Rio Tinto

2016 Notice of annual general meeting

The annual general meeting of Rio Tinto Limited will be held at 9.30am on Thursday, 5 May 2016 at the Ballroom Le Grand, Level 2, Sofitel Brisbane Central, 249 Turbot Street, Brisbane, Queensland.

This document is important and requires your immediate attention. If you have any doubts about the action you should take, contact your stockbroker, solicitor, accountant or other professional adviser immediately.

If you are unable to attend the annual general meeting, you can view the webcast at riotinto.com

Rio Tinto Limited
ABN 96 004 458 404

Registered office:
Level 33
120 Collins Street
Melbourne
Victoria 3000
Australia

Letter from the chairman

Dear shareholder,

I am pleased to invite you to Rio Tinto Limited's annual general meeting, which will be held at 9.30am on Thursday, 5 May 2016 at the Ballroom Le Grand, Level 2, Sofitel Brisbane Central, 249 Turbot Street, Brisbane, Queensland.

This notice of meeting describes the business that will be proposed and sets out the procedures for your participation and voting. Your participation in the annual general meeting is important to Rio Tinto and a valuable opportunity for the board to consider with shareholders the performance of the Group. Please note that only shareholders, proxy holders and corporate representatives in attendance at the meeting will be eligible to ask questions of the directors.

Rio Tinto plc has received a shareholder requisition (Resolution 17) requesting the board and shareholders to support a climate change resolution. As Rio Tinto operates as a dual listed company the board is proposing an identical resolution to the annual general meeting of Rio Tinto Limited. We set out background to this in Appendix 1 to this document and have set out in Appendix 2 the explanatory statement from the shareholders who have requisitioned the resolution. This is an unusual event, although not unprecedented, having been previously adopted by shareholders of other major companies operating in the natural resources sector.

Your directors are unanimously of the opinion that all of the resolutions to be proposed are in the best interests of shareholders and of Rio Tinto as a whole. Accordingly, they recommend that you vote in favour of all the resolutions.

If you are unable to attend the meeting to vote in person, please complete and submit your proxy form in line with the instructions on page 4. Submitting a proxy form will ensure your vote is recorded but will not prevent you from attending and voting at the meeting itself. If you are unable to attend the meeting we will be webcasting the event again this year on the Rio Tinto website.

The corresponding Rio Tinto plc annual general meeting will take place in London on Thursday, 14 April 2016. The overall result of the vote from both meetings on resolutions 1 to 17 along with the result of the vote on resolution 18 at the Rio Tinto Limited annual general meeting will be announced to the relevant stock exchanges and posted on our website after the end of the Rio Tinto Limited annual general meeting.

We look forward to your participation at the annual general meeting and thank you for your continued support.

Yours sincerely

Jan du Plessis
Chairman
2 March 2016

Notice of annual general meeting

Notice is given that the annual general meeting of Rio Tinto Limited (the "Company") will be held at the Ballroom Le Grand, Level 2, Sofitel Brisbane Central, 249 Turbot Street, Brisbane, Queensland at 9.30am on Thursday, 5 May 2016, for the following purposes:

Resolution 1

Receipt of the 2015 Annual report

To receive the Company's financial statements and the reports of the directors and auditors for the year ended 31 December 2015.

Resolution 2

Approval of the Directors' Report on Remuneration and Remuneration Committee chairman's letter

To approve the Directors' Report on Remuneration for the year ended 31 December 2015 and the Remuneration Committee chairman's letter as set out in the 2015 Annual report on pages 67 to 105 (save for pages 70 to 77).

Resolution 3

Approval of the Remuneration Report

To approve the Remuneration Report for the year ended 31 December 2015 as set out in the 2015 Annual report on pages 67 to 105.

Resolution 4

To re-elect Robert Brown as a director

Resolution 5

To re-elect Megan Clark as a director

Resolution 6

To re-elect Jan du Plessis as a director

Resolution 7

To re-elect Ann Godbehere as a director

Resolution 8

To re-elect Anne Lauvergeon as a director

Resolution 9

To re-elect Michael L'Estrange as a director

Resolution 10

To re-elect Chris Lynch as a director

Resolution 11

To re-elect Paul Tellier as a director

Resolution 12

To re-elect Simon Thompson as a director

Resolution 13

To re-elect John Varley as a director

Resolution 14

To re-elect Sam Walsh as a director

Resolution 15

Re-appointment of auditors

To re-appoint PricewaterhouseCoopers LLP as auditors of Rio Tinto plc to hold office until the conclusion of the next annual general meeting at which accounts are laid before Rio Tinto plc.

Resolution 16

Remuneration of auditors

To authorise the Audit Committee to determine the auditors' remuneration.

Resolution 17

Special resolution – strategic resilience for 2035 and beyond

That in order to address our interest in the longer term success of the Company, given the recognised risks and opportunities associated with climate change, we as shareholders of the Company direct that routine annual reporting from 2017 includes further information about:

1) ongoing operational emissions management;
2) asset portfolio resilience to the International Energy Agency's (IEA's) scenarios;
3) low-carbon energy research and development (R&D) and investment strategies;
4) relevant strategic key performance indicators (KPIs) and executive incentives; and
5) public policy positions relating to climate change.

This additional ongoing annual reporting could build on the disclosures already made to CDP (formerly the Carbon Disclosure Project) and/or those already made within the Company's Annual Report and Sustainable Development Report.

Resolution 18

Renewal of off-market and on-market share buy-back authorities

To consider and, if thought fit, pass the following resolution, which will be proposed as a special resolution:

"That approval is hereby given to buy-backs by Rio Tinto Limited of fully paid ordinary shares in Rio Tinto Limited (Ordinary Shares) in the period following this approval until (and including) the date of the Rio Tinto Limited 2017 annual general meeting or 4 May 2017 (whichever is the later) or, if earlier, the date on which shareholders next give approval to buy-backs by Rio Tinto Limited of fully paid Ordinary Shares:

(a) under one or more off-market buy-back tender schemes in accordance with the terms described in the explanatory notes which accompany this Notice (the Buy-Back Tenders); and/or

(b) pursuant to on-market buy-backs by Rio Tinto Limited in accordance with the Listing Rules of the Australian Securities Exchange,

but only to the extent that the number of Ordinary Shares bought back pursuant to the authority in this resolution, whether under any Buy-Back Tenders or pursuant to any on-market buy-backs, does not in that period exceed 42.4 million Ordinary Shares."

Note:

In accordance with Rio Tinto's dual listed companies structure, as Joint Decision Matters, resolutions 1 to 17 (inclusive) will be voted on by Rio Tinto plc and Rio Tinto Limited shareholders as a joint electorate and resolution 18 will be voted on by Rio Tinto Limited shareholders only.

Resolutions 1 to 16 (inclusive) will be proposed as ordinary resolutions and resolutions 17 and 18 will be proposed as special resolutions.

By order of the board

Tim Paine
Joint Company Secretary

Eleanor Evans
Joint Company Secretary

Level 33
120 Collins Street
Melbourne
Victoria 3000
Australia

2 March 2016

Further information about the meeting

Shareholders entitled to vote

For the purposes of the Corporations Act, Rio Tinto Limited has determined that securities of Rio Tinto Limited that are quoted securities at 10.00pm (Melbourne time) on Tuesday, 3 May 2016 will be taken, for the purposes of the meeting, to be held by the persons who held them at that time.

