

**PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER**  
**Rules 8.1 and 8.2 of the Takeover Code (the "Code")**

**1. KEY INFORMATION**

(a) Identity of the party to the offer making the disclosure:	XSTRATA PLC ("XSTRATA")
(b) Owner or controller of interests and short positions disclosed, if different from 1(a): <i>The naming of nominee or vehicle companies is insufficient</i>	N/A
(c) Name of offeror/offeree in relation to whose relevant securities this form relates: <i>Use a separate form for each party to the offer</i>	XSTRATA
(d) Is the party to the offer making the disclosure the offeror or the offeree?	OFFEREE
(e) Date position held:	10 FEBRUARY 2012
(f) Has the party previously disclosed, or is it today disclosing, under the Code in respect of any other party to this offer?	YES – disclosing today for GLENCORE INTERNATIONAL PLC

**2. POSITIONS OF THE PARTY TO THE OFFER MAKING THE DISCLOSURE**

- (a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates

Class of relevant security:	Interests		Short positions	
	Number	%	Number	%
(1) Relevant securities owned and/or controlled:	NIL		NIL	
(2) Derivatives (other than options):	NIL		NIL	
(3) Options and agreements to purchase/sell:	NIL		NIL	
<b>TOTAL:</b>	NIL		NIL	

*All interests and all short positions should be disclosed.*

*Details of any open derivative or option positions, or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).*

*Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).*

## (b) Rights to subscribe for new securities

Class of relevant security in relation to which subscription right exists:	N/A
Details, including nature of the rights concerned and relevant percentages:	N/A

*If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.*

## (c) Irrevocable commitments and letters of intent

Details of any irrevocable commitments or letters of intent procured by the party to the offer making the disclosure or any person acting in concert with it (see Note 3 on Rule 2.11 of the Code):
None

## 3. POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE

Details of any interests, short positions and rights to subscribe of any person acting in concert with the party to the offer making the disclosure:
See details below

## (a) Beneficial holdings of directors of Xstrata in Xstrata Shares

Name	Number of Xstrata Shares	Percentage of issued ordinary share capital of Xstrata (per cent.)
Sir John Bond	1,000	0.000034
Mick Davis	2,517,549	0.084918
Trevor Reid	539,491	0.018197
Claude Lamoureux	27,000	0.000911
David Rough	25,249	0.000852
Ian Strachan	43,098	0.001454
Santiago Zaldumbide	8,222	0.0002

No directors of Xstrata hold an interest in the shares of Glencore International plc

## (b) Options held by directors of Xstrata over Xstrata Shares

Xstrata Long Term Incentive Plan			
Share options			
Name	No. Vested Options	No. Unvested Options (conditional awards)	Total Options (vested and unvested)
Mick Davis	2,022,661	1,259,600	3,282,261

Trevor Reid	993,687	1,479,139	2,472,826
Santiago Zaldumbide	89,095	1,414,557	1,503,652
<b>Xstrata Executive Committee Bonus Plan</b>			
<b>Deferred bonus shares granted as share options</b>	<b>Vested</b>	<b>Unvested</b>	<b>Total (vested and unvested)</b>
Mick Davis	91,944	91,944	183,888
Trevor Reid	46,312	46,312	92,624
Santiago Zaldumbide	58,149	43,611	101,760

## (c) Interests of other parties of Xstrata in Xstrata Shares

Name	Number of Xstrata Shares	Percentage of issued ordinary share capital of Xstrata (per cent.)
Batiss Investments Limited	5,026,629	0.96%

## (d) Interests of advisers to Xstrata in Xstrata Shares

**Relevant securities:**

Name	Interests		Short positions	
	Number of Xstrata Shares	Percentage of issued ordinary share capital of Xstrata (per cent.)	Number of Xstrata Shares	Percentage of issued ordinary share capital of Xstrata (per cent.)
Deutsche Bank AG London			4,034	0.0001
Concept Fund Solutions PLC	5,061	0.0002		
Deutsche Asset Management (Korea) Company Limited	9,778	0.0003		
Far Eastern Alliance Asset Management Co. Ltd	65,134	0.0022		
Frankfurt-Trust Investment	142,490	0.0048		
Frankfurt-Trust Investment-Gesellschaft mbH	172,928	0.0058		
Oppenheim Asset Management Services s.à.r.l	197,875	0.0067		

