

7
Company number 27767

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

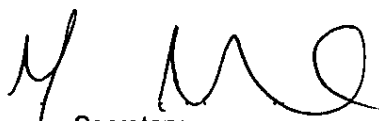
OF

ANTOFAGASTA RAILWAY COMPANY PLC
(the "Company")

At a GENERAL MEETING of the Company, duly convened and held at 5 Princes Gate, London SW7 1QJ on the 30th day of September 2008 at 4 15pm UK time (11 15am Chilean time) the following special resolution was duly passed

THAT, subject to and conditional upon the passing of (i) the Extraordinary Resolution set out in the notice dated 30 September 2008 convening a separate meeting of the holders of the ordinary shares of £1 00 each (the "**Ordinary Shares**") in the capital of the Company, (ii) the Extraordinary Resolution set out in the notice dated 30 September 2008 convening a separate meeting of the holders of the 5% cumulative preference shares of £1 00 each (the "**Preference Shares**") in the capital of the Company, the New Articles submitted to this meeting (which were for purposes of identification initialed by chairman of the meeting) be adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company

For and on behalf of
Petershill Secretaries Limited


Secretary

WEDNESDAY



LGE5P46J

LD6

22/10/2008

45

COMPANIES HOUSE

Company Number: 27767

THE COMPANIES ACTS 1985 AND 1989

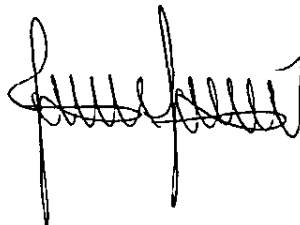
THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ANTOFAGASTA RAILWAY COMPANY PLC

A handwritten signature in black ink, appearing to be 'J. Cooper', written over a horizontal line.

PRICEWATERHOUSECOOPERS  LEGAL

1 Embankment Place
London WC2N 6DX

Tel +44 (0) 20 7212 1616

Fax +44 (0) 20 7212 1570

THE COMPANIES ACTS 1985 AND 1989

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ANTOFAGASTA RAILWAY COMPANY PLC

(the "Company")

Adopted by special resolution of the Company on 30 September 2008

1 **PRELIMINARY**

1 1 The regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by any subsequent or any future regulations (such Table being hereinafter called "**Table A**") shall apply to the Company so far as it relates to public companies limited by shares but save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the articles hereinafter contained shall be the articles of association of the Company

1 2 Any model articles of association promulgated under the 2006 Act shall not apply to the Company

1 3 In these articles, unless the context otherwise requires

'the 1985 Act' means the Companies Act 1985 (to the extent that the provisions of such Act are from time to time in force) and any reference in these articles to any provision of the 1985 Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force save where express reference is made to the 2006 Act,

'the 2006 Act' means the Companies Act 2006 (to the extent that the provisions of such Act are from time to time in force) and every statutory modification or re-enactment thereof for the time being in force,

'these articles' means these articles of association as originally adopted or as altered from time to time by special resolution,

'Associated Company' has the meaning given to that term in section 256 of the 2006 Act,

'clear days' means, in relation to the period of a notice, that period excluding the day on which the notice is given or is deemed to be given and the day for which it is given or on which it is to take effect,

'conflict of interest' any reference in these articles to a conflict of interest includes a conflict of interest and duty and a conflict of duties,

'Preference Shares' means a 5 per cent cumulative preference share with a nominal value of £1 in the capital of the Company,

'dividend' includes all moneys payable on or in respect of a share,

'electronic means' has the meaning given to that term in section 1168 of the 2006 Act,

'the seal' means the common seal of the Company and includes any official seal kept by the Company by virtue of sections 39 or 40 of the 1985 Act,

'the secretary' means the secretary of the Company and includes any assistant or deputy secretary and a person appointed by the directors to perform any of the duties of the secretary,

1 4 where an ordinary resolution of the Company is expressed to be required for any purpose, a special resolution is also effective for that purpose,

