

-Company Number: 883375

COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

RESOLUTIONS

of

RIO TINTO ALUMINIUM HOLDINGS LIMITED

Passed on the 24th day of June 2005

At an Extraordinary General Meeting of the above-named company duly convened and held on the 24th day of June 2005 at 6 St. James's Square, London, SW1, the following resolutions were passed:

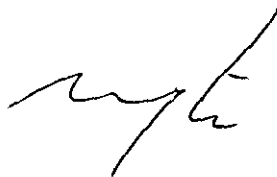
ELECTIVE RESOLUTIONS

"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."



SECRETARY



James

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Case 1207-848-40/10/MW