Oppenheim-Kapitalanlage-Gesellschaft mbH	121,626	0.0041		
Deutsche Postbank Vermögens-Management S.A.	50,000	0.0017		
J.P. Morgan Trust Company of Delaware	1,574	0.0001		
JPMorgan Funds Management, Inc.	59,497	0.0020		
Barclays Bank (Suisse) SA	24,193	0.0008		
Barclays Bank Plc	341,031	0.0115		
Barclays Wealth Trustees (Jersey) Ltd	12,219	0.0004		
Barclays Wealth Trustees (Guernsey) Ltd	8,080	0.0003		
Barclays Wealth Trustees (Isle of Man) Ltd	2,000	0.0001		
Barclays Bank Trust Company Ltd	100	0.0000		
Goldman, Sachs & Co.			13,800	0.0005

Options and agreements to purchase/sell:

Name	Interests		Short positions	
	Number of Xstrata Shares	Percentage of issued ordinary share capital of Xstrata (per cent.)	Number of Xstrata Shares	Percentage of issued ordinary share capital of Xstrata (per cent.)
Goldman, Sachs & Co.	474,600	0.0160	474,600	0.0160

4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer making the disclosure or any person acting in concert with it:

*If there are no such agreements, arrangements or understandings, state "none"*

None
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(b) Agreements, arrangements or understandings relating to options or derivatives

<p>Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer making the disclosure, or any person acting in concert with it, and any other person relating to:</p> <p>(i) the voting rights of any relevant securities under any option; or</p> <p>(ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:</p>
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*If there are no such agreements, arrangements or understandings, state "none"*

None
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(c) Attachments

Are any Supplemental Forms attached?

Supplemental Form 8 (Open Positions)	YES
Supplemental Form 8 (SBL)	NO

Date of disclosure:	13 February 2012
Contact name:	Richard Elliston, Company Secretary
Telephone number:	+44 (0)20 7968 2885

Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service and must also be emailed to the Takeover Panel at [monitoring@disclosure.org.uk](mailto:monitoring@disclosure.org.uk). The Panel's Market Surveillance Unit is available for consultation in relation to the Code's dealing disclosure requirements on +44 (0)20 7638 0129.

The Code can be viewed on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).

**SUPPLEMENTAL FORM 8 (OPEN POSITIONS)**

**DETAILS OF OPEN OPTION AND DERIVATIVE POSITIONS, AGREEMENTS TO PURCHASE OR SELL ETC.**

Note 5(i) on Rule 8 of the Takeover Code (the "Code")

**1. KEY INFORMATION**

<b>Identity of person whose open positions are being disclosed:</b>	(GS) GOLDMAN, SACHS & CO.
<b>Name of offeror/offeree in relation to whose relevant securities the disclosure relates:</b>	XSTRATA PLC

**2. OPTIONS AND DERIVATIVES**

<b>Class of relevant security</b>	<b>Product description e.g. call option</b>	<b>Written or purchased</b>	<b>Number of securities to which option or derivative relates</b>	<b>Exercise price per unit</b>	<b>Type e.g. American, European etc.</b>	<b>Expiry date</b>
USD 0.5 ordinary	Call Option (1:1)	Purchased	158,200 (158,200)	11.5000 GBP	European	06/03/2012
USD 0.5 ordinary	Call Option (1:1)	Written	158,200 (158,200)	11.5000 GBP	European	06/03/2012
USD 0.5 ordinary	Call Option (1:1)	Purchased	158,200 (158,200)	12.0000 GBP	European	19/03/2012
USD 0.5 ordinary	Call Option (1:1)	Written	158,200 (158,200)	12.0000 GBP	European	19/03/2012
USD 0.5 ordinary	Call Option (1:1)	Purchased	158,200 (158,200)	12.5000 GBP	European	03/04/2012
USD 0.5 ordinary	Call Option (1:1)	Written	158,200 (158,200)	12.5000 GBP	European	03/04/2012

**3. AGREEMENTS TO PURCHASE OR SELL ETC.**

<b>Full details should be given so that the nature of the interest or position can be fully understood:</b>

*It is not necessary to provide details on a Supplemental Form (Open Positions) with regard to contracts for differences ("CFDs") or spread bets.*

*The currency of all prices and other monetary amounts should be stated.*

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