1 5 the headings in these articles do not affect the interpretation of these articles,

1 6 words denoting the singular number include the plural number and vice versa, words denoting the masculine gender include the feminine gender, and words denoting persons include corporations, and

1 7 subject as aforesaid, any word or expression to which a meaning is assigned by the 1985 Act or the 2006 Act has the meaning so assigned to it on the date on which these articles become binding on the Company

1 8 In these articles

1 8 1 powers of delegation shall not be restrictively construed but the widest interpretation shall be given thereto,

1 8 2 the word **'directors'** in the context of the exercise of any power contained in these articles includes any committee consisting of one or more directors, any director holding executive office and any local or divisional directors of the Company to which or, as the case may be, to whom the power in question has been delegated,

1 8 3 no power of delegation shall be limited by the existence or, except where expressly provided by the terms of delegation, the exercise of that or any other power of delegation, and

1 8 4 except where expressly provided by the terms of delegation, the delegation of a power shall not exclude the concurrent exercise of that power by another body or person who is for the time being authorised to exercise it under these articles or under another delegation of the power

2 RESIDENCE

The whole of the business of the Company shall be controlled and managed outside the United Kingdom. No meeting of Directors or of a committee of Directors shall in any circumstances be held in the United Kingdom and any meeting of the Directors or of a committee in the United Kingdom shall be invalid provided that nevertheless the Directors may appoint one or more of their number to be a committee in the United Kingdom for the purpose only of passing transfers of shares or securities of the Company for registration and for sealing new share certificates or certificates relating to securities of the Company. Subject to this article 2 meetings of the Directors may be held when and where the Directors shall think fit

3 SHARE CAPITAL

3 1 The capital of the Company is £9,500,000 divided into 2,000,000 Preference Shares of £1 each and 7,500,000 Ordinary Shares of £1 each

3 2 The holders of the Preference Shares in the present capital of the Company are entitled to a fixed cumulative preferential dividend on the amounts of Preference Shares held by them respectively at the rate of 5 per cent, per annum, and on a distribution of assets of the Company on a winding up to have the assets of the Company available for distribution amongst the members applied in the first place in paying to them the amounts of Preference Shares held by them respectively, together with a sum equal to any arrears or deficiency of the fixed cumulative preferential dividend on such shares (such arrears or deficiency to be calculated down to the commencement of the winding up and to be payable irrespective of whether such dividend has been declared or profits have been earned out of which the same could have been declared), but the holders of the Preference Shares shall not be entitled in respect thereof to any further or other participation in the profits or assets of the Company

4 MODIFICATION OF RIGHTS

4 1 Subject to the provisions of the 1985 Act and the 2006 Act, all or any of the rights or privileges attached to any class of shares in the Company may be varied or abrogated (i) in such manner (if any) as may be provided by such rights, or (ii) in the absence of any such provision, either with the consent in writing of the holders of at least three-quarters of the nominal amount of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the issued shares of that class held in accordance with the provisions of these articles, but not otherwise

4 2 The issue of further shares ranking as regards dividend or repayment of capital in priority to or pari passu with the Preference Shares shall be deemed for the purposes of this Article 4 to modify the special rights of the Preference Shares

4 3 Subject to articles 4 1 and 4 2, the special rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided by the conditions of issue of such shares, be deemed to be altered by the creation or issue of further shares ranking pari passu with the Preference Shares

5 ALLOTMENT OF SHARES

5 1 Shares which are comprised in the authorised share capital of the Company at the date of adoption of these articles shall be under the control of the directors who may (subject to section 80 of the 1985 Act and to article 5 3 below) allot and grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit

5 2 In accordance with section 91(1) of the 1985 Act, sections 89(1) and 90(1) to (6) (inclusive) of the 1985 Act shall not apply to the Company

