

Company Registration No.

202123452C

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THE COMPANIES ACT, CAP. 50
REPUBLIC OF SINGAPORE

PRIVATE COMPANY LIMITED BY SHARES

CONSTITUTION
OF
CODELCO SINGAPORE PTE. LTD

Incorporated on the 5th day of July 2021



CERTIFICATE CONFIRMING INCORPORATION OF COMPANY

Company Name : CODELCO SINGAPORE PTE. LTD.

UEN : 202123452C

This is to confirm that the company was incorporated under the Companies Act, on and from **05/07/2021** and that the company is a **PRIVATE COMPANY LIMITED BY SHARES**.



TAN YONG TAT
ASST REGISTRAR OF COMPANIES & BUSINESS NAMES
ACCOUNTING AND CORPORATE REGULATORY AUTHORITY
SINGAPORE

Dated : 05/07/2021
Receipt Number: ACRA210705137614



Authentication No. : F21515508I

THE COMPANIES ACT, CHAPTER 50

PRIVATE COMPANY LIMITED BY SHARES

CONSTITUTION

OF

CODELCO SINGAPORE PTE. LTD.

(Incorporated in the Republic of Singapore)

1. The name of the Company is **CODELCO SINGAPORE PTE. LTD.**
2. The registered office of the Company will be situated in the Republic of Singapore.
3. Business Activity. Subject to the provisions of the Companies Act, Cap. 50, and any other written law and the Constitution, the Company has full capacity, rights, powers and privileges to carry on or undertake any business or activity, do any act or enter into any transaction.
4. The liability of the members is limited.

5. I/We, the person(s) whose name(s), address(es) and occupation(s) is/are hereunto subscribed, is/are desirous of being formed into a Company in pursuance of these Resolutions, and I/we agree to take the number of share(s) in the capital of the Company set opposite to my/our name(s):-

NAME(S), ADDRESS(ES) AND OCCUPATION(S) OF SUBSCRIBER(S)	NUMBER OF SHARE(S)	AMOUNT
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CORPORACION NACIONAL DEL COBRE DE CHILE HUERFANOS 1270 SANTIAGO CHILE	One Thousand (1,000)	USD1,000
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(Signed)

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OCTAVIO ANDRES ARANEDA OSES
Authorised Officer
 (Executed on behalf of CORPORACION NACIONAL
 DEL COBRE DE CHILE by its attorney Pursuant to the
 Power of Attorney dated 27 May 2021)

Total number of share(s) taken	One Thousand (1,000)	USD1,000
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Dated this 30th day of June 2021

INTERPRETATION

6. In these Regulations, unless the subject or context otherwise requires, the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof:- Interpretation

The Company :	CODELCO SINGAPORE PTE. LTD.
Act :	The Companies Act, Cap. 50 or any statutory modification thereof for the time being in force.
Directors :	The Directors for the time being of the Company.
Electronic register: of members	The electronic register of members kept and maintained by the Registrar for private companies under the Act.
Member :	The member of the Company.
Office :	The Registered Office for the time being of the Company.
Secretary :	Any person appointed to perform the duties of Secretary of the Company.
Seal :	The Common Seal of the Company.

Words importing the singular number only, include the plural number and vice versa.

Words importing the masculine gender only, include the feminine gender.

Words denoting persons include corporations.

Written or produced by any substitute for writing or partly one and partly another and shall include (except where otherwise expressly specified in this Constitution or the context otherwise requires, and subject to any limitations, conditions or restrictions contained in the Statutes) any representation or reproduction of words, symbols or other information which may be displayed in a visible form, whether in a physical document or in an electronic communication or form or otherwise howsoever.

Subject as aforesaid, any words or expressions defined in the Act shall, except where the subject or context forbids, bear the same meanings in these Regulations.

Words or expressions contained in these Regulations shall be interpreted in accordance with the provisions of the Interpretation Act, and of the Act as in force at the date at which these Regulations become binding on the Company.

PRIVATE COMPANY

7. The Company is a private company and accordingly:- Private company
- (a) The right of transfer of shares shall be restricted as hereinafter provided.
 - (b) The number of members for the time being of the Company (exclusive of persons who are in the employment of the Company and/or its subsidiaries, and of persons who having been formerly in the employment of the Company and/or its subsidiaries were, while in such employment, and have continued after the determination of such employment to be, members of

the Company) shall not exceed fifty, but where two or more persons hold one or more shares in the Company jointly, they shall, for the purpose of this paragraph, be treated as a single member.

