

One North Central Avenue ▪ Phoenix, AZ 85004

## **Report of the Annual Meeting of Stockholders of Freeport-McMoRan Copper & Gold Inc.**

### **To Our Stockholders:**

We are pleased to report to you regarding our annual meeting of stockholders held in Wilmington, Delaware on June 11, 2009.

The number of shares of common stock issued and outstanding at the close of business on April 14, 2009, the record date for the annual meeting, and entitled to vote at the meeting was 411,751,897. The number of shares of common stock held by stockholders present in person or by proxy and voted at the meeting was 347,537,697.

Stockholders present in person or by proxy entitled to vote held at least 84.40% of the outstanding shares on the record date. Accordingly, a quorum was present.

The following are the results of voting on the items of business presented at the meeting.

### **Election of Directors**

Holders of common stock present in person or by proxy elected all 16 directors, with the votes cast as follows:

<b>Name</b>	<b>For</b>	<b>% of Votes Cast</b>	<b>Withheld</b>	<b>% of Votes Cast</b>
Richard C. Adkerson	334,427,363	96.23%	13,110,334	3.77%
Robert J. Allison, Jr.	298,731,115	85.96%	48,806,582	14.04%
Robert A. Day	338,179,707	97.31%	9,357,990	2.69%
Gerald J. Ford	333,080,549	95.84%	14,457,148	4.16%
H. Devon Graham, Jr.	310,862,875	89.45%	36,674,822	10.55%
J. Bennett Johnston	314,097,580	90.38%	33,440,117	9.62%
Charles C. Krulak	315,186,745	90.69%	32,350,952	9.31%
Bobby Lee Lackey	310,833,924	89.44%	36,703,773	10.56%
Jon C. Madonna	342,582,727	98.57%	4,954,970	1.43%
Dustan E. McCoy	338,899,599	97.51%	8,638,098	2.49%
Gabrielle K. McDonald	314,407,332	90.47%	33,130,365	9.53%
James R. Moffett	332,750,809	95.75%	14,786,888	4.25%
B. M. Rankin, Jr.	314,115,731	90.38%	33,421,966	9.62%
J. Stapleton Roy	314,392,431	90.46%	33,145,266	9.54%
Stephen H. Siegele	342,627,642	98.59%	4,910,055	1.41%
J. Taylor Wharton	314,303,917	90.44%	33,233,780	9.56%

## Appointment of Independent Auditor

Holders of common stock present in person or by proxy approved the ratification of the appointment of Ernst & Young LLP to act as the independent auditor of our and our subsidiaries' financial statements for the year 2009, with the votes cast as follows:

For	% of Votes Cast	Against	% of Votes Cast	Abstain	% of Votes Cast
345,618,736	99.45%	1,341,161	0.39%	577,800	0.17%

## Proposed 2009 Annual Incentive Plan

Holders of common stock present in person or by proxy approved the proposal to adopt the 2009 Annual Incentive Plan, with the votes cast as follows:

For	% of Votes Cast	Against	% of Votes Cast	Abstain	% of Votes Cast
308,854,977	88.87%	36,067,394	10.38%	2,615,326	0.75%

## Stockholder Proposal

Holders of common stock present in person or by proxy rejected the stockholder proposal regarding the selection of a candidate with environmental expertise to be recommended for election to the Company's board of directors, with the votes cast as follows:

For	% of Votes Cast	Against	% of Votes Cast	Abstain	% of Votes Cast
90,130,264	32.45%	181,954,653	65.50%	5,690,483	2.05%

There were broker non-votes consisting of 69,762,297 shares of common stock.

Mr. Richard C. Adkerson, President, Chief Executive Officer and Director, served as Chairman of the meeting. In attendance were Mr. Rob Lake representing the Dutch public service pension fund ABP, the Swedish state pension funds AP1, AP2, AP3 and AP4, and the New York City Pension Funds, which beneficially own approximately 2.1 million shares collectively, and 11 other stockholders who beneficially own approximately 13,000 shares collectively. Also in attendance were the Inspector of Election from IVS Associates, one representative of Ernst & Young LLP, and representatives of the Company. There were no other directors present.

The following is a summary of the stockholder proposal presented at the meeting:

*Stockholder Proposal:* Mr. Lake presented the proposal. He stated that the Company has for many years been subject to intense scrutiny and criticism of its management of environmental and social issues at Grasberg in Indonesia, noting that the Grasberg mine uses riverine tailings transport. Mr. Lake said that the proponents believe that persistent criticism of the Company on these issues could increase the risk that the Company may face increased costs, obstacles to the further development, and negative media and public attention. He noted that the Company had appointed one of its directors, Judge Gabrielle McDonald, as Special Counsel on Human

Rights, which demonstrated its commitment to taking human rights seriously at the highest level. Mr. Lake stated that the Company does not currently have an independent director with environmental expertise and designated responsibility for environmental matters and that the proponents believe it would be beneficial for the Company to address the environment at the most strategic level in the same way as it has addressed human rights by appointing a specialist to the board. He claimed that such an appointment would place the Company at the forefront of board-level practice on environmental and social issues in the mining industry, and strengthen the Company's ability to demonstrate the seriousness with which it is addressing sustainable development. Mr. Lake then requested that stockholders support the proposal.

*Company Response:* Mr. Adkerson advised the stockholders that management and the Board believe that this proposal suggests action that is unnecessary in light of the Company's existing commitment to environmental sustainability, and adopting the proposed resolution would be contrary to the interests of the Company and its stockholders. He further stated that for the reasons set forth in the proxy statement, the Board of Directors recommended a vote against the stockholder proposal.

As reported above, this stockholder proposal failed to pass.

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Following the presentation of the stockholder proposal, Mr. Adkerson provided stockholders with the opportunity to present comments or questions on the items of business that were presented. None of the stockholders presented comments. He then closed the polls, declared the results of the voting and adjourned the meeting.

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If you would like to receive a copy of the Company's 2008 Annual Report and the 2008 Working Toward Sustainable Development Report, please contact our Investor Relations Department at 504-582-4000 or access our web site at [www.fcx.com](http://www.fcx.com).