Voting by proxy

A shareholder entitled to attend and vote at the meeting is entitled to appoint up to two proxies. A proxy need not be a shareholder of Rio Tinto Limited.

A proxy other than the chairman of the meeting is not required by law to vote on any resolution. However, if the proxy's appointment directs the proxy how to vote on a resolution and the proxy decides to vote as proxy on that resolution, the proxy must vote the way specified (subject to the other provisions of this notice, including the voting exclusions noted below).

If an appointed proxy does not attend the meeting, the chairman of the meeting will be taken to have been appointed as the proxy. If a proxy appointment specifies the way to vote on a resolution and the appointed proxy does not attend the meeting or attends the meeting, but does not vote on the resolution, a directed proxy will default to the chairman of the meeting who must vote the proxy as directed.

If the chairman of the meeting is appointed, or taken to be appointed, as a proxy, but the appointment does not specify the way to vote on a resolution, the chairman intends to exercise the relevant shareholder's votes in favour of the relevant resolution (subject to the other provisions of this notice, including the voting exclusions noted below).

Chairman appointed as proxy for resolution 2 or 3 (approval of the Remuneration Report)

If the chairman of the meeting is appointed, or taken to be appointed, as a proxy, the shareholder can direct the chairman to vote for or against, or to abstain from voting on resolutions 2 or 3 (approval of the Remuneration Report), by marking the appropriate box opposite one or more such items on the proxy form. However, if the chairman of the meeting is the proxy and the relevant shareholder does not mark any of the boxes opposite each such resolution, the shareholder will be expressly authorising the chairman to vote in favour of that resolution, even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel (KMP).

Shareholders are encouraged to direct their proxy how to vote on each resolution. Due to the voting exclusions applying under Australian law that are described in more detail below, if a shareholder appoints a member of KMP or a closely related party as proxy, the proxy will not be able to vote on resolution 2 or 3 (approval of the Remuneration Report) unless the shareholder directs them how to vote on that resolution.

If a shareholder appoints two proxies they may specify the proportion or number of votes each proxy is appointed to exercise. If a shareholder appoints two proxies and does not specify each proxy's percentage of voting rights, each proxy may exercise half the shareholder's votes. Fractions of votes will be disregarded. The proxy form contains instructions for appointing two proxies.

Proxy lodgement

Shareholders can lodge their proxy forms online at www.investorvote.com.au and follow the prompts. To use this facility you will need your Shareholder Reference Number (SRN) or Holder Identification Number (HIN), postcode and control number as shown on the proxy form. You will be taken to have signed the proxy form if you complete the instructions on the website by 9.30am (Brisbane time) on 3 May 2016.

If using the proxy form accompanying this notice of meeting, the proxy form, together with any power of attorney or authority under which it is signed, must be received by Rio Tinto Limited's share registry at Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne, Victoria, 3001, or Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067 or at Rio Tinto Limited's registered office or by facsimile to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia), by 9.30am (Brisbane time) on 3 May 2016.

For intermediary online subscribers only (custodians) please visit www.intermediaryonline.com to submit your proxy.

Voting arrangements under the dual listed companies structure

The voting arrangements for shareholders under the Group's dual listed companies (DLC) structure are explained in the Shareholder information section of the 2015 Annual report.

Voting exclusions

A vote on resolutions 2 or 3 should not be cast (in any capacity) by or on behalf of a member of KMP or their closely related party, unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form. The voting exclusions on KMP in resolutions 2 or 3 do not apply to the chairman of the meeting acting as proxy if the proxy appointment expressly authorises the chairman to exercise the proxy even if resolutions 2 or 3 are connected directly or indirectly with the remuneration of a member of KMP.

Discussion and asking questions

Shareholders eligible to vote at this meeting may submit written questions to the auditors, PricewaterhouseCoopers (see address below), to be answered at the meeting, provided the question is relevant to the content of the auditors' report or the conduct of the audit of the financial report for the year ended 31 December 2015. Written questions must be received by no later than 5.00pm (Melbourne time) on Thursday, 28 April 2016. A list of qualifying questions will be made available to shareholders attending the meeting.

Any written questions to the auditors should be sent to Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne, Victoria, 3001, or Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067 or Rio Tinto Limited's registered office or by facsimile to1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Webcast and photography

The live webcast may include the question and answer sessions with shareholders as well as background shots of those in attendance. Photographs may also be taken at the meeting and used in future Rio Tinto publications. If you attend the annual general meeting in person you may be included in the webcast recording and photographs.

Appendix 1 – Explanatory notes to the resolutions

Resolution 1

Receipt of the 2015 Annual report

The directors are required by company law to present the 2015 Annual report comprising the 2015 financial statements, the Directors' report and the Auditors' report on the Company's financial statements to the annual general meeting. These can be viewed on the Rio Tinto website: riotinto.com/ar2015.

Resolution 2

Approval of the Directors' Report on Remuneration and Remuneration Committee chairman's letter for UK law purposes

The Directors' Report on remuneration for the year ended 31 December 2015 and the Remuneration Committee chairman's letter are set out on the Rio Tinto website and also on pages 67 to 105 (save for pages 70 to 77) of the 2015 Annual report. The report, which we continue to call the Implementation Report, describes the remuneration arrangements in place for each executive director, other members of the Executive Committee and the non-executive directors (including the chairman) during 2015. The letter from the Remuneration Committee chairman providing context to 2015 remuneration outcomes, together with information to help shareholders understand what the executives were paid in 2015, is contained on pages 67 to 69 of the 2015 Annual report. This vote is advisory.

Resolution 3

Approval of the Remuneration Report for Australian law purposes

The Remuneration Report for the year ended 31 December 2015 consists of the Remuneration Committee chairman's letter, the Remuneration Policy Report and the Directors' Report on remuneration and is set out on the Rio Tinto website and also on pages 67 to 105 of the 2015 Annual report. The report describes the Group's remuneration strategy and policy and the remuneration arrangements in place for each executive director, other members of the Executive Committee and the non-executive directors (including the chairman) during 2015. This vote is advisory.

Resolutions 4-16

Re-election of directors

The board has adopted a policy whereby all directors are required to seek re-election by shareholders on an annual basis. Accordingly, all directors will retire and offer themselves for re-election. Non-executive directors will continue to be expected to serve for a minimum of six years and would not usually serve for more than nine years. The board has also adopted a policy on directors' independence and it is satisfied that each non-executive director who is standing for re-election at the meeting is independent in accordance with this policy.

All of the directors have been subject to a performance evaluation, as described in the corporate governance section of the Annual report. Based on that evaluation, it is considered that the directors continue to be effective and demonstrate the level of commitment required in connection with their role and the needs of the business.

Biographical details in support of each director's re-election are provided below.

Robert Brown Non-executive director, BSc, age 71

Appointment: Director of Rio Tinto since 2010.