5 3 The directors are generally and unconditionally authorised for the purposes of section 80 of the 1985 Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital of the Company at any time or times during the period of five years from the date of adoption of these articles provided that the nominal value of the shares to be allotted shall not, when aggregated with the nominal value of securities already allotted, exceed the authorised capital of the Company, and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement made by the Company within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution

5 4 Save as authorised by the 1985 Act, the Company shall not give, whether directly or indirectly, any financial assistance (as defined in section 152(1)(a) of the 1985 Act) for any such purpose as is specified in section 151 of the 1985 Act

5 5 Save as permitted by section 101(2) of the 1985 Act, no shares of the Company shall be allotted except as paid up at least as to one quarter of their nominal value and the whole of any premium

6 LIEN ON SHARES

6 1 The lien conferred by regulation 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company Regulation 8 in Table A shall be modified accordingly

6 2 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment"

7 TRANSFER OF SHARES

Subject to section 771 of the 2006 Act, the directors may, in their absolute discretion, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of regulation 24 in Table A shall not apply to the Company

8 GENERAL MEETINGS

8 1 Every notice convening a general meeting shall comply with the provisions of the 2006 Act as to giving information to members in regard to their right to appoint proxies

8 2 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved

8 3 Regulation 41 in Table A shall not apply to the Company

8 4 A resolution passed in accordance with section 168 of the 2006 Act in relation to the removal of a director before the expiration of his period of office and in accordance with section 510 of the 2006 Act for the removal of an auditor before the expiration of his period of office shall be passed as an ordinary resolution at a general meeting of the Company

8 5 An instrument of proxy is deemed (unless the contrary is stated in it) to confer authority to demand or join in demanding a poll and to speak at the meeting and to vote (whether on a show of hands or on a poll) on any resolution or amendment of a resolution put to, or other business which may properly come before, the meeting or meetings for which it is given, as the proxy thinks fit

8 6 Where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy in addition to his own vote (if any) as a member Regulation 54 in Table A shall be modified accordingly

8 7 Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without modification, the instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited at the place specified in regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the

meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting

- 8 8 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have

9 **DIRECTORS**

- 9 1 Regulation 64 in Table A shall not apply to the Company

- 9 2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution in general meeting of the Company Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be two

- 9 3 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) in Table A shall not apply to the Company

- 9 4 No person shall be appointed a director at any general meeting unless either

9 4 1 he is recommended by the directors, or

9 4 2 not less than fourteen nor more than thirty-five clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed

- 9 5 Subject to article 9 4, the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director

- 9 6 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with article 9 2 above as the maximum number of directors and for the time being in force

- 9 7 Notwithstanding any other provision of these articles, a majority in number of the members having a right to attend and vote at a general meeting may, by memorandum in writing signed by or on behalf of them and delivered to the Company's registered office or tendered at a meeting of the directors or at a general meeting of the Company, at any time and from time to time appoint any person to be a director (either to fill a vacancy or as an additional director) or remove any director from office (no matter how such director was appointed)

- 9 8 No sale of the Company's railways or waterworks shall be made except with the authority of a special resolution of the Company

10 **ALTERNATE DIRECTORS**

- 10 1 Unless otherwise determined by the Company in general meeting by ordinary resolution an alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of regulation 66 in Table A shall be modified accordingly

- 10 2 A director, or any such other person as is mentioned in regulation 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present

11 DIRECTORS' BENEFITS

- 11 1 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers
- 11 2 Regulation 87 in Table A shall not apply to the Company

12 DIRECTORS' POWERS

The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the 1985 Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

