

2017 Notice of annual general meeting

The annual general meeting of Rio Tinto Limited will be held at 9.30am on Thursday, 4 May 2017 at the Ballroom, Level 3, Sofitel Sydney Wentworth, 61-101 Phillip Street, Sydney, New South Wales.

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, 4 May 2017 at the Ballroom, Level 3, Sofitel Sydney Wentworth, 61-101 Phillip Street, Sydney, New South Wales.

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.

This year, the business of the meeting will include three separate resolutions relating to remuneration. Two of them relate to the approval of the Group's 2016 Remuneration Report or aspects thereof (resolutions 2 and 3). The third of these resolutions (resolution 4) relates to a requested approval of potential termination payments as a matter of Australian law, and the reasoning is described in the explanatory notes.

On 1 July 2016, Sam Walsh retired as chief executive of Rio Tinto, and I thank him for the significant service and transformative leadership he gave to the company during his three-and-a-half-year tenure as chief executive. Since taking over as chief executive in July, Jean-Sébastien Jacques has set about driving a new era of productivity, performance and growth. A resolution for Jean-Sébastien's election to the board is included in the business of the meeting.

I am also pleased to include three resolutions to elect the three new non-executive directors whose appointments we announced recently, David Constable, Sam Laidlaw and Simon Henry (Simon's appointment being effective as of 1 July 2017). The new directors broaden the experience of the board, bringing considerable expertise in the resources sector and an international perspective having enjoyed long careers in executive roles with multi-national businesses. All three also have considerable experience as non-executive directors with leading listed companies. As announced, Robert Brown and Anne Lauvergeon will be retiring from the board following the conclusion of the Rio Tinto Limited annual general meeting and are not seeking re-election. I am very grateful to Robert and to Anne for their contribution to Rio Tinto over the years. They have provided tremendous support during their tenure and we wish them well for the future.

On 8 February 2017, Rio Tinto announced a share buy-back programme, comprising an on-market buy-back of shares in Rio Tinto plc to return up to US\$500 million to shareholders, which is expected to be completed during 2017.

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 (riotinto.com).

The corresponding Rio Tinto plc annual general meeting will take place in London on Wednesday, 12 April 2017. The overall result of the vote from both meetings on resolutions 1 to 19 along with the result of the vote on resolution 20 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

1 March 2017

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, Level 3, Sofitel Sydney Wentworth, 61-101 Phillip Street, Sydney, New South Wales at 9.30am (AEST) on Thursday, 4 May 2017, for the following purposes:

Resolution 1

Receipt of the 2016 Annual report

To receive the Company's financial statements and the reports of the directors and auditors for the year ended 31 December 2016.

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 2016 and the Remuneration Committee chairman's letter as set out in the 2016 Annual report on pages 67 to 107 (save for pages 70 to 77).

Resolution 3

Approval of the Remuneration Report

To approve the Remuneration Report for the year ended 31 December 2016 as set out in the 2016 Annual report on pages 67 to 107.

Resolution 4

Approval of potential termination benefits

To approve for all purposes (including for the purposes of sections 200B and 200E of the Australian Corporations Act 2001) the giving of benefits to persons (Relevant Executives) who, from time to time, are key management personnel (KMP) of Rio Tinto Limited or who, from time to time, hold a managerial or executive office (as defined in the Australian Corporations Act 2001) in Rio Tinto Limited or a related body corporate, in connection with the person ceasing to hold an office, or position of employment, in Rio Tinto Limited or a related body corporate for a period of three years from the date the resolution is passed.

Resolution 5

To re-elect Megan Clark as a director

Resolution 6

To elect David Constable as a director

Resolution 7

To re-elect Jan du Plessis as a director

Resolution 8

To re-elect Ann Godbehere as a director

Resolution 9

To elect Simon Henry as a director, effective as of 1 July 2017

Resolution 10

To elect Jean-Sébastien Jacques as a director

Resolution 11

To elect Sam Laidlaw as a director

Resolution 12

To re-elect Michael L'Estrange as a director

Resolution 13

To re-elect Chris Lynch as a director

Resolution 14

To re-elect Paul Tellier as a director

Resolution 15

To re-elect Simon Thompson as a director

Resolution 16

To re-elect John Varley as a director

Resolution 17

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 18

Remuneration of auditors

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

Resolution 19

Authority to make political donations

That Rio Tinto plc and any company which is a subsidiary of Rio Tinto plc at the time this resolution is passed or becomes a subsidiary of Rio Tinto plc at any time during the period for which this resolution has effect be generally authorised to:

- make donations to political parties and independent election candidates;
- make donations to political organisations other than political parties; and
- incur political expenditure,

provided that in each case any such donations or expenditure made by Rio Tinto plc or a subsidiary of Rio Tinto plc shall not exceed £50,000 per company, and that the total amount of all such donations and expenditure made by all companies to which this authority relates shall not exceed £100,000.

This authority shall expire at the close of the annual general meeting of the Company held in 2018 (or, if earlier, at the close of business on 30 June 2018).

Resolution 20

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 2018 annual general meeting or 3 May 2018 (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:

- 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
- 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 19 (inclusive) will be voted on by Rio Tinto plc and Rio Tinto Limited shareholders as a joint electorate and resolution 20 will be voted on by Rio Tinto Limited shareholders only.

Resolutions 1 to 19 (inclusive) will be proposed as ordinary resolutions and resolution 20 will be proposed as a special resolution.

By order of the board



Tim Paine
Joint Company Secretary

Level 33
120 Collins Street
Melbourne
Victoria 3000
Australia

1 March 2017



Steve Allen
Joint Company Secretary

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 7.00pm (AEST) on Tuesday, 2 May 2017 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) or resolution 4 (approval of potential termination benefits)

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 and 3 (approval of the Remuneration Report) and resolution 4 (approval of potential termination benefits), 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, a shareholder will be expressly authorising the chairman to vote in favour of that resolution (including if the relevant shareholder does not mark any of the boxes opposite each such resolution), even though the resolution is connected directly or indirectly with the remuneration of a member of 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 (other than the chairman), the proxy will not be able to vote on resolutions 2 and 3 (approval of the Remuneration Report) and resolution 4 (approval of potential termination benefits) 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 (AEST) on Tuesday, 2 May 2017.

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 (AEST) on Tuesday, 2 May 2017.

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 2016 Annual report.

Voting exclusions

Any Relevant Executive, potential or current, or an associate who wishes to preserve the benefit of resolution 4 for the Relevant Executive must not vote on the resolution. However, they may cast a vote if the vote is cast as a proxy appointed by writing that specifies how the proxy is to vote on the resolution and it is not cast on behalf of a Relevant Executive or an associate.

Further, a vote on resolutions 2, 3 or 4 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, 3 and 4 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 though resolutions 2, 3 and 4 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 2016. Written questions must be received by no later than 5.00pm (AEST) on Thursday, 27 April 2017. 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 to 1800 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 footage of those in attendance. Photographs may also be taken at the meeting and published in the media or 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 2016 Annual report

The directors are required by company law to present the 2016 Annual report comprising the 2016 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/ar2016.

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 2016 and the Remuneration Committee chairman's letter are set out on the Rio Tinto website and also on pages 67 to 107 (save for pages 70 to 77) of the 2016 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 2016. The letter from the Remuneration Committee chairman providing context to 2016 remuneration outcomes, together with information to help shareholders understand what the executives were paid in 2016, is contained on pages 67 to 69 of the 2016 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 2016 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 107 of the 2016 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 2016. This vote is advisory.

Resolution 4

Approval of potential termination benefits for Australian law purposes

The law in Australia restricts the benefits which can be given to people who hold certain offices in Group companies in connection with cessation of office or employment, unless shareholder approval is obtained. The law is complex and affects our ability to treat employees across the group consistently and/or abide by the terms of contractual commitments. As described in Appendix 2, approval is sought to give certain benefits to current and future directors, members of the Executive Committee and other personnel in the Group in a manner that is consistent with our Remuneration Policy and practices.

Approving termination benefits is considered a matter that affects the Group as a whole and will therefore be considered by shareholders of both Rio Tinto Limited and Rio Tinto plc. A resolution on similar terms was put to, and approved by, shareholders of both Rio Tinto Limited and Rio Tinto plc at the 2014 annual general meetings.

If approval is obtained, it will be effective for a period of three years from the date the resolution is passed.

Resolutions 5 -16

Election and 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 (except for Robert Brown and Anne Lauvergeon who are stepping down from the board). All of the directors seeking re-election have been subject to a performance evaluation, as described in the corporate governance section of the 2016 Annual report. Based on that evaluation, it is considered that those directors continue to be effective and demonstrate the level of commitment required in connection with their role and the needs of the business. The board also recognises that, to achieve its vision of leadership in the mining and metals sector, a robust succession planning process is justified in order to secure the supply of directors with a diverse range of

independent perspectives. The board has appointed four new directors in the last 12 months. Accordingly, Jean-Sébastien Jacques, whose appointment to the board was announced on 17 March 2016 and David Constable, Simon Henry and Sam Laidlaw, whose appointments were announced on 10 February 2017, put themselves forward for election as directors by the shareholders at the annual general meetings. As announced, Simon's appointment will be effective as of 1 July 2017.

The board has also adopted a framework on directors' independence and it is satisfied that each non-executive director who is standing for election or re-election at the meeting is independent in accordance with this framework.

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

Megan Clark Non-executive director, BSc, PhD, age 58

Appointment: November 2014. Chairman of the Sustainability Committee.

Skills and experience: Megan, an Australian citizen, has had an extensive career in both the private and public sector, combining expertise in the metals and mining business with high-level experience in science, research and technology. Her core industry experience and knowledge brings valuable insight and effective contributions to the board. Megan was chief executive of the Commonwealth Scientific and Industrial Research Organisation (CSIRO) from 2009 until 2014. Prior to CSIRO, Megan held various roles with Western Mining Corporation, was a director at N M Rothschild and Sons (Australia) and was vice president, Technology and subsequently vice president, Health, Safety, Environment, Community and Sustainability with BHP Billiton. 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): Non-executive director of CSL Limited since February 2016, non-executive director of CARE Australia since 2016, member of the Prime Minister's Science, Industry and Engineering Council from 2009 to 2014.

David Constable Non-executive director, B.Sc. Engineering, age 55

Appointment: February 2017.

Skills and experience: David, a Canadian citizen, is an experienced executive with strong credentials in the engineering, construction, energy and chemical sectors. He brings an international perspective to the board, having worked in Canada, the US, Chile, Argentina, the Netherlands, China and South Africa. David was the chief executive officer of SASOL Limited from 2011 to 2016 where he drove a comprehensive group wide change programme which culminated in the roll out of the organisation's new operating model and its related structures, systems and processes. Prior to this, David held various roles with Fluor Corporation from 1982 to 2011, most recently as Group President, Operations. He also served as Group President for Fluor's Power Business, heading up the company's activities in the global coal, gas, nuclear and renewable power generation industries. Prior to this, David was Group President, Operations and Maintenance, focusing on Fluor's operational asset productivity improvement business across a wide range of industries.

External appointments (current and recent): Non-executive director of Anadarko Petroleum Corporation since 2016 and ABB Ltd since 2015, member of the US Business Council and the International Business Council, member of SASOL Limited's Risk and Safety, Health and Environmental Committee and Capital Investment Committee until June 2016 and was also Chairman of the Sasol Global Foundation.

Jan du Plessis Chairman, BCom, LLB, CA (SA), age 63

Appointment: September 2008 (board), April 2009 (chairman). Chairman of the Nominations Committee.

Skills and experience: Jan, a South African and British citizen, has significant experience on the boards of major UK public companies, having served as chairman and non-executive director of various FTSE100 companies across a range of sectors. His breadth of experience and

Appendix 1 – Explanatory notes to the resolutions continued

leadership skills enable him to fulfil his role as chairman effectively. Jan was group finance director of Compagnie Financière Richemont, the