SHARE CAPITAL AND VARIATION OF RIGHTS

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| 8. | Save as permitted by the Act, no shares may be issued by the Directors without the prior approval of the Company in General Meeting but subject thereto and to the provisions of these Regulations, the Directors may allot and issue shares or grant options over or otherwise dispose of the same to such persons on such terms and conditions and at such time as the Company in General Meeting may approve. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares but subject to the Act, shares in the Company may be issued by the Directors and any such share may be issued with such preferred, deferred, or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise, as the Directors determine. | Issue of shares |
| 9. | Subject to the Act, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed. | Preference shares |
| 10. | If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these Regulations relating to general meetings shall mutatis mutandis apply but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll, except that where there is only one holder of the shares of the class, that sole holder shall constitute the quorum for the meeting of the holders of that class of shares. To every such special resolution the provisions of the Act shall with such adaptations as are necessary apply. | Variations of rights attached to shares |
| 11. | The rights conferred upon the holders of the shares of any class issued with preferred, or other rights shall, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking equally therewith. | Deemed variation of rights |
| 12. | The Company may, unless otherwise specified or restricted by law, pay commissions or brokerage on any issue or purchase of its shares or sale, disposal or transfer of treasury shares at such rate or amount and in such manner as the Directors may deem fit. Such commission or brokerage may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. | Payment of commission for shares |
| 13. | Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future, or partial interest in any share or unit of a share or (except only as by these Regulations or by laws otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder. | No trust recognised |

14. Every person whose name is entered as a member in the electronic register of members is entitled without payment to receive a certificate in accordance with the Act but in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders. For the purpose of these Regulations, any of the Company's issued share capital held as treasury shares and the Company as a holder of treasury shares shall be disregarded. Registered member entitled to share certificate
15. (1) Except as required by law, no person is to be recognised by the company as holding any share upon any trust. Right of share
- (2) Except as required by law or by this Constitution, the Company is not bound by or compelled in any way to recognise –
- (a) any equitable, contingent, future or partial interest in any share or unit of a share; or
- (b) any other rights in respect of any share or unit of share, other than the registered holder's absolute right to the entirety of the share or unit of share.
- (3) Paragraph (2) applies even when the company has notice of any interest or right referred to in paragraph (2)(a) or (b).

SHARE BUY BACK AND TREASURY SHARES

16. (a) Save to the extent permitted by the Act, none of the funds of the Company or of any subsidiary thereof shall be directly or indirectly employed in the purchase or subscription of or in loans upon the security of the Company's shares. Share buy back and treasury shares
- (b) Notwithstanding the aforesaid provision, but subject to the Act, the Company may purchase or otherwise acquire its issued shares on such terms and in such manner as the Company may from time to time think fit. If required by the Act, any share that is so purchased or acquired by the Company shall, unless held in treasury in accordance with the Act, be deemed to be cancelled immediately on purchase or acquisition by the Company. On the cancellation of a share as aforesaid, the rights and privileges attached to that share shall expire. In any other instance, the Company may hold or deal with any such share which is so purchased or acquired by it in such manner as may be permitted by, and in accordance with, the Act.
- (c) The Company shall not exercise any right in respect of treasury shares other than as provided by the Act. Subject thereto, the Company may deal with its treasury shares in the manner authorised or prescribed by the Act.

LIEN

17. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares (other than fully paid shares) registered in the name of a single person for all money presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt Company to have lien on shares and dividends

from the provisions of this regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

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| 18. | The Company may sell, in such manner as the Directors think fit any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy. | Lien may be enforced by sale of shares |
| 19. | To give effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale. | Directors may transfer and enter purchaser's name in share register |
| 20. | The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale. | Application of proceeds of sale |

CALLS ON SHARES

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| 21. | The Directors may from time to time make calls upon the members in respect of any money unpaid on their shares and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall be payable at less than one month after the date fixed for the payment of the last preceding call, and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment given by the company to the members) pay to the Company at the time or times and place so specified in the notice above referred, the amount called on the member's shares. A call may be revoked or postponed as the Directors may determine. | Directors may make calls |
| 22. | A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be required to be paid by instalments. | When call deemed made |
| 23. | The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. | Liability of joint holders |
| 24. | If a sum called in respect of a share is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding 10 per cent per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of that interest wholly or in part. | Interest on unpaid call |
| 25. | Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date shall for the purposes of these Regulations be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these Regulations as to payment of interest and expenses, forfeiture, or otherwise shall apply as if the | Sums payable on allotment deemed a call |

sum had become payable by virtue of a call duly made and notified.

