

BHP Billiton Paddington Limited (the "Company")

Company Number 05422543

STATEMENT OF THE DIRECTORS OF THE COMPANY

made on 25 March 2014

MONDAY



- 1 This is a statement of the directors of the Company for the purposes of section 644(5) of the Companies Act 2006 and has been signed by each of the directors of the Company
- 2 The directors of the Company confirm that the solvency statement dated 25 March 2014 and made for the purposes of section 642 of the Companies Act 2006 in the form as prescribed by the Companies (Reduction of Share Capital) Order 2008 was
 - (A) made not more than 15 days before 25 March 2014 being the date on which the written resolution that the share capital of the Company be reduced by the cancellation of US\$0 99999999 from each issued ordinary share of US\$1 was passed as a special resolution, and
 - (B) provided to its members in accordance with section 642(2) of the Companies Act 2006

Signed

A handwritten signature in black ink, appearing to be "P. Bright".

Peter Clinton Bright, Director

A handwritten signature in black ink, appearing to be "C. Gillan".

Charlotte Elizabeth Gillan, Director

Hendrik Jan Bogers, Director

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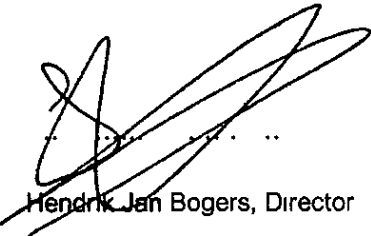
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Charlotte Elizabeth Gillan, Director



Hendrik Jan Bogers, Director