Skills and experience: Bob is a Canadian citizen and contributes his considerable experience in large, high-profile Canadian companies. He is chairman of Aimia Inc., a customer loyalty management provider, and serves on the board of BCE Inc. (Bell Canada Enterprises), Canada's largest communications company. He was previously president and chief executive officer of CAE Inc., a world leader in flight simulation and training. Before that he spent 16 years at Bombardier Inc., the aerospace and transportation company, where he was firstly head of the Aerospace Group and then president and chief executive officer. He has also served as chairman of Air Canada and of the Aerospace Industries Association of Canada. Bob was inducted to the Order of Canada as well as l'Ordre National du Québec. He has been awarded honorary doctorates from five Canadian universities.

External appointments (current and recent): Non-executive director of BCE Inc. and Bell Canada since 2009, non-executive director and chairman of Aimia Inc. since 2005 and 2008 respectively, non-executive director of Fier CPVC-Montreal L.P. from 2005 until 2014.

Due to his considerable experience in large, high-profile Canadian companies, Bob continues to provide an important perspective to the board and its committees. Bob is recommended for re-election.

Megan Clark AC Non-executive director, BSc, PhD, age 57

Appointment: Director of Rio Tinto since 2014.

Skills and experience:
Megan, an Australian citizen, was chief executive of the Commonwealth Scientific and Industrial Research Organisation (CSIRO) from 2009 until 2014. Prior to CSIRO, Megan held various mineral exploration, mine geology and strategy roles with Western Mining Corporation, was a director at NM Rothschild and Sons (Australia) and was vice president, Technology and subsequently vice president, Health, Safety, Environment, Community and Sustainability with BHP Billiton from 2003 to 2008. She holds a PhD in economic geology from Queen's University, Canada and is a Fellow of the Australian Academy of Technological Sciences and Engineering, the Australian Institute of Mining and Metallurgy and the Australian Institute of Company Directors. In 2014 she was appointed a Companion of the Order of Australia.

External appointments (current and recent): Member of the Monash University Council since 2014, non-executive director of CSL Limited since February 2016, member of the Australian advisory board of Bank of America Merrill Lynch since 2010, member of the Global Foundation board from 2014 until March 2015, member of the advisory board of the World Economic Forum's 2015 Global Risk Report from 2014 until February 2015, chief executive and director of CSIRO from 2009 to 2014, member of the Prime Minister's Science, Industry and Engineering Council from 2009 to 2014.

Megan's experience in mining and technology enable her to make a broad contribution to the board. She is recommended for re-election.

Jan du Plessis Chairman, BCom, LLB, CA (SA), age 62

Appointment: Director of Rio Tinto since 2008. He was appointed chairman in 2009. He is the chairman of the Nominations Committee.

Skills and experience: Jan, a South African and British citizen, became group finance director of Compagnie Financière Richemont, the Swiss luxury goods group, in 1988. In 2004, he was appointed chairman of British American Tobacco plc, a position which he held until 2009. Non-executive director and senior independent Non-executive director of Marks and Spencer Group plc from 2008 and 2012 respectively until March 2015.

External appointments (current and recent): Non-executive director and chairman of SAB Miller since September 2014 and July 2015 respectively.

The directors have concluded that Jan continues to demand the highest standards of corporate governance and, in doing so, he provides strong and effective leadership to the board, its decision-making processes and the Rio Tinto Group as a whole. He is recommended for re-election.

Ann Godbehere Non-executive director, FCGA, age 60

Appointment: Director of Rio Tinto since 2010 and chairman of the Audit Committee.

Skills and experience: Ann, a Canadian and British citizen, has more than 25 years' experience in the financial services industry. She spent ten years at Swiss Re, a global reinsurer, latterly as chief financial officer from 2003 until 2007. She was interim chief financial officer and executive director of Northern Rock bank after its nationalisation. Ann is a qualified accountant.

External appointments (current and recent):
Non-executive director of UBS Group AG since 2014 and non-executive director of UBS AG since 2009, non-executive director of British American

Tobacco plc since 2011, non-executive director and chairman of the audit committee of Prudential Public Limited Company since 2007 and 2009 respectively, non-executive director of Atrium Underwriting Group Limited from 2007 until 2014, non-executive director of Arden Holdings Ltd from 2007 until 2014.

Ann makes a substantial contribution to the board and the Audit Committee, notably in the areas of financial control and the governance and effectiveness of the Group's risk management processes. Ann is recommended for re-election.

Anne Lauvergeon Non-executive director, PhD, age 56

Appointment: Director of Rio Tinto since 2014.

Skills and experience: Anne, a French citizen, started her professional career in 1983 in the steel industry and in 1990 was named adviser for Economic International Affairs at the French Presidency and deputy chief of its staff in 1991. In 1995 she became a partner of Lazard Frères & Cie, subsequently joining Alcatel Telecom as senior executive vice president in 1997, where she was responsible for international activities and the Group's industrial shareholdings in the energy and securities sectors. She served as chairman and chief executive officer of COGEMA from 1999 until 2011 and chief executive officer of AREVA Group from 2001 until 2011.

External appointments (current and recent): Chairman of SIGFOX since 2014, non-executive director of American Express Company since 2013, non-executive director of Airbus Group NV since 2013, chairman and chief executive officer of French advisory company, A.L.P. SAS, non-executive director of Total SA from 2000 until May 2015, non-executive director of GDF SUEZ from 2001 until 2012, chief executive officer of AREVA Group from 2001 until 2011, and non-executive director of Vodafone plc from 2005 until 2014.

Anne's experience enables her to provide an important contribution to the deliberations of the board and the Sustainability Committee. She is recommended for re-election.

Michael L'Estrange AO Non-executive director, BA (Sydney), MA (Oxon), age 63

Appointment: Director of Rio Tinto since 2014.

Skills and experience:
Michael, an Australian citizen, joined the Australian Government's Department of Prime Minister and Cabinet in 1981. From 1989 to 1994, he worked in a range of policy advisory positions before he was appointed the inaugural executive director of the Menzies Research Centre in Canberra in 1995. In 1996, he was appointed by the prime minister as secretary to cabinet and head of the Cabinet Policy Unit. He served in that role until 2000 when he became Australia's high commissioner to the United Kingdom. He returned to Australia as secretary of the Department of Foreign Affairs and Trade from 2005 to 2009. In 2007, he was appointed as an Officer in the Order of Australia. Michael served as head of college of the National Security College at the Australian National University from 2009 until 2014 and he is a professor at the college.

External appointments (current and recent): Director of the University of Notre Dame, Australia since 2014, and head of college of the National Security College at the Australian National University in Canberra from 2009 until 2014.

Michael's considerable experience in government and diplomatic service enable him to make a positive contribution to the board and its committees. He is recommended for re-election.

Chris Lynch Executive director, and chief financial officer, BCom, MBA, age 62

Appointment: Director of Rio Tinto since 2011 (non-executive) and chief financial officer since 2013.

Skills and experience: Chris, an Australian citizen, has nearly 30 years' experience in the mining and metals industry. He was chief executive officer of the Transurban Group, an international toll road developer and manager with interests in Australia and North America, until 2012. His career has included seven years at BHP Billiton, where he was chief financial officer and then executive director and group president – Carbon Steel Materials. Prior to this, Chris spent 20 years with Alcoa Inc. where he was vice president and chief information officer based in Pittsburgh, and chief financial officer Alcoa Europe in Switzerland. He was also managing director of KAAL Australia Limited, a joint venture company formed by Alcoa and Kobe Steel.

