

**XSTRATA LIMITED**

**Company Number: 04345939 (the "Company")**

**STATEMENT OF THE DIRECTORS OF THE COMPANY**

made on 17 December 2021

1. This is a statement of the directors of the Company for the purposes of section 644(5) of the Companies Act 2006 and has been signed by each of the directors of the Company.
2. The directors of the Company confirm that the solvency statement dated 17 December 2021 and made for the purposes of section 642 of the Companies Act 2006 in the form as prescribed by The Companies (Reduction of Share Capital) Order 2008 and section 643 of the Companies Act 2006 was:
  - (A) made not more than 15 days before 17 December 2021, being the date on which the written resolution approving the cancellation of US\$1,515,682,754.12843 of the share capital of the Company was passed, such cancellation to be effected by reducing the nominal value of each issued ordinary share in the capital of the Company from US\$0.50 to US\$0.000001 to create distributable reserves (described for the purposes of the accounts as share capital distributable reserves); and
  - (B) provided to its sole member in accordance with section 642(2) of the Companies Act 2006.

Signed:



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John William Burton, Director

Signed:



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Martin William Haering, Director

Signed:



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Stephan Huber, Director

Signed:



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Carlos Perezagua Marin, Director