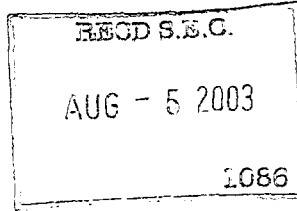




**FRESHFIELDS BRUCKHAUS DERINGER LLP**

Securities and Exchange Commission  
Attn: Filing Desk  
450 Fifth Street, N.W.  
Washington, D.C. 20549



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CLIENT MATTER NO 106327-0020



03029036

5 August 2003

**Xstrata plc – SEC file no. 082-34660**

**SUPPL**

Dear Sir or Madam:

Please find attached an announcement by Xstrata plc, SEC file no. 082-34660, that is being furnished to the SEC pursuant to Rule 12g3-2(b). Please contact the undersigned if you have any questions.

**PROCESSED**  
**AUG 12 2003**  
**THOMSON FINANCIAL**

Yours faithfully,

*David A. Ellis / LSE*

David A. Ellis

*David A. Ellis*

XSTRATA PLC

**OFFERING OF US\$600,000,000 3.95% GUARANTEED CONVERTIBLE BONDS  
DUE 2010**

Zug, 4 August 2003

Xstrata plc ("Xstrata") announced on 4 August 2003 that it has launched an issue (the "Issue") of US\$600,000,000 3.95% Guaranteed Convertible Bonds due 2010 (the "Bonds"), convertible into fully paid ordinary shares of Xstrata (the "Shares").

The Issue will incorporate a cashbox structure with the Bonds issued through Xstrata's wholly-owned subsidiary, Xstrata Capital Corporation A.V.V. (the "Issuer"). On exercise of the conversion right, the Bonds will be converted into preference shares (the "Preference Shares") of the Issuer and immediately exchanged for Shares. The Bonds are to be guaranteed by Xstrata.

The Bonds will be issued at par and will bear a coupon of 3.95% per annum. The conversion price will be £6.10 (US\$9.807 at an exchange rate of £1=US\$1.6077), representing a premium of 39.6% over the closing price of the Shares in London on 1 August 2003. If not converted or previously redeemed, the Bonds will be redeemed at par on 15 August 2010. The net proceeds of the Issue, estimated at US\$588 million, will be used to repay part of the Group's existing borrowings under its Syndicated Loan Facility Agreement.

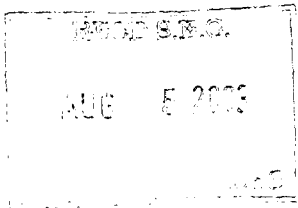
The Bonds will be offered and sold only in offshore transactions in accordance with Regulation S under the US Securities Act of 1933, as amended.

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This announcement is issued pursuant to Rule 135c under the Securities Act of 1933.



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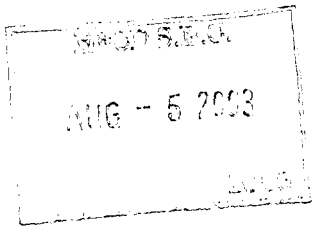
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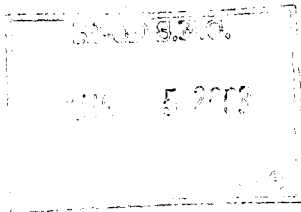
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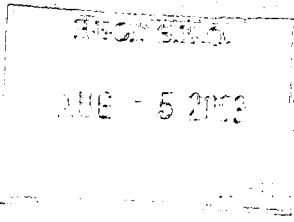
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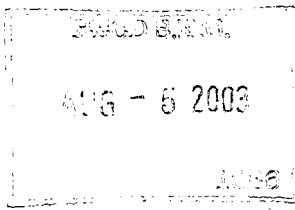
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