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| 26. | The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment. | Difference in calls |
| 27. | The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the money uncalled and unpaid upon any shares held by him, and upon all or any part of the money so advanced may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) 10 per cent per annum as may be agreed upon between the Directors and the member paying the sum in advance. | Calls may be paid in advance |

TRANSFER OF SHARES

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| 28. | Subject to this Constitution, any member may transfer all or any of the member's shares by instrument in writing in any usual or common form or in any other form which the Directors may approve. The instrument shall be executed by or on behalf of the transferor and the transferor shall remain the holder of the shares transferred until the transfer is registered and the name of the transferee is entered in the electronic register of members in respect thereof. | Shares to be transferable |
| 29. | The instrument of transfer must be left for registration at the registered office of the Company together with such fee not exceeding \$1.00 as the Directors from time to time may require accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer, and thereupon the Company shall subject to the powers vested in the Directors by these Regulations register the transferee as a shareholder and retain the instrument of transfer. | Instrument of transfer |
| 30. | Upon receipt of the items referred to in regulation 29, the company must, subject to regulation 31 lodge with the Registrar a notice of transfer of shares in accordance with the Act and retain the instrument of transfer referred to in regulation 28. | Lodgement with Registrar |
| 31. | The Directors may in their absolute discretion and without giving any reason therefor decline to register any transfer of shares to a person of whom they do not approve and may also decline to register any transfer of shares on which the Company has a lien. No share shall in any circumstances be transferred to any bankrupt or person of unsound mind. | Directors may refuse transfer of shares |
| 32. | The registration of transfer of shares with the Registrar for the purpose of updating the electronic register of members may be suspended at such times and for such periods as the directors may from time to time determine not exceeding in the whole thirty days in any year. | Suspension of share transfers |

TRANSMISSION OF SHARES

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| 33. | In case of the death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly | On death of member survivor or executor only recognised |
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held by him with other persons.

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| 34. | Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share in the electronic register of members or to have some person nominated by him registered as the transferee of the share in the electronic register of members, but the Directors shall in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy. | Registration of transmission of shares |
| 35. | If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he elects to have another person registered in the electronic register of members he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions, and provisions of these Regulations relating to the right to transfer and the registration of transfers of shares in the electronic register of members shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member. | Procedure for registering transmission of shares |
| 36. | Where the registered holder of any share dies or becomes bankrupt his personal representative or the assignee of his estate, as the case may be, shall, upon the production of such evidence as may from time to time be properly required by the Directors in that behalf, be entitled to the same dividends and other advantages, and to the same rights (whether in relation to meetings of the Company, or to voting or otherwise), as the registered holder would have been entitled to if he had not died or become bankrupt, and where two or more persons are jointly entitled to any share in consequence of the death of the registered holder they shall, for the purposes of these Regulations, be deemed to be joint holders of the share. | Rights of legal representative to be secured as registered holder |
| FORFEITURE OF SHARES | | |
| 37. | If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued. | Directors may require payment of call with interest and expenses |
| 38. | The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited. | Notice requiring payment to contain certain particulars |
| 39. | If the requirements of any such notice as aforesaid are not complied with any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture. | On non-compliance with notice shares forfeited on resolution of Directors |
| 40. | A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the | Sale of forfeited shares |

forfeiture may be cancelled on such terms as the Directors think fit.

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| 41. | A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all money which, at the date of forfeiture was payable by him to the Company in respect of the shares (together with the interest rate of 8 per cent per annum from the date of forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of such interest), but his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares. | Former holder of forfeited shares liable for call made before forfeiture |
| 42. | A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. | Statutory Declaration on forfeited shares |
| 43. | The Company may receive the consideration, if any, given for a forfeited share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the share. | Re-issue of forfeited shares |
| 44. | The provisions of these Regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, as if the same had been payable by virtue of a call duly made and notified. | Applicability of provisions on forfeiture |

CONVERSION OF SHARES INTO STOCK

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| 45. | The Company may by ordinary resolution passed at a general meeting convert any paid up shares into stock and reconvert any stock into paid-up shares. | Conversion of shares into stock and vice versa |
| 46. | The holders of stock may transfer the same or any part thereof in the same manner and subject to the same resolution as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit; but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum. | Transfer of stocks |
| 47. | The holders of stock shall according to the amount of the stock held by them have the same rights privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any such aliquot part of stock which would not if existing in shares have conferred that privilege or advantage. | Rights and privileges of stock holders |
| 48. | Such of these Regulations of the Company as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder" respectively. | Applicability of provisions of paid-up shares |

ALTERATION OF CAPITAL

49. The Company may from time to time by ordinary resolution:-
- (a) consolidate and divide all or any of its share capital;
 - (b) sub-divide its shares so however that in the sub-division the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
 - (c) subject to the provisions of this Constitution and the Act, convert any class of shares into any other class of shares;
 - (d) cancel the number of shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person or which have been forfeited, and diminish the amount of its share capital by the number of the shares so cancelled.
50. Subject to the provisions of the Act, the shares shall be under the control of the Directors, who may issue, allot, place under option or otherwise dispose of the same to such persons on such terms and conditions (subject to the provisions of the Act) at such times as the Directors think fit and with full power to give to any person the right to call for the allotment of any shares as the Directors may see fit.
51. The Company may by special resolution reduce its share capital or any undistributable reserve in any manner and with, and subject to, any incident authorised, and consent required by law.