External appointments (current and recent): Chief executive officer of the Transurban Group Limited from 2008 until 2012, commissioner of the Australian Football League from 2008 until 2014.

Chris is a leading figure in the Australian business community. In the view of the board Chris provides strong and effective financial and other leadership to the Group. He is recommended for re-election.

Paul Tellier Non-executive director, LLL, BLitt (Oxon), LLD, CC, age 76

Appointment: Director of Rio Tinto since 2007.

Skills and experience:
Paul, a Canadian citizen, entered the civil service in the 1970s. He was clerk of the Privy Council Office and secretary to the Cabinet of the Government of Canada from 1985 to 1992. He became president and chief executive officer of the Canadian National Railway Company from 1992 to 2002. Until 2004, he was president and chief executive officer of Bombardier Inc., the aerospace and transportation company.

External appointments (current and recent):
Member of the advisory board of General Motors of Canada since 2005, Chairman of Global Container Terminals Inc. from 2007 until December 2015, trustee of the International Accounting Standards Foundation from 2007 until 2012, co-chair of the Prime Minister of Canada's Advisory Committee on the Renewal of the Public Service from 2006 until 2014, strategic adviser to Société Générale (Canada) from 2005 until 2013, director of BCE Inc. (Bell Canada Enterprises) from 1999 until 2010, director of Bell Canada from 1996 until 2010, director of McCain Foods Limited from 1996 until 2014.

Paul has many years' broad-based experience gained with the Canadian Government and also in industry as a director of large publicly-listed companies. He makes a substantial contribution to the board and its committees and is recommended for re-election.

Simon Thompson Non-executive director, MA, (Oxon), age 56

Appointment: Director of Rio Tinto since 2014.

Skills and experience:
Simon, a British citizen, was an executive director of Anglo American plc, chairman and chief executive of the Base Metals Division, chairman of the Exploration Division and chairman of Tarmac. Prior to his career with Anglo American he held investment banking positions at S. G. Warburg and N M Rothschild.

External appointments (current and recent):
Non-executive director and chairman of 3i Group plc since April and June 2015 respectively, chairman of Tullow Oil plc since 2012, non-executive director and senior independent director of AMEC Foster Wheeler plc from 2009 and 2014 respectively until May 2015, non-executive director of Sandvik AB from 2008 until May 2015, and non-executive director of Newmont Mining Corporation from 2008 until 2014.

Simon's broad-ranging experience in mining provides a significant enhancement to the board's existing strengths. Simon is recommended for re-election.

John Varley Non-executive director, BA, MA (Oxon), MA (London College of Law), age 59

Appointment: Director of Rio Tinto and chairman of the Remuneration Committee since 2011, senior independent director since 2012.

Skills and experience:
John, a British citizen, joined Barclays PLC in 1982 after working as a solicitor. He was chief executive of Barclays from 2004 until 2010. During a

28-year career with the bank he held several senior positions, including chairman of the Asset Management division, group finance director and deputy chief executive.

External appointments (current and recent): Non-executive director of BlackRock Inc. since 2009, director of Barclays PLC and Barclays Bank PLC from 1998 until 2010, non-executive director and senior independent director of AstraZeneca plc from 2006 and 2012 respectively until April 2015, chairman of Marie Curie Cancer Care since 2011 and chairman of Business Action on Homelessness since 2006.

John's broad-ranging skills and experience in banking and financial markets, his all-round reputation and business judgment enhance the board's existing strengths. John is recommended for re-election.

Sam Walsh AO Chief executive, BCom (Melbourne), age 66

Appointment: Director of Rio Tinto since 2009 and chief executive since 2013.

Skills and experience: Sam, an Australian citizen, joined Rio Tinto in 1991, following 20 years in the automotive industry at General Motors and Nissan Australia. He has held a number of management positions during his career at Rio Tinto, including chief executive of the Aluminium group from 2001 to 2004, chief executive of the Iron Ore group from 2004 to 2009 and chief executive, Iron Ore and Australia from 2009 to 2013. Sam is a Fellow of the Australian Institute of Management, the Australasian Institute of Mining and Metallurgy, the Chartered Institute of Purchasing and Supply Management, the Australian Institute of Company Directors and the Australian Academy of Technical Science and Engineering. In 2010, he was appointed an Officer in the General Division of the Order of Australia.

External appointments (current and recent): Trustee of the Royal Opera House since 2014, Member of the Council of the International Council on Mining and Metals and a director of The International Council on Mining and Metals (UK) Limited since 2013, non-executive director of Seven West Media Limited from 2008 until 2013.

The board has concluded that Sam has provided effective leadership to the Rio Tinto Group and its employees. Sam is recommended for re-election.

Resolutions 15 and 16

Re-appointment and remuneration of auditors

Under UK law, Rio Tinto plc is required at each annual general meeting at which financial statements are laid to appoint auditors who will remain in office until the next annual general meeting at which financial statements are laid. Under Rio Tinto's DLC structure the appointment of Rio Tinto plc's auditors is a Joint Decision Matter and has therefore been considered by Rio Tinto Limited and Rio Tinto plc shareholders at each annual general meeting since the DLC structure was established in 1995.

PricewaterhouseCoopers LLP have expressed their willingness to continue in office for a further year. PricewaterhouseCoopers remain the auditors of Rio Tinto Limited. In accordance with UK company law and good corporate governance practice, shareholders are also asked to authorise the Audit Committee to determine the auditors' remuneration.

Resolution 17

Shareholder requisitioned resolution

Resolution 17 has been requisitioned by a group of Rio Tinto plc shareholders. The explanatory statement in Appendix 2 explains the background to the "Aiming for A" coalition's climate change resolution. The coalition includes the Local Authority Pension Fund Forum and the largest members of the Church Investors Group, together with Hermes Investment Management on behalf of stewardship services clients, Sarasin & Partners, Pensions Trust and Rathbone Greenbank Investments.

UK law requires that in order to requisition a resolution at a Rio Tinto plc annual general meeting, 100 shareholders holding, in aggregate, 100,000 ordinary shares in Rio Tinto plc must co-file the requisitioned resolution and submit valid filings not later than six weeks prior to the annual general meeting. If co-filers meet the threshold (and they have), the board is legally bound to include the resolution on the agenda at the Rio Tinto plc annual general meeting in 2016.

The chairman and management met with representatives of the coalition in December 2015 and support the intention behind the resolution. As Rio Tinto operates as a dual listed company the board is proposing an identical resolution to the annual general meeting of Rio Tinto Limited.

The resolution is being proposed as a special resolution, which requires at least three-quarters of the votes cast to be in favour. It requires additional disclosure is made by the Company with regard to risks associated with climate change. The Company has a commitment to transparency and already discloses our position on climate change and carbon pricing along with its Sustainable development report in the annual report and an on-line sustainable development report which supplements this.

Management and the board will review the Company's existing disclosures, commitments and carbon-related activities and assess what additional reporting on risks associated to climate change may be required and the format for such additional reporting.

Resolution 18

Capital Management Programme

No new Ordinary Shares have been issued since July 2009. However, to retain additional flexibility in the conduct of its capital management initiatives, the board may consider issuing new shares in connection with employee share and incentive plans.

