

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**(Amended by Special Resolution passed on 26 June 1997)**  
**(Amended by Ordinary Resolution passed on 15 October 1999)**  
**(Amended by Special Resolution passed on 15 May 2001)**  
**(Amended by Special Resolution passed on 26 October 2006)**  
**(Amended by Section 28 of the Companies Act 2006 and by Special**  
**Resolution passed on 16 November 2010)**

**OF**

**BHP Billiton Plc<sup>1</sup>**

We, the Subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of Shares shown opposite our respective names.

<b>Names and Addresses of Subscribers</b>	<b>Number of Shares taken by each Subscriber</b>
1    Hackwood Directors Limited Barrington House 59-67 Gresham Street London EC2V 7JA  R J Ashmore For and on behalf of Hackwood Directors Limited	One
2    Hackwood Secretaries Limited Barrington House 59-67 Gresham Street London EC2V 7JA  R J Ashmore For and on behalf of Hackwood Secretaries Limited	One
<b>Total Shares Taken: Two</b>	

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<sup>1</sup> Name changed from Hackplimco (No. Thirty-Three) Public Limited Company to Billiton Plc by Certificate of Incorporation on Change of Name dated 30 May 1997 and from Billiton Plc by Certificate of Incorporation on Change of Name dated 29 June 2001.

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DATED 29 April 1996

**Witness** to the above Signatures:-

C E Doe

Barrington House,  
59-67 Gresham Street,  
London EC2V 7JA.