Company may alter its capital in certain ways

Directors to control new shares

Reduction of share capital

GENERAL MEETINGS

52. Unless dispensed with in accordance with the Act, an annual general meeting of the Company shall be held in accordance with the provisions of the Act. All general meetings other than the annual general meetings shall be called extraordinary general meetings.
53. Any Director may whenever he thinks fit convene an extraordinary general meeting, and extraordinary general meetings shall be convened on such requisition or in default may be convened by such requisitionists as provided by the Act.
54. Subject to the provisions of the Act relating to special notices and agreements for shorter notice, fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company.
55. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at the meeting.

General meeting

Any Director may convene extraordinary general meeting

Notice of meeting

Omission of notice

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| 56. | All business shall be deemed special that is transacted at any Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the following which shall be ordinary business, that is to say: | Special
Business |
| | (a) declaring dividends; | |
| | (b) receiving and adopting the financial statements, the reports of the Auditors, the statements of the directors and other documents as required to be attached or annexed to the accounts; | |
| | (c) appointing Auditors and fixing the remuneration of Auditors or determining the manner in which such remuneration is to be fixed; and | |
| | (d) fixing the fees of the Directors. | |

PROCEEDINGS AT GENERAL MEETINGS

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| 57. | No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business, and continues to be present until the conclusion of the meeting. Save as herein otherwise provided, two members present in person shall be a quorum, except that where the company has only one member, that sole member shall constitute a quorum for any general meeting. For the purposes of this regulation "member" includes a person attending as a proxy or as representing a corporation or limited liability partnership which is a member but excludes the Company in respect of treasury shares. One person attending both as a member and as a proxy or corporate representative shall not constitute a quorum. | No business
to be
transacted
unless
quorum
present |
| 58. | Notwithstanding anything in these Regulations, where the company has only one member, he may pass a resolution by recording it and signing the record. | Resolutions
by one
member |
| 59. | If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it 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 meeting a quorum is not present within half an hour from the time appointed for the meeting, the member or members present in person or by proxy, attorney or representative shall be a quorum. | If quorum
not present
meeting
adjourned or
dissolved |
| 60. | Subject to the provisions of the Act, the members may participate in a General Meeting by means of a conference telephone or a video conference telephone or similar communication equipment by which all persons participating in the General Meeting are able to hear and to be heard by all other members without the need for a member to be in the physical presence of another member(s) and participation in the General Meeting in this manner shall be deemed to constitute presence in person at such meeting. The members participating in any such General Meeting shall be counted in the quorum for such General Meeting and subject to there being a requisite quorum under these Regulations, all resolutions agreed by the members in such General Meeting shall be deemed to be effective as a resolution passed at a meeting in person of the members duly convened and held. A General Meeting conducted by means of a conference telephone or a video conference telephone or similar communication equipment as aforesaid is deemed to be held at the place agreed upon by the members attending the General Meeting, provided that at least one of the | General
Meeting via
conference
telephone,
video
conference
telephone or
similar
communica-
tion
equipment. |

members present at the General Meeting was at that place for the duration of the General Meeting.

61. Subject to the provisions of the Act: Resolutions
in writing
- (a) a Special Resolution may be passed by written means if the resolution indicates that it is a Special Resolution and if it has been formally agreed on any date by one or more members who on that date represent at least 75 per cent of the total voting rights of all members who on that date would have the right to vote on that resolution at a General Meeting of the Company; and
- (b) an Ordinary Resolution is passed by written means if the resolution does not indicate that it is a Special Resolution and if it has been formally agreed on any date by one or more members who on that date represent a majority of the total voting rights of all members who on that date would have the right to vote on that resolution at a General Meeting of the Company.
- A Special or Ordinary Resolution passed by written means may consist of several documents in the like form each signed by one or more of the members who have the right to vote on that resolution at a General Meeting of the Company. The expressions “by written means” and “signed” include approval by any such member by telefax or any form of electronic communication approved by the Directors for such purpose from time to time incorporating, if the Directors deem necessary, the use of security and/or identification procedures and devices approved by the Directors. For the purpose of this article, “member” includes a person signing by proxy or by attorney or as representing a corporation which is a member.
62. The chairman, if any, of the board of Directors shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall choose one of their number or, if no Director be present or if all the Directors present decline to take the chair, the members present shall elect one of their number to be chairman of the meeting. Chairman of
General
Meeting
63. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. Notice of
adjournment
to be given
64. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded – Voting on
resolutions
- (a) by the chairman;
- (b) by at least three members present in person or by proxy and entitled to vote at the meeting;
- (c) by any member or members present in person or by proxy and representing not less than 5 per cent of the total voting rights of all the members having the

right to vote at the meeting; or

- (d) by a member or members present in person or by proxy and holding not less than 5 per cent of the total number of paid-up shares of the Company (excluding treasury shares).

Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

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| 65. | If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. | Poll to be taken as Chairman shall direct |
| 66. | In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote. | Chairman to have casting vote |
| 67. | Subject to any rights or restrictions for the time being attached to any class or classes of shares, at meetings of members or classes of members each member entitled to vote may vote in person or by proxy or by attorney and on a show of hands every person present who is member or a representative of a member shall have one vote, and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote for each share he holds. | How votes may be given and who can act as proxy |
| 68. | In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the electronic register of members. | Votes of joint holders of shares |
| 69. | A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, whether on a show of hands or on a poll, by his committee or by such other person who properly has the management of his estate, and any such committee or other person may vote by proxy or attorney. | Vote by member of unsound mind |
| 70. | No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid. | Not entitle to vote unless calls are paid |
| 71. | No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive. | Dis-qualification of voter |
| 72. | The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company. The instrument | Instrument of appointing proxy to be in writing |

appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

73. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit: Form of proxy

CODELCO SINGAPORE PTE. LTD.

(Incorporated in the Republic of Singapore)

I/We, _____, of _____ being a member/members of the above-named company, hereby appoint _____ of _____, or failing him, _____ of _____, as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the Company, to be held on the _____ day of _____ 20_____ and at any adjournment thereof.

Signed this _____ day of _____ 20_____.

*in favour of

This form is to be used _____ against _____ the resolution.

*Strike out whichever is not desired. [Unless otherwise instructed, the proxy may vote as he thinks fit.]

74. The instrument appointing a proxy and the power of attorney or other authority if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company, or at such other place within Singapore as is specified for that purpose in the notice convening the meeting, not less than seventy-two hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. Instrument appointing a proxy to be left at Company's office
75. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation or transfer as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used. Irregularity proxy vote

DIRECTORS: APPOINTMENT, ETC.

76. The number of Directors of the Company shall at all times be not less than three (3). Number of Directors
77. The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office. Change in number of Directors
78. The Directors shall have power at any time, and from time to time, to appoint any Power to add to Directors

person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Regulations.

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| 79. | The Company may by ordinary resolution remove any Director before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead. | Removal of Director |
| 80. | <p>(1) The fees of the Directors shall from time to time be determined by the Company in general meeting. The Director may also be paid all travelling, hotel, and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company.</p> <p>(2) Any Director who is appointed to any executive office or serves on any committee or who otherwise performs or renders services which, in the opinion of the Directors, are outside his ordinary duties as a Director, may be paid such remuneration as the Directors may determine.</p> | Directors' Fees

Extra remuneration |
| 81. | Unless otherwise determined by a General Meeting, a Director shall not be required to hold any share qualification in the Company. | Director's qualification |
| 82. | <p>The office of Director shall become vacant if the Director -</p> <p>(a) becomes prohibited from being a Director by reason of any order made under the Act; or</p> <p>(b) ceases to be a Director by virtue of any of the provisions of the Act or this Constitution; or</p> <p>(c) shall become disqualified from being a Director by virtue of his disqualification or removal or the revocation of his appointment as a director, as the case may be, under the provisions of the Act and any other written law in Singapore; or</p> <p>(d) subject to provisions of Section 145 of the Act, if he resigns by writing under his hand left at the Office; or</p> <p>(e) shall have a bankruptcy order made against him or if he shall make any arrangement or composition with his creditors generally; or</p> <p>(f) becomes mentally disordered and incapable of managing himself or his affairs or if in Singapore or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a guardian or for the appointment of a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs; or</p> <p>(g) is removed by the Company in General Meeting pursuant to this Constitution.</p> | Office of Director vacated in certain cases |

POWERS AND DUTIES OF DIRECTORS

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| 83. | The business of a company shall be managed by or under the direction of the Directors and the Directors may exercise all the powers of a company except any power that the Act or the Constitution of the Company require the Company to exercise in general meeting or by written means. | Business of Company to be managed by Directors |
| 84. | The Directors may exercise all the powers of the Company to borrow money and to | Director's |

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| | mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company or of any third party. | borrowing power |
| 85. | The Directors may from time to time by power of attorney appoint any corporation, firm, or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities, and discretions (not exceeding those vested in or exercisable by the Directors under these Regulations) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities, and discretions vested in him. | Appointment of Power of Attorney |
| 86. | The Directors may exercise all the powers of the Company in relation to any official seal for use outside Singapore and in relation to branch registers. | Use of seal outside Singapore |
| 87. | All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by any two Directors or in such other manner as the Directors from time to time determine. | Signing authority for cheques, etc. |
| 88. | The Directors shall cause minutes to be made – <ul style="list-style-type: none"> a. of all appointments of officers; b. of names of Directors present at all meetings of the Company and of the Directors; and c. of all proceedings at all meetings of the Company and of the Directors. | Minutes to be made and when signed by Chairman to be conclusive evidence |

Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting or by the sole Director.

