

RIO TINTO WESTERN HOLDINGS LIMITED
(the "Company")
Company Number: 00007132

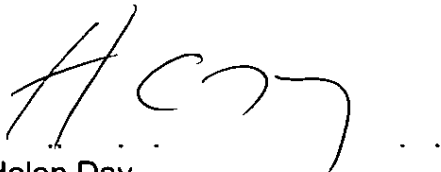
MEMBERS' WRITTEN RESOLUTION

I hereby certify that the following resolution was passed as a Special Resolution on 28 September 2016

SPECIAL RESOLUTION

THAT the share capital of the Company be reduced by US\$6,000 million by reducing the share premium account of the Company by such amount

AND THAT the amount by which the share capital is reduced be used to offset the accumulated losses of the Company with the remaining balance being transferred to the profit and loss account and treated as realisable profit for the purposes of Part 23 of the Companies Act 2006 capable of being used to make distributions to the members of the Company



Helen Day
Company Secretary

28 September 2016

THURSDAY



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