Renewal of off-market and on-market share buy-back authorities

The board is seeking shareholder approval to buy back Ordinary Shares during the period until the 2017 annual general meeting or 4 May 2017 inclusive (whichever is the later) or, if earlier, the date on which shareholders next give approval to buy-backs by Rio Tinto Limited, under one or more Buy-Back Tenders or on market, but subject to the cap discussed below. Such authority would expire if a new buy-back approval is given by shareholders, and in any event is in addition to Rio Tinto Limited's ability to undertake buy-backs under the Corporations Act, where shareholder approval is not required.

If any Buy-Back Tender proceeds, a booklet containing further details in relation to the Buy-Back Tender (Buy-Back Booklet), including an invitation to participate and the terms of the relevant Buy-Back Tender, would be sent to shareholders. The terms of any such Buy-Back Tender would not be substantially different from the terms set out in Appendix 3.

Off-market buy-back tenders can provide an advantageous method of returning capital. The benefits of a Buy-Back Tender may include the following:

- a Buy-Back Tender can improve earnings per share and return on equity for shareholders who remain holding Ordinary Shares;
- participation is optional and shareholders have maximum flexibility to determine their participation to suit their own circumstances;
- a Buy-Back Tender allows Rio Tinto Limited to determine the most appropriate number of Ordinary Shares to buy back based on shareholder demand;
- a Buy-Back Tender should allow shareholders whose tenders are accepted to sell Ordinary Shares without incurring the usual brokerage costs; and
- a Buy-Back Tender can provide an efficient means of returning capital to shareholders in Rio Tinto Limited and enables the Rio Tinto Group to maintain a more efficient capital structure and to reduce its cost of capital.

Nonetheless, the board may form the view that it is more appropriate for Rio Tinto Limited to buy back Ordinary Shares on market.

On-market buy-backs allow Rio Tinto Limited to buy back shares over time, depending on market conditions and prices. Any such on-market buy-backs would occur in accordance with the Listing Rules of the ASX from time to time. Currently the Listing Rules state that the price at which Rio Tinto Limited buys back Ordinary Shares on market must not be more than five per cent above the average market price (as that term is defined in those Listing Rules) of Ordinary Shares calculated over the last five days on which sales were recorded on the ASX prior to the day on which shares are to be bought back.

Should the board decide to proceed with buy-backs authorised under this resolution, such buy-backs would only occur if the board believes that they could be undertaken without prejudicing the Group's ability to maintain its dividend policy. The board does not consider that any such buy-backs would pose any significant disadvantage to shareholders.

Size of any buy-backs

The authority sought by this resolution permits Rio Tinto Limited to buy back Ordinary Shares up to a limit of 42.4 million Ordinary Shares. This number represents approximately ten per cent of the 424,192,412 Ordinary Shares on issue in the capital of Rio Tinto Limited as at 25 February 2016, being the latest practicable date for information to be included in this notice. Subject to the above limit, the number of Ordinary Shares to be bought back (if any) will be determined by the directors. By way of illustration, if Ordinary Shares with a total value of A$500 million are bought back under a Buy-Back Tender, and the buy-back price under that Buy-Back Tender is A$35.54 (this assumes, for illustrative purposes only, that the relevant market value of the time is A$41.32 and that the tender discount is set at 14 per cent), the number of Ordinary Shares that would be bought back under the Buy-Back Tender would be approximately 14.07 million.

Effect on Rio Tinto Limited

Financial impact

The consideration paid under any Buy-Back Tenders or on-market buy-backs undertaken pursuant to this resolution would be cash and all Ordinary Shares bought back by Rio Tinto Limited would be cancelled. No decision has been made as to how any future buy-backs would be funded. The board only intends to proceed with such buy-backs and fund them by debt if the funding required for any such buy-backs would be within the debt capacity of the Group and so would not be expected to have any adverse effect on existing operations or current investment plans.

By way of illustration only, a repurchase by Rio Tinto Limited of Ordinary Shares with a total value of A$500 million would (if funded by debt) increase net debt and reduce shareholders' funds by A$500 million and, on the basis of the Group's 2015 financial statements, the ratio of net debt to total capital would increase from 23.8 per cent to 24.4 per cent.

If they proceed, the precise impact of any buy-backs would not be known until they are completed as this would depend on the buy-back price paid, the number of Ordinary Shares repurchased and the timing of the repurchases.

Effect on control

While all eligible shareholders in Rio Tinto Limited would have an opportunity to participate in any Buy-Back Tender, the percentage of each shareholder's interest which may be bought back under a Buy-Back Tender would depend on a number of factors, including the discounts at which shareholders tender their Ordinary Shares, the number of Ordinary Shares they tender, the ultimate price set under the Buy-Back Tender, any required scale back and the number of Ordinary Shares bought back. The impact of each of these factors would not be known until after a Buy-Back Tender has closed.

Similarly, under any on-market buy-back by Rio Tinto Limited, the percentage of shares bought back from a shareholder would depend on the number they seek to sell, the price at which they offer to sell and the number of shares Rio Tinto Limited buys back.

Given the maximum aggregate size of any buy-backs under resolution 18, they would not be expected to have any change of control implications for Rio Tinto Limited or the Group. On its own, a Buy-Back Tender or an on-market buy-back by Rio Tinto Limited would reduce the number of Ordinary Shares in Rio Tinto Limited on issue as a proportion of the total number of ordinary shares on issue in the Group (that is, the ordinary shares on issue in Rio Tinto Limited and in Rio Tinto plc combined). However, the buy-back of Rio Tinto plc ordinary shares would also reduce the number of Rio Tinto plc ordinary shares on issue. Given the limit on the size of the buy-backs permitted under the authorities being sought, the board believes that even if there is a change in this proportion, it would not have any material impact on the control of the Group or on the relative voting power of the shareholders in each of Rio Tinto Limited or Rio Tinto plc.

Other information

Share price information

The closing price of Rio Tinto Limited's Ordinary Shares on the ASX on 25 February 2016 was A$41.32. The highest and lowest market sale prices and the average closing prices for the Ordinary Shares on the ASX during each of the last four months were as follows:

Month	Lowest closing price A$[a]	Highest closing price A$[a]	Average closing price A$[b]
February 2016 (to 25 February)	$37.03	$44.62	$41.50
January 2016	$37.75	$44.63	$40.01
December 2015	$41.76	$46.92	$43.83
November 2015	$45.91	$50.85	$48.57

(a) Based on the closing prices of the Company's ordinary shares on the ASX for each trading day over the relevant month.

(b) Calculated as the average of the closing prices of the Company's ordinary shares on the ASX for each trading day over the relevant month.

Australian tax considerations

For Australian taxation purposes, a Buy-Back Tender would constitute an "off-market" buy-back. As such, the price paid to shareholders to buy back their Ordinary Shares would have two components for Australian tax purposes: a capital component and a deemed dividend component. The deemed dividend component is eligible to be treated as a franked dividend for tax purposes.

If the board elects to proceed with a Buy-Back Tender, further details on these matters would be provided to shareholders in the relevant Buy-Back Booklet.

For Rio Tinto Limited, if the deemed dividend component were franked, the effect of a Buy-Back Tender would be to reduce its available franking credits.