PROCEEDINGS OF DIRECTORS

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| 89. | The Directors may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit. A Director may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Directors. | Meeting of Directors |
| 90. | Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or a video conference or similar communication equipment whereby all persons participating in the meeting can hear each other and participation in the meeting in this manner shall be deemed to constitute in person at such meeting. A meeting conducted by means of a conference telephone or conference video or similar communications equipment as aforesaid is deemed to be held at the place agreed upon by the Directors attending the meeting, provided that at least one of the Directors present at the meeting was at that place for the duration of the meeting. Where a meeting is not held in person, the fact that a Director is taking part in the meeting must be made known to all the other Directors taking part, and no Director may disconnect or cease to take part in the meeting unless he makes known to all other Directors taking part that he is ceasing to take part in the meeting. | Meetings by teleconference |
| 91. | Subject to these Regulations, questions arising at any meeting of Directors shall be | Casting vote |

- decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes the chairman of the meeting shall have a second or casting vote. of chairman
92. Other than the office of auditor, a director may hold any other office or place of profit under the Company and he or any firm of which he is a member may act in a professional capacity for the Company in conjunction with his office of director for such period and on such terms (as to remuneration and otherwise) as the directors may determine. No director or intending director shall be disqualified by his office from transacting or entering into any arrangement with the Company either as vendor, purchaser or otherwise nor shall such transaction or arrangement or any transaction or arrangement entered into by or on behalf of the Company in which any director shall be in any way interested be avoided nor shall any director so transacting or being so interested be liable to account to the Company for any profit realised by any such transaction or arrangement by reason only of such director holding that office or of the fiduciary relation thereby established. Power of Directors to hold office of profit and to transact with company
93. Every director shall observe the provisions of the Act relating to the disclosure of the interests of the directors in transactions or proposed transactions with the Company or of any office or property held by a director which might create duties or interests in conflict with his duties or interests as a director. Subject to such disclosure, a director shall be entitled to vote in respect of any transaction or arrangement in which he is interested and he shall be taken into account in ascertaining whether a quorum is present. Directors to observe Section 156 of the Act
94. Any Director may by writing under his hand or under the hand of his agent, duly authorized in writing, appoint any person to be his substitute, and every such substitute shall be entitled to receive notices of all meetings of the Directors to attend and vote at all such meetings at which the Director appointing him is not personally present, and shall have and exercise all the powers, duties, and authorities, as a Director, of his appointor in his absence. A substitute may act as alternate or substitute for one or more Directors and if he is an alternate or substitute Director for more than one Director his vote shall count as equal to one vote for each Director he represents (the intention being that in counting votes his vote shall be counted as equal to as many votes as the number of Directors he represents). Provided always that a Director or his agent duly authorized may at any time by writing under his hand revoke the appointment of any substitute appointed by him or his agent duly authorized, and appoint another person approved as aforesaid in his place as such Director or his agent may think fit; and if a Director shall die or otherwise cease to hold office of Director, the appointment of his substitute shall thereupon cease and determine. Provided further that no such substitute shall be required to hold any share qualification or be entitled to any remuneration from the Company. Alternate Director
95. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two. One Director who is also alternate for another Director shall not be a quorum. In the case of a sole Director, he shall constitute the quorum. Quorum for Directors' meeting
96. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the Constitution of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose. Continuing Directors may act to fill vacancies or summon meetings

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| 97. | If the Company shall have only one Director the provisions herein contained for meetings of the Directors shall not apply but such sole Director shall have full power to represent and act for the Company in all matters as are not by the Act or the Constitution required to be exercised by the members of the Company. | Power of sole Director |
| 98. | The Directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be chairman of the meeting. | Chairman of Directors |
| 99. | The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. | Power for Directors to appoint committees |
| 100. | A committee may elect a chairman of its meetings, if no such chairman is elected, or if at any meeting the chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting. | Chairman of committees |
| 101. | A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote. | Meeting of committees |
| 102. | All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director. | All acts done by Directors to be valid |
| 103. | A resolution in writing signed by a majority of the Directors and constituting a quorum shall be as effective as a resolution duly passed at a meeting of the Directors and may consist of several documents in the like form, each signed by one or more Directors. The expressions "in writing" and "signed" include approval by any such Director by telefax, telex, cable or telegram or any form of electronic communication approved by the Directors for such purpose from time to time incorporating, if the Directors deem necessary, the use of security and/or identification procedures and devices approved by the Directors. | Resolution in writing |
| 104. | Where the company has only one Director, he may pass a resolution by recording it and signing the record. | Resolution by one Director |

MANAGING DIRECTOR

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| 105. | The Directors may from time to time appoint one or more of their body to the office of managing director for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke any such appointment. | Directors may appoint Managing Director |
| 106. | A managing director shall, subject to the terms of any agreement entered into in any particular case, receive such remuneration (whether by way of salary, commission, or participation in profits, or partly in one way and partly in another) as the Directors may | Remuneration to Managing |

determine.

