

Form of Proxy - Annual General Meeting to be held on 20 May 2014



Cast your Proxy online...It's fast, easy and secure!
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You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 912183

SRN:

PIN:



View the Annual Report online: www.glencorexstrata.com

Register at www.investorcentre.co.uk/je - elect for electronic communications & manage your shareholding online!

**To be effective, all proxy appointments must be lodged with the Company's Registrars at:
 c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 18 May 2014 at 10.00 am (BST)/11.00 am (CEST).**

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0870 707 4040 (or 0044 870 707 4040 from outside the UK) or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0870 707 4040 (or 0044 870 707 4040 from outside the UK) to request a change of address form or go to www.investorcentre.co.uk/je to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Jersey) Limited accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).



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I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of GlencoreXstrata Plc to be held at **Theater-Casino Zug, Artherstrasse 2-4, Zug, Switzerland** on **20 May 2014** at **11.00 am (CEST)**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



		Vote		Vote			
Special Resolutions	For	Against	Withheld	For	Against	Withheld	
1. That the Company's name be changed to Glencore plc and that the memorandum of association of the Company be amended by the deletion of the first paragraph thereof and the insertion in its place of the following: The name of the Company is Glencore plc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To elect Peter Grauer (Independent Non-Executive Director) as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That the Articles of Association produced to the meeting and initialled by the chairman of the meeting for purposes of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To approve the Directors' Remuneration Report in the 2013 Annual Report (excluding the Directors' Remuneration Policy as set out in Part A of the Directors' Remuneration Report).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolutions							
3. To receive the Company's accounts and the reports of the Directors and auditors for the year ended 31 December 2013 (2013 Annual Report).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To approve the Directors' Remuneration Policy as set out in Part A of the Directors' Remuneration Report in the 2013 Annual Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To approve a final distribution of U.S.\$0.111 per ordinary share for the year ended 31 December 2013 which the Directors propose, and the shareholders resolve, is to be paid only from the capital contribution reserves of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To reappoint Deloitte LLP as the Company's auditors to hold office until the conclusion of the next general meeting at which accounts are laid.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Anthony Hayward (Interim Chairman) as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To authorise the audit committee to fix the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Leonhard Fischer (Independent Non-Executive Director) as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To renew the authority conferred on the Directors pursuant to Article 10.2 of the Company's articles of association (the Articles) to allot shares or grant rights to subscribe for or to convert any security into shares for an Allotment Period.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect William Macaulay (Independent Non-Executive Director) as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. That subject to the passing of Resolution 2 the directors be and are hereby authorised to offer and allot ordinary shares to ordinary shareholders in lieu of a cash distribution from time to time or for such period as they may determine pursuant to the terms of Article 142 of the Articles.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Ivan Glasenberg (Chief Executive Officer) as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Special Resolutions			
9. To elect Peter Coates (Non-Executive Director) as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. Subject to and conditionally upon the passing of resolution 16, to empower the Directors pursuant to Article 10.3 of the Articles to allot equity securities for an Allotment Period (each as defined in the Articles) commencing on the date of the passing of this resolution and ending on the earlier of 30 June 2015 and the conclusion of the Company's AGM in 2015.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To elect John Mack (Independent Non-Executive Director) as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. The Company be and is hereby generally and unconditionally authorised pursuant to Article 57 of the Companies (Jersey) Law 1991 (the Companies Law) to make market purchases of ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).



Shareholder Reference Number

Notice of Availability - GlencoreXstrata Plc

Important - please read carefully

You can now access the Annual Report and Notice of AGM, by visiting this website:

www.glencorexstrata.com

Would you like to receive electronic communications in the future?

Please submit your email address by visiting our Investor Centre website:

www.investorcentre.co.uk/je/ecomms/

SRN:

! YOUR SHAREHOLDER REFERENCE NUMBER (SRN) IS IMPORTANT, PLEASE KEEP IT IN A SAFE PLACE.



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Did you know you can also manage your shareholding online?

Register at www.investorcentre.co.uk/je
Manage your shareholding with ease! Investor Centre is our free self-service website where you can utilise the following services and more:

Switch to electronic communications	Manage future payments	View your Shareholding	Change your address
			

