

Company Number: 245487

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

RIO TINTO PACIFIC HOLDINGS LIMITED

Passed on 23 May 2001

At an Extraordinary General Meeting of the above named Company duly convened and held on 23 May 2001 at 6 St. James's Square, London SW1Y 4LD, the following resolution was passed as a Special Resolution:

RESOLUTION

THAT the Company's Articles of Association be amended, by deleting Article 3(B)(iii) and substituting therefor the following Article 3(B)(iii):

"(iii) Voting and General Meetings

The holders of the Preference Shares shall, by virtue of and in respect of their holdings of Preference Shares, have the right to receive notice of, attend and speak at every General Meeting of the Company and, but without prejudice to the rights of the holders of the Preference Shares pursuant to sections 125 to 129 of the Act or Article 3(B)(vi), on a show of hands and on a poll taken at a General Meeting, every holder of Preference Shares who is present in person or proxy shall have one vote for every 11,175 Preference Shares of which he is the holder."

Certified to be a true copy


Secretary