Director

107. The Directors may entrust to and confer upon a managing director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter, or vary all or any of these powers.

Special position of Managing Directors

SECRETARY

108. The Secretary shall in accordance with the Act be appointed by the Directors for such term, at such remuneration, and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. A Director may be the Secretary provided that where a Director is a sole Director of the Company, he shall not act or be appointed as the Secretary of the Company.

Secretary

SEAL

109. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf and every instrument to which the seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose. The Company may exercise all the powers conferred by the Act to have an official seal for use abroad.

Affixing of Common Seal

FINANCIAL STATEMENTS

110. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of financial statements and other documents as required by the Act and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting. The financial statements and other documents as required by the Act may be signed by any Director by telefax or any form of electronic communication approved by the Directors for such purpose from time to time incorporating, if the Directors deem necessary, the use of security and/or identification procedures and devices approved by the Directors.

Accounting records

AUTHENTICATION OF DOCUMENTS

111. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the Constitution of the Company and any resolutions passed by the Company or the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the Office, the local manager and other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

Authentication of documents

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| 112. | A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of Directors which is certified as such in accordance with the provisions of the last preceding Constitution shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors. | Extracts of minutes |
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DIVIDENDS AND RESERVES

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| 113. | The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors. | Declaration for dividends |
| 114. | The Directors may from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company. | Interim dividends |
| 115. | No dividend shall be paid otherwise than out of profits or shall bear interest against the Company. | Dividends from profits only |
| 116. | The Directors may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien, and may apply the same in or towards satisfaction of debts, liabilities or engagement in respect of which the lien exists. | Directors may retain dividend to offset debts |
| 117. | The Directors may, before recommending any dividends, set aside out of the profits of the Company such sums as they think proper as reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending any such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares in the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide. | Payment of dividends in specie |
| 118. | Subject to the right of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date that share shall rank for dividend accordingly. | Entitlement of dividends |
| 119. | The Directors may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company. | Calls to be deducted from dividends |
| 120. | Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any | Payments of dividends in specie |

members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Directors.

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| 121. | Any dividend, interest, or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses, or other money payable in respect of the shares held by them as joint holders. | Dividend warrants to be sent to members by post |
| 122. | A transfer of shares shall not pass the right to any dividend declared thereon before such transfer has been duly registered. | Rights only after transfer registered |
| 123. | The payment by the Directors of any unclaimed dividends or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. All dividends unclaimed after being so declared may be invested or otherwise made use of by the Directors for the benefit of the Company and any dividend unclaimed after a period of six years from the date of declaration of such dividend may be forfeited and if so shall revert to the Company but the Directors may at any time thereafter at their absolute discretion annul any such forfeiture and pay the dividend so forfeited to the person entitled thereto prior to the forfeiture. | Unclaimed dividend |

BONUS ISSUES AND CAPITALISATION OF PROFITS

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| 124. | The Directors may, with the sanction of the Company by way of an Ordinary Resolution,

(a) issue bonus shares for which no consideration is payable to the Company to the members holding shares in the Company in proportion to their then holdings of shares; and/or

(b) capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or other undistributable reserve or any sum standing to the credit of the profit and loss account and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full new shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution. | Capitalisation of profits |
| 125. | Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures | Appropriation of capitalised profits |

becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportion of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

AUDIT

126. Unless otherwise exempted by the Act and provided no written notice has been received from the member(s) in accordance with the provisions of the Act, once at least in every year the financial statements of the Company shall be examined, and the correctness of the profit and loss account and balance sheet ascertained by one or more Auditors.
- Accounts to be audited

NOTICES

127. A notice may be given by the Company to any member either personally or through electronic communication, or by sending it by post to him at his registered address, or (if he has no registered address in Singapore) to the address, if any, in Singapore supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- Service of notices by Company
128. Without prejudice to the provision of Regulation 128, but subject otherwise to any applicable laws relating to electronic communications, any notice of meeting or document (including without limitation, any accounts, balance sheet, financial statements or report) which is required to be given, sent or served under applicable laws or under this Constitution to a Member may, at the sole discretion of the Directors, be given, sent or served by the Company or by the Directors using electronic communication:
- (a) To the current address of that person; or
 - (b) In such manner as may be approved by the Directors in their absolute discretion expressly consented to by such Member giving notice in writing to the Company; or
 - (c) By making it available on a website prescribed by the Company from time to time in accordance with the provision of the Constitution and any applicable laws.