13 DIRECTORS' INTERESTS

- 13 1 Subject to article 13 4 a director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting
- 13 2 Until the commencement in force of section 177 of the 2006 Act each director shall comply with his obligations to disclose his interests in contracts or proposed contracts with the Company under section 317 of the 1985 Act On and from the commencement in force of sections 177 and 182 of the 2006 Act each director shall comply with his obligations to disclose the nature and extent of his interests in proposed and existing transactions and arrangements with the Company under sections 177 and 182 of the 2006 Act A director shall not be required to disclose the nature and extent of his interests in proposed transactions and arrangements with the Company under this article 13 2 where the interest or potential interest has arisen by reason of that director also acting as a director of any group undertaking (as defined in section 1161(5) of the 2006 Act)
- 13 3 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company
- 13 4 The directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise
- 13 4 1 any matter which would otherwise result in a director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties),
- 13 4 2 a director to accept or continue in any office, employment or position in addition to his office as a director of the Company and without prejudice to the generality of article 13 4 1 of this article 13 may authorise the manner in which a conflict of interest arising out of such office, employment or position may be dealt with, either before or at the time that such a conflict of interest arises,

provided that for this purpose the director in question and any other interested director are not counted in the quorum at any board meeting at which such matter, or such office, employment or position, is approved and it is agreed to without their voting or would have been agreed to if their votes had not been counted

13 5 For the purposes of this article 13 an interest includes both direct and indirect interests

13 6 On and from the commencement in force of section 175 of the 2006 Act a director shall not be regarded as in breach of the duty set out in section 175 of the 2006 Act in relation to conflicts of interest or potential conflicts of interest which arise by reason of that director also acting as a director of any group undertaking (as defined in section 1161(5) of the 2006 Act)

13 7 Where a matter, or office, employment or position, has been authorised by the directors subject to terms and conditions under article 13 4, the director must act in accordance with those terms and conditions

13 8 If a matter, or office, employment or position, has been authorised by the directors in accordance with this article 13 then

13 8 1 the director shall not be required to disclose any confidential information relating to such matter, or such office, employment or position, to the Company or to use such information in relation to the Company's affairs if to make such a disclosure or use would result in a breach of duty or obligation or confidence owed by him to another person in relation to or in connection with that matter, or that office, employment or position,

13 8 2 the director may absent himself from meetings of the directors at which anything relating to that matter, or that office, employment or position, will or may be discussed, and

13 8 3 the director may make such arrangements as such director thinks fit for Board and committee papers of the Company to be received and read by a professional adviser on behalf of that director

13 9 The general duties which a director owes to the Company pursuant to sections 171 to 177 of the 2006 Act will not be infringed by anything done (or omitted to be done) by a director in accordance with the provisions of this article or any terms or conditions imposed pursuant to article 13 4

13 10 A director shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any matter, or from any office, employment or position, which has been approved by the directors pursuant to this article 13 (subject to any limits or conditions to which such approval was subject), nor shall the receipt of such benefit constitute a breach of his duty under section 176 of the 2006 Act, and any contract, transaction or arrangement relating thereto shall not be liable to be avoided on the grounds of any such benefit

14 PROCEEDINGS OF DIRECTORS

14 1 A director or his alternate director may participate in a meeting of the board or a committee of the board through the medium of conference telephone or similar form of communication equipment, including electronic means if all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person participating in this way is deemed to be present in person at the meeting and is counted in a quorum and entitled to vote at the meeting. Subject to the 2006 Act, all business transacted in this way is for the purposes of these articles deemed to be validly and effectively transacted at a meeting of the board or a committee of the board even though fewer than two directors or alternate directors are physically present at the same place

14 2 A meeting at which one or more of the directors attends in the manner referred to in article 14 1 is deemed to be held at such place as the directors shall at the said meeting resolve

In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the directors attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present

14 3 Regulation 88 in Table A shall be read and construed as if the third sentence were omitted

15 THE SEAL

15 1 If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by (i) the secretary, (ii) a second director or (iii) a witness in whose presence a director signs and attests the signature. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in Table A shall not apply to the Company

15 2 The Company may exercise the powers conferred by section 39 of the 1985 Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors

16 NOTICES

16 1 Any documents or information to be sent or supplied to the Company pursuant to the 1985 Act, the 2006 Act, these articles or otherwise, must be sent or supplied in accordance with the provisions of sections 1143 to 1148 and Schedule 4 of the 2006 Act