If Rio Tinto Limited were to undertake an on-market buy-back, all of the price paid to shareholders to buy back their Ordinary Shares would, for Australian taxation purposes, be treated as consideration in respect of the sale of their shares. As such, no part of the price paid would be treated as a deemed dividend and so for a vendor shareholder, the disposal would be treated in the same way as any other disposal of shares on-market by the shareholder. For Rio Tinto Limited, the effect of an on-market buy-back may be to reduce its available franking credits, even though no part of the price paid to shareholders will be treated as a deemed dividend for tax purposes.

While Buy-Back Tenders and/or on-market buy-backs by Rio Tinto Limited may result in a reduction of available franking credits, the board would only undertake such buy-backs where it believed that they would not prejudice Rio Tinto Limited's ability to fully frank its dividends for the reasonably foreseeable future.

Australian Securities and Investments Commission (ASIC)

Under the Corporations Act, a company is entitled to buy back shares under a selective buy-back (such as a Buy-Back Tender) provided that, amongst other things, the terms of the relevant buy-back agreement are approved by a special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by any person, or their associates, whose shares are proposed to be bought back. Given that it is not possible to determine at this time whose Ordinary Shares would be acquired under any Buy-Back Tenders, ASIC has granted relief to permit all shareholders in Rio Tinto Limited to vote on resolution 18.

Appendix 2 – Supporting statement for Resolution 17

The following is a statement in support of the resolution by the shareholders who have requisitioned resolution 17.

Resolution 17 is a special resolution and has been requisitioned by a group of Rio Tinto plc shareholders, who have also requested that the company circulates the statement set out below. Rio Tinto plc legally required to circulate this to its shareholders. However, neither your board nor Rio Tinto is responsible for its contents or for any inaccurate or misleading statements contained in it.

It is our intention that this is a supportive but stretching shareholder resolution. Like the resolutions filed at the 2015 BP and Royal Dutch Shell AGMs, which were approved by the boards of both companies, recommended for support by proxy advisers, and passed overwhelmingly by shareholders, this resolution has been prepared by the "Aiming for A" investor coalition on behalf of a larger co-filing group.

The resolution seeks deeper disclosure on the same five issues of climate change risk and opportunity management as the BP and Shell Resolutions. Following engagement with the mining companies covered by "Aiming for A", and the development by the Global Investor Coalition on Climate Change of an expectations document for mining companies[1], the filing group believes that the strategic issues identified for oil and gas companies apply equally in the diversified mining sector.

"Aiming for A" background

The "Aiming for A" coalition includes the Local Authority Pension Fund Forum and the largest members of the Church Investors Group, together with Hermes Investment Management on behalf of its stewardship services clients, Sarasin & Partners, Pensions Trust and Rathbone Greenbank Investments. The coalition was initially convened by CCLA in 2011/12.The group is undertaking engagement with the ten largest UK-listed extractives and utilities companies, with a particular focus on the companies' CDP performance bands.

There are several reasons why UK asset owners and managers have come together to support companies in their preparations for the low-carbon transition. These range from systemic risk management and our collective fiduciary duty to engage in economic transformation, through to amplifying longer-term investor voices and involving ultimate beneficiaries.

We believe that supportive but stretching shareholder resolutions can play a positive stewardship role in the UK and emphasise the need to balance the short- and longer-term aspects of shareholder value creation.

The wider co-filing group includes institutional asset owners and fund managers from both the UK and overseas. The asset owners span charitable foundations, Church investors and pension funds as well as individuals. The co-filing process has been assisted by the law firm Client Earth.

Awareness of the risk to long term investors from climate change, including the potential 'stranding' or underperformance of assets has risen significantly. Notable contributions to the debate have been made by the Bank of England,[2] Mercer[3], and Carbon Tracker[4]. As an illustration of the magnitude of financial risks carried in the extractives sector, the IEA estimate that up to $300 billion of fossil fuel investments alone could be stranded in a low carbon scenario[5].

The resolution covers five related areas:

1. Ongoing operational emissions management
In 2015 Rio Tinto retained a CDP[6] performance rating of B (on an A-E scale). Within the performance banding methodology, considerable weight is given to operational emissions management, alongside strategic and governance issues like those below. The 'Aiming for A' coalition and other investors would like to see the company progress towards reaching best in class performance.

2. Asset portfolio resilience to post-2035 scenarios
Rio Tinto has a diverse portfolio of assets, with significant exposure to commodities for which demand could rise during the move to a low carbon economy (such as copper) as well as exposure to commodities where demand is likely to fall, such as coal and iron-ore. We ask that an assessment of the portfolio's resilience against the range of IEA[7], or other relevant post-2035 low carbon scenarios of equivalent ambition, be outlined to investors in routine reporting from 2017 for relevant potentially exposed commodity groups. Investors are also interested in the role that exploration, disposals and cash distributions to investors will play in the nearer term.

3. Low carbon energy R&D and investment strategies
Rio Tinto focusses both on reducing the energy intensity of operations and carbon intensity of energy, and looks for commercial-scale opportunities for renewable investments, including the solar photovoltaic facility at Weipa bauxite mine. Investors are interested in Rio Tinto's long-term strategy in these areas, including the amount to be invested.

4. Strategic KPIs and executive incentives
Rio Tinto recognises the importance of aligning executives' interests with those of shareholders and has a key performance indicator (KPI) relating to greenhouse gas emission intensity. However, it is not clear how executive remuneration is linked to this particular KPI. Transitions that span decades are complex to manage and often require lead indicators and incentives. Investors are interested to understand the company's approach to key performance indicators and executive incentives relevant to the transition to a low carbon economy.

5. Public policy interventions
Rio Tinto is a member of a number of international business associations and has made known its view of the importance of increasing the efficient use of fossil fuels, nuclear and renewable energy sources and that it seeks to influence the design of policy. Investors are interested in the evolution of Rio Tinto's public policy strategy, including positions on key agreed public policy goals and likely implementing measures, especially for the critical policy-making period up to 2020 when governments are expected to be preparing to implement their international greenhouse gas reduction commitments.

These requests are consistent with the commitment made in the 'Global Investor Statement on Climate Change' signed by investors representing $24tn of assets[8] and build on the Carbon Asset Risk (CAR) initiative[9].

1 http://www.iigcc.org/files/publication-files/IIGCC_2015_Mining_Report_FINAL_WEB.PDF

2 Breaking the Tragedy of the Horizon – climate change and financial stability, Mark Carney, September 2015

3 Investing in a Time of Climate Change, Mercer, 2015

4 http://www.carbontracker.org/our-work/

5 World Energy Investment Outlook 2014, International Energy Agency

6 https://www.cdp.net/en-US/Results/Pages/Company-Responses.aspx?company=15829

7 http://www.worldenergyoutlook.org/weomodel/. The WEO-2015 continues to present three scenarios: the New Policies Scenario, the Current Policies Scenario, and the 450 Scenario. These scenarios were extended to 2040 for the first time in 2014

8 http://globalinvestorcoalition.org/wp-content/uploads/2015/10/GISCC7Oct2015.pdf

9 http://www.ceres.org/press/press-releases/investors-ask-fossil-fuel-companies-to-assess-how-business-plans-fare-in-low-carbon-future

Appendix 3: Summary of terms of any Buy-Back Tenders and further information

Off-market tenders

Any Buy-Back Tender would be conducted as an off-market buy-back tender. An off-market buy-back tender involves Rio Tinto Limited inviting each shareholder who is eligible to participate to tender to sell Ordinary Shares to Rio Tinto Limited on the terms to be set out in the relevant Buy-Back Booklet. If Rio Tinto Limited accepts the tender, then a buy-back agreement is formed on those terms.