A notice served by using electronic communications shall be deemed to be duly served in accordance with the provision of the Act.

129. For the purpose of Regulation 129 above, a Member shall be implied to have agreed to receive such notice or document by way of such electronic communication and shall not have a right to elect or receive a physical copy of such notice or document, unless otherwise provided under applicable laws.
- Electronic communication
130. Notwithstanding Regulation 130 above, the Directors may, at their discretion, at any time give a Member an opportunity via notice in writing to elect within a specified

period of time whether to receive such notice or document by way of electronic communications or as a physical copy, and such Member such be deemed to have consented to receive such notice or document by way of electronic communications if he was given such an opportunity via notice in writing to make an election and he failed to make an election within the specified time, and he shall not in such an event have a right to receive a physical copy of such notice or document, unless otherwise provided under applicable laws.

131. Where a notice of document is given, sent or served by electronic communications:
- (a) To the current address of a person pursuant to Regulation 129, it shall be deemed to have been duly given, sent or served at the time of transmission of the electronic communication by email server or facility operated by the Company or its service provider to the current address of such person (notwithstanding any delayed receipt, non-delivery or “returned mail” reply message or any other error message indicating that the electronic communication was delayed or not successfully sent), unless otherwise provided under applicable laws; or
 - (b) By making it available on a website pursuant to Regulation 129, it shall be deemed to have been duly given, sent or served on the date on which the notice or document is first made available on the website, or unless otherwise provided under applicable laws.
132. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share. How joint holders of shares may be served
133. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or assignee of the bankrupt, or by any like description, at the address, if any within Singapore supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred. Notices in case of death or bankruptcy
134. (1) Notice of every general meeting shall be given in any manner hereinbefore authorised to – Notice of general meetings
- (a) every member;
 - (b) every person entitled to a share in consequence of the death or bankruptcy of a member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting; and
 - (c) the auditor for the time being of the Company.
- (2) No other person shall be entitled to receive notice of general meetings.

WINDING UP

135. If the Company is wound up the liquidator may, with the sanction of a special resolution of the Company, divide amongst the members in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the Distribution of assets in specie

like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, thinks fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

136. Every Director, managing director, agent, auditor, Secretary, and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust. Indemnity

SECRECY

137. No member shall be entitled to require discovery of or any information respecting any detail of the Company's trade or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the members of the Company to communicate to the public save as may be authorised by law. Secrecy

PERSONAL DATA

139. (a) A member who is a natural person is deemed to have consented to the collection, use and disclosure of his personal data (whether such personal data is provided by that Member or is collected through a third party) by the Company (or its agents or service providers) from time to time for any of the following purposes: Personal data of Member who is an individual
- (i) Implementation and administration of any corporate action by the Company (or its agents or service providers);
 - (ii) Internal analysis and/or market research by the Company (or its agents or service providers);
 - (iii) Investor relations communications by the Company (or its agents or service providers);
 - (iv) Administration by the Company (or its agents or service providers) of that Member's holding of shares in the capital of the Company;
 - (v) Implementation and administration of any service provided by the Company (or its agents or service providers) to the Members to receive notices of meetings, annual reports and other shareholder communications and/or for appointment of proxies, whether by electronic transmission or otherwise;
 - (vi) Processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for any general meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to any general meeting (including any adjournment thereof);

- (vii) Implementation and administration of, and compliance with, any provision of these Regulations;
 - (viii) Compliance with any applicable laws, regulations and/or guidelines;
 - (ix) Purposes which have been agreed between the Company and that Member; and
 - (x) Purposes which are reasonably related to any of the above purposes.
- (b) Any member who appoints a proxy and/or representative for any Personal data of general meeting and/or any adjournment thereof is deemed to have warranted that such Member discloses the personal data of such proxy and/or representative to the Company (or its agents or service providers), that such Member has obtained the prior consent of such proxy and/or representative for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy and/or representative for the purposes specified in these Regulation and is deemed to have agreed to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of such Member's breach of warranty.

Personal data
of proxies and
representative

NAME(S), ADDRESS(ES) AND OCCUPATION(S) OF SUBSCRIBER(S)

CORPORACION NACIONAL DEL COBRE DE CHILE
HUERFANOS 1270
SANTIAGO
CHILE

(Signed)

.....
OCTAVIO ANDRES ARANEDA OSES
Authorised Officer
(Executed on behalf of CORPORACION NACIONAL
DEL COBRE DE CHILE by its attorney Pursuant to the
Power of Attorney dated 27 May 2021)

Dated this 30th day of June 2021