

Company no 4345939



THE COMPANIES ACT 1985 TO 2006

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

of

XSTRATA PLC

Passed on 4th May 2011

At the Annual General Meeting of Xstrata plc held at Theater-Casino Zug, Artherstrasse 2-4, Zug, Switzerland on 4th May 2011, the following resolutions were duly passed as ordinary and special resolutions

ORDINARY RESOLUTION

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

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

A handwritten signature in black ink, appearing to read 'R. P. Elliston', written in a cursive style.

R P Elliston
Secretary
Registered Office
4th Floor, Panton House,
25/27 Haymarket,
London SW1Y 4EN

5 May 2011