Participation in a Buy-Back Tender would be on a voluntary basis. Eligible shareholders would not have to sell their Ordinary Shares if they did not want to. Shareholders would also have the right to withdraw tenders during the period in which tenders can be made (the Tender Period) subject to complying with specified notification procedures. The principal terms of any Buy-Back Tender would be substantially as follows below.

Tender process overview

Each shareholder eligible to participate in a Buy-Back Tender would be able to submit a tender if they wish to sell Ordinary Shares. The tender must specify the number of Ordinary Shares the shareholder offers to sell, which may be up to all of their holding as at the relevant record date, and must specify the nominated discount(s) (within the tender discount range to be specified in the relevant Buy-Back Booklet) to the relevant market price at which the shareholder offers to sell their tendered Ordinary Shares. For these purposes, the relevant market price would be the volume weighted average price of all trades of Ordinary Shares on ASX's trading platform during the five trading days up to and including the closing date of the Tender Period, including the closing single price auction but excluding not "at-market" trades (e.g. special crossings, crossings prior to the commencement of the open session state, crossings during overnight trading, overseas trades, trades pursuant to the exercise of options over Ordinary Shares, and any other trades that the directors determine to exclude on the basis that the trades are not fairly reflective of natural supply and demand) (VWAP). Details would be in the relevant Buy-Back Booklet. The specified tender range would be a range of discounts at one per cent intervals. The largest discount is expected to be no less than 14 per cent, but it could be greater, and the smallest discount would not be less than five per cent, but it could be greater.

Shareholders would be able to submit offers to sell different blocks of their shareholding for different discounts within the specified tender discount range, subject to the rule for shareholders with Small Shareholdings (described below). Alternatively, shareholders would be able to submit a "Final Price Tender". A Final Price Tender is a tender in which the shareholder elects to receive the Buy-Back Price (described below) determined through the tender process. The tender form for a Buy-Back Tender may also specify a range of prices (in specific dollar amounts) which can be chosen by tendering shareholders as the minimum price at which they wish to have their Ordinary Shares bought back (Minimum Price), having first selected their tender discount. In that scenario, if the Buy-Back Price under a Buy-Back Tender is below the Minimum Price selected by the shareholder, that tender would not be accepted.

After the close of the Tender Period, Rio Tinto Limited would determine the largest discount within the tender range (the Buy-Back Discount) which would enable Rio Tinto Limited to buy back the number of Ordinary Shares that it determines to buy back. All shareholders submitting successful tenders would receive the same price (the Buy-Back Price) for each Ordinary Share bought back from them. If the buy-back proceeds, Rio Tinto Limited would accept Ordinary Shares tendered at a discount which is equal to or greater than the Buy-Back Discount or as a Final Price Tender subject to the scale back mechanism (as described below).

After the close of the Tender Period, Rio Tinto Limited's shareholders would be advised by announcement to the ASX of the total number of Ordinary Shares to be bought back, the Buy-Back Discount and the Buy-Back Price.

Shareholders with Small Shareholdings

It is likely that any shareholder who has a Small Shareholding (i.e. a registered holding of a number of Ordinary Shares equal to or less than the number specified in the relevant Buy-Back Booklet) would be able to tender all but not some of their Ordinary Shares under a Buy-Back Tender and they would only be able to do so at only one of the specified discounts or as a Final Price Tender.

Scale back mechanism

If the total number of Ordinary Shares tendered at a discount which is equal to or greater than the Buy-Back Discount and as Final Price Tenders is more than the number of Ordinary Shares Rio Tinto Limited wishes to buy back, then a scale back mechanism would be applied. The mechanism would most likely operate as follows.

(a) Where the Buy-Back Discount is lower than the maximum discount in the tender discount range:
   - (i) Tenders at a discount smaller than the Buy-Back Discount would be rejected;
   - (ii) Tenders conditional on a Minimum Price that is greater than the Buy-Back Price would be rejected;
   - (iii) Tenders at a discount greater than the Buy-Back Discount and Final Price Tenders would be accepted in full;
   - (iv) a Priority Allocation (see below) would be bought back from each shareholder who tendered Ordinary Shares at a discount equal to the Buy-Back Discount;
   - (v) Excluded Tenders (see below) would be accepted in full; and
   - (vi) Ordinary Shares tendered at a discount equal to the Buy-Back Discount (other than Final Price Tenders, Priority Allocations and Excluded Tenders) would be scaled back on a pro rata basis.

(b) Where the Buy-Back Discount is equal to the maximum discount in the tender discount range:
   - (i) Tenders at a discount smaller than the Buy-Back Discount would be rejected;
   - (ii) Tenders conditional on a Minimum Price that is greater than the Buy-Back Price would be rejected;
   - (iii) a Priority Allocation (see below) would be bought back from each shareholder who tendered Ordinary Shares at a discount equal to the Buy-Back Discount or as a Final Price Tender;
   - (iv) Excluded Tenders (see below) would be accepted in full; and
   - (v) Ordinary Shares tendered at a discount equal to the Buy-Back Discount and as Final Price Tenders (other than Priority Allocations and Excluded Tenders) would be scaled back on a pro rata basis.

If a scale back is applied, all fractions would be rounded down to the nearest Ordinary Share.

Excluded Tenders

An Excluded Tender is a tender submitted by a shareholder who tenders all of their Ordinary Shares at a discount equal to or greater than the Buy-Back Discount or as Final Price Tenders and who would have a shareholding below a specified threshold as a result of a scale back.

Priority Allocation

In the event of a scale back, a Priority Allocation would apply as described above in respect of up to the number of Ordinary Shares as specified in the relevant Buy-Back Booklet to be the Priority Allocation that is successfully tendered by each shareholder.

Effect of Buy-Back Tender on voting rights and dividend rights

Shareholders would be entitled to vote (in accordance with the voting rights attached to their Ordinary Shares) at any meeting of Rio Tinto Limited that is held during the relevant Tender Period, even if they have lodged a tender to sell some or all of their Ordinary Shares to Rio Tinto Limited under a Buy-Back Tender.

Shareholders would also be entitled to any dividends (in accordance with the dividend rights attached to their Ordinary Shares) where the record date for the dividend occurs prior to the date on which Rio Tinto Limited enters into the buy-back agreements with shareholders under a Buy-Back Tender.

Once a buy-back agreement is entered into in respect of Ordinary Shares tendered, by operation of the Corporations Act the rights attaching to those Ordinary Shares would be suspended and immediately after the registration of the transfer of Ordinary Shares bought back by Rio Tinto Limited, the Ordinary Shares would be cancelled.

Buy-Back Price

The consideration for a buy-back of Ordinary Shares under a Buy-Back Tender would be a cash amount determined in accordance with the following formula:

A = B x (1 – C)

Where:

– A is the Buy-Back Price (that is, the price per Ordinary Share, rounded to the nearest cent, to be paid for all Ordinary Shares bought back under the Buy-Back Tender).

