration for Xstrata plc delivering to the relevant Bondholders such number of Ordinary Shares as is determined by dividing the paid-up value of each Preference Share (translated into pounds sterling at the fixed exchange rate of US\$1.809 = £1.00) by the Exchange Price in effect on the Conversion Date (rounded down to the nearest whole number of Ordinary Shares). The current

Exchange Price is 1527 pence per Ordinary Share converted into US dollars at the fixed exchange rate of US\$1 809 = £1 00

The terms of the Preference Shares as set out in the Articles of the Issuer and the Issuer Board Resolution (which are summarised in Condition 7(B) of the Terms and Conditions of the Bonds as set out in the listing particulars published by Xstrata Capital Corporation A V V and Xstrata plc on 12 October 2006 (the "Listing Particulars")) require an adjustment to be made to the Exchange Price if

- Xstrata plc pays or makes a Capital Distribution to Shareholders as further described in the Articles of the Issuer and the Issuer Board Resolution and summarised in Condition 7(B)(iii) of the Terms and Conditions of the Bonds as set out in the Listing Particulars, and
- Xstrata plc issues Ordinary Shares to Shareholders as a class by way of rights at a price per Ordinary Share that is less than 95 per cent of the Current Market Price per Ordinary Share as further described in the Articles of the Issuer and the Issuer Board Resolution and summarised in Condition 7(B)(iv) of the Terms and Conditions of the Bonds as set out in the Listing Particulars

As the adjustments to the Exchange Price required as a consequence of the payment of the Capital Distributions in aggregate would have resulted in an adjustment of less than one per cent of the Exchange Price, no adjustment was required to be made to the Exchange Price as permitted by the terms of the Preference Shares as set out in the Articles of the Issuer and the Issuer Board Resolution (which are summarised in Condition 7(B) of the Terms and Conditions of the Bonds as set out in the Listing Particulars) These adjustments were carried forward but will now be taken into account together with the adjustment being made in respect of the Rights Issue

From and including the date of this announcement, being the first date on which the Ordinary Shares traded "ex-rights" on the London Stock Exchange, the Exchange Price was adjusted to *807 pence* per Ordinary Share converted into US dollars at the fixed exchange rate of US\$1 809 = £1 00 All other Terms and Conditions of the Bonds remain unchanged

The Exchange Price as adjusted applies to all Bonds for which the Conversion Date occurs on or after the date of this announcement

Defined Terms

All words and terms that are capitalised herein shall have the same meaning as set out in the Terms and Conditions of the Bonds

Trustee

Law Debenture Trustees Limited
Fifth Floor, 100 Wood Street
London EC2V 7EX
United Kingdom

**Principal Paying, Transfer, Conversion
and Exchange Agent**
Citibank, N A

**Registrar and Paying, Transfer,
Conversion and Exchange Agent**
Citigroup Global Markets Deutschland AG

Citigroup Centre
Canary Wharf
London E14 5LB
United Kingdom

& Co KgaA
Reuterweg 16
60323
Frankfurt am Main
Germany

ends

Xstrata contacts

Claire Diver

Telephone +44 20 7968 2871
Mobile +44 7785 964 340
Email cdivver@xstrata.com

Richard Elliston

Telephone +44 20 7968 2885
Mobile +44 7759 924 576
Email relliston@xstrata.com