

**Registered Number: 04345939**

**SPECIAL RESOLUTIONS  
OF  
XSTRATA LIMITED  
(the "Company")**

**Passed on 18 November 2021**

In accordance with the written resolution procedure in Chapter 2, Part 13 of the Companies Act 2006, the following resolutions were duly passed as special resolutions:

**SPECIAL RESOLUTIONS**

1. That the share premium account of the Company comprising capital contribution reserves of the Company as at the date on which this resolution is passed be reduced by US\$6,718,932,581 to create distributable reserves (described for the purposes of the accounts as share premium distributable reserves), which are classified as capital contribution reserves for Swiss tax purposes as confirmed by the Federal tax administration, and following the reduction of capital will be shown as 'share premium distributable reserves (capital contribution reserves)' in a separate sub-account.
2. That the share premium account of the Company not comprising capital contribution reserves of the Company as at the date on which this resolution is passed be reduced by US\$1,890,469,205.69 to create distributable reserves (described for the purposes of the accounts as share premium distributable reserves).

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John Burton

**Director**