– B is the relevant VWAP (as discussed above).

– C is the Buy-Back Discount.

So, for example, if the relevant VWAP (i.e. B) is A$41.32, and the Buy-Back Discount (i.e. C) is 14 per cent, the Buy-Back Price would be A$35.54 (ie A$41.32 (1 – 0.14)).

Eligible Shareholders

Rio Tinto Limited would invite all holders of Ordinary Shares (on its register on the record date used to determine entitlements to participate in a Buy-Back Tender) to make an offer to have Ordinary Shares bought back by Rio Tinto Limited under a Buy-Back Tender, save that the board reserves the right not to extend the invitation to participate to shareholders resident outside Australia and New Zealand and, in any event, shareholders will not be able to participate to the extent that any laws prevent or restrict participation (e.g. Rio Tinto Limited may be prevented or restricted from paying any proceeds to particular shareholders).

Further information would be set out in the relevant Buy-Back Booklet provided in respect of a Buy-Back Tender.

Rio Tinto plc share buy-backs

As in previous years, and to facilitate the Group's ongoing capital management programme, Rio Tinto plc shareholder approval will be sought to renew the authority for Rio Tinto plc and the Company (or any of its subsidiaries) to make on-market purchases of shares in Rio Tinto plc. This includes the authority to allow shares in Rio Tinto plc purchased by the Company (or any subsidiary of the Company) to be repurchased by Rio Tinto plc on the terms set out in an agreement approved by Rio Tinto plc's shareholders and for those shares to be cancelled. If the Company (or any of its subsidiaries) were to purchase Rio Tinto plc shares on-market it would sell them to Rio Tinto plc for cancellation. From the perspective of the Group's cash and gearing, whether Rio Tinto plc shares are bought back directly by Rio Tinto plc, or bought by the Company and sold to Rio Tinto plc, is not material, as these transactions are internal to the Group. If a nominal price were paid by Rio Tinto plc for any shares bought from the Company, it will result in a reduction of the Company's retained earnings (to the extent of any difference between the price paid for the shares by the Company and the sale price of those shares to Rio Tinto plc). However, the directors would only proceed if they were confident they could do so without prejudicing the Company's ability to maintain its dividend policy and to continue to be in a position to fully frank its dividends for the foreseeable future.

Getting to the annual general meeting and Useful information

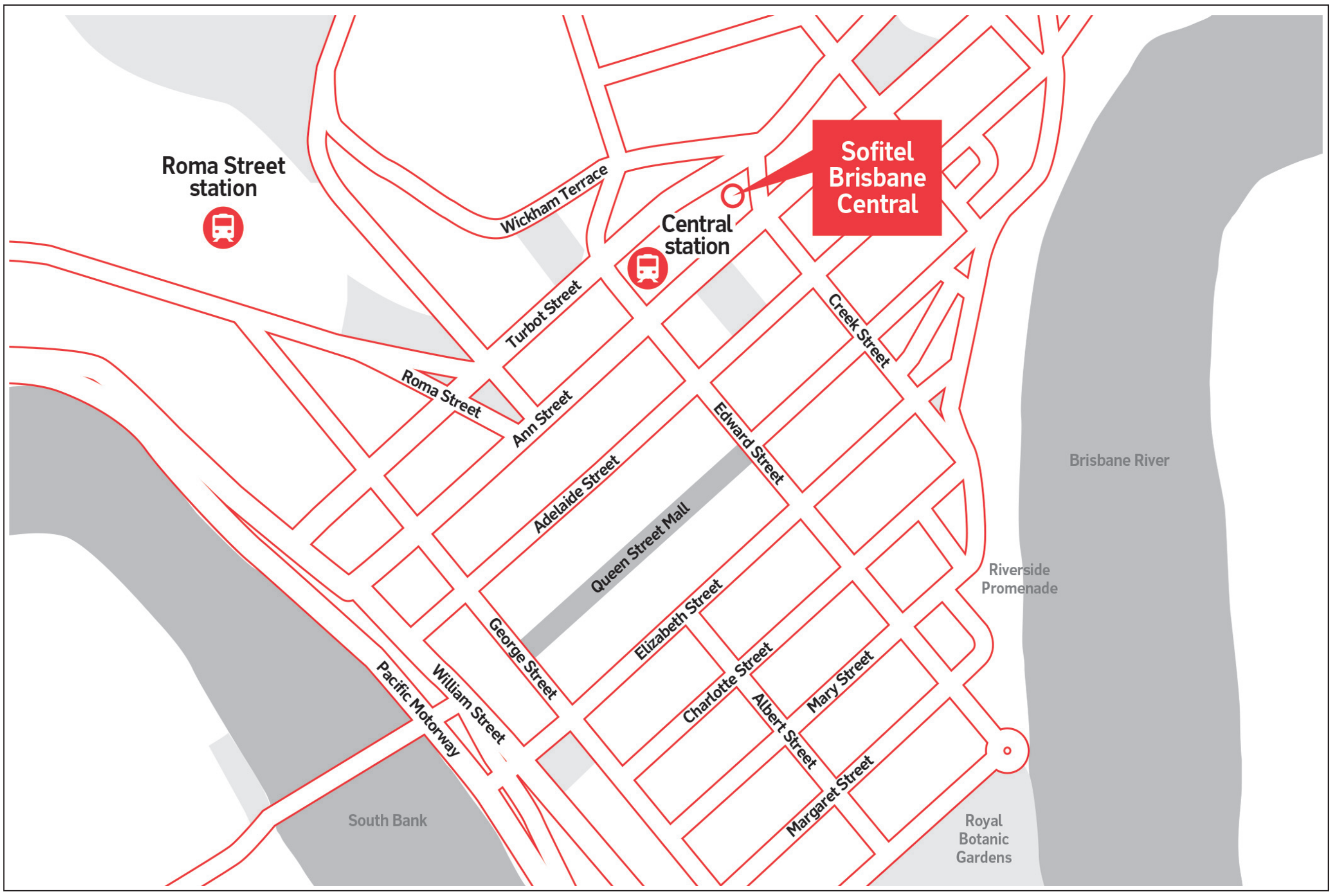
By train
Sofitel Brisbane Central is located above Central Station.

By car
The address is 249 Turbot Street, Brisbane, Queensland.

Undercover and monitored parking is available at the venue.

By taxi
A Taxi rank is located at the main entrance to the Sofitel Brisbane Central.

By bus
The nearest bus stop is Anzac Square, Ann Street.



View our Annual report at riotinto.com/ar2015

Investor Centre
At Rio Tinto we want shareholders to take advantage of e-communications. By signing up to receive electronic communications you will be helping to reduce print, paper and postage costs and the associated environmental impact.

To sign up for e-communications visit www.investorcentre.com/rio

Investor Centre is a free, secure, self-service website, where shareholders can manage their holdings online. The website enables shareholders to:

– View share balances;
– Change address details;
– View payment and tax information ; and
– Update payment instructions.

Shareholders who register their email address on Investor Centre can be notified electronically of events such as annual general meetings, and can receive shareholder communications such as the Annual report, Notice of meeting and other shareholder communications electronically.

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