

**A PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**BHP BILLITON (UK) LIMITED**

**Company Number: 02897874**

**(the "Company")**

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH  
SECTION 291 OF THE COMPANIES ACT 2006**

**SPECIAL RESOLUTIONS**

- 1 That the amount of USD 2,002,199,857 48 standing to the credit of the share premium account of the Company as at 15 May 2013 be cancelled in order to give rise to distributable reserves
- 2 That the Company's existing articles of association be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006 (the "Act"), are deemed to be provisions of the existing articles of association
- 3 That the draft articles of association attached to this resolution and, for the purposes of identification, initialled by the Chairman be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association

By order of the board

*AP8V5*

Director/Secretary

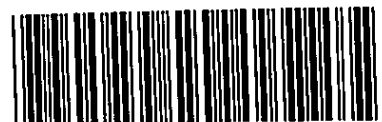
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# **INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006**

- 1 Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution
- 2 The circulation date of the written resolution is 15 May 2013 (the "**Circulation Date**")
- 3 The procedure for signifying agreement by eligible members to a written resolution is as follows
  - (A) a member signifies his/her/its agreement to a proposed written resolution when the Company receives from him/her/it (or someone acting on his/her/its behalf) an authenticated document –
    - (i) identifying the resolution to which it relates, and
    - (ii) indicating his/her/its agreement to the resolution,
  - (B) the document must be sent to the Company in hard copy form or in electronic form,
  - (C) a member's agreement to a written resolution, once signified, may not be revoked, and
  - (D) a written resolution is passed when the required majority of eligible members have signified their agreement to it
- 4 Generally the period for agreeing to a written resolution before it lapses is the period of 28 days beginning with the Circulation Date (see section 297 of the Act) However, eligible members should signify their agreement to the written resolution[s] within 15 days of the Circulation Date This is because additional stricter rules apply to a written resolution for reducing share capital Such a resolution will not be effective unless it is supported by a solvency statement made not more than 15 days before the date on which resolution is agreed to (see sections 641(1)(a) and 642(1)(a) of the Act)

## **AGREEMENT BY ELIGIBLE MEMBER(S) TO WRITTEN RESOLUTIONS**

We, being the eligible member(s) of the Company

- 1 confirm that we have received a copy of the above written resolution in accordance with section 291 of the Act, and
- 2 hereby resolve and agree that the above resolution be passed as a written resolution pursuant to section 288 of the Act and that the resolution shall take effect as a special resolution

  
Director, BHP Billiton Group Limited

15 May 2013  
Date