

Company No: 5524741

COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES


**RIO TINTO KALI LIMITED**

**RESOLUTION**  
(passed on 8 August 2005)

The following resolution, proposed at an Extraordinary General Meeting of the above mentioned Company duly convened and held at 6 St James's Square, London, SW1Y 4LD on Monday 8 August 2005, was duly passed as an Elective Resolution.

THAT the Company hereby elects:

- (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting;
- (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
- (iii) pursuant to Section 386 of the Act, to dispense with obligation to appoint auditors annually.

  
Roger R Dowding  
Secretary