16 2 Any documents or information to be sent or supplied by the Company pursuant to the 1985 Act, the 2006 Act, these articles or otherwise, must be sent or supplied in accordance with the provisions of sections 1143 to 1148 and Schedule 5 of the 2006 Act

16 3 Regulation 115 in Table A shall not apply to the Company

17 INDEMNITY OF OFFICERS AND FUNDING DIRECTORS' DEFENCE COSTS

17 1 For the purposes of this Article a "Liability" is any loss or liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office in relation to the Company

17 2 To the extent permitted by the 1985 Act and the 2006 Act and without prejudice to any indemnity to which he may otherwise be entitled, every person who is or was a director or other officer of the Company (other than any person (whether or not an officer of the Company) engaged by the Company as auditor) shall be and shall be kept indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him (whether in connection with any negligence, default, breach of duty or breach of trust by him or otherwise) in relation to the Company or its affairs provided that such indemnity shall not apply in respect of any liability incurred by him

17 1 1 to the Company or to any Associated Company, or

17 1 2 to pay a fine imposed in criminal proceedings, or

17 1 3 to pay a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (howsoever arising),
or

17 1 4 in defending any criminal proceedings in which he is convicted, or

- 17 1 5 in defending any civil proceedings brought by the Company, or an associated company, in which judgment is given against him, or
- 17 1 6 in connection with any application under any of the following provisions in which the court refuses to grant him relief, namely
- (a) section 144(3) or (4) of the 1985 Act (acquisition of shares by innocent nominee), or
 - (b) section 727 of the 1985 Act (general power to grant relief in case of honest and reasonable conduct)
- 17 3 To the extent permitted by the 1985 Act and the 2006 Act and without prejudice to any indemnity to which he may otherwise be entitled, every person who is or was a director or officer of the Company acting as a trustee of an occupational pension scheme shall be and shall be kept indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him in connection the Company's activities as trustee of the scheme provided that such indemnity shall not apply in respect of any liability incurred by him
- 17 3 1 to pay a fine imposed in criminal proceedings, or
- 17 3 2 to pay a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (howsoever arising), or
- 17 3 3 in defending criminal proceedings in which he is convicted
- 17 4 Without prejudice to article 17 1 or to any indemnity to which a director may otherwise be entitled, and to the extent permitted by the 1985 Act and the 2006 Act and otherwise upon such terms and subject to such conditions as the board may in its absolute discretion think fit, the board shall have the power to make arrangements to provide a director or other officer with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings or in connection with an application under section 144(3) or (4) of the 1985 Act (acquisition of shares by innocent nominee) or section 727 of the 1985 Act (general power to grant relief in case of honest and reasonable conduct) or in defending himself in an investigation by a regulatory authority or against action proposed to be taken by a regulatory authority or to enable a director to avoid incurring any such expenditure, so long as if it is done under the terms as provided under section 205 of the 2006 Act
- 17 5 Subject to the provisions of the 1985 Act and the 2006 Act and without prejudice to any protection from liability which may otherwise apply the directors shall have power to purchase and maintain for any director or other office of the Company, or of an associated company, insurance against any liability as is mentioned in article 17 1 and article 17 2
- 17 6 This article 17 shall only have effect in so far as its provisions are not avoided by section 232 of the 2006 Act
- 17 7 Regulation 118 in Table A shall not apply to the Company

18 **PROVISION FOR EMPLOYEES**

The Company shall exercise the power conferred upon it by section 247 of the 2006 Act only with the prior sanction of a special resolution. If at any time the capital of the Company is divided into different classes of shares, the exercise of such power shall be deemed to be a variation of the rights attached to each class of share and shall accordingly require the prior consent in writing of the holders of three-quarters in nominal value of the issued shares of each class or the prior sanction of a special resolution passed at a separate meeting of the holders of the shares of each class convened and held in accordance with the provisions of section 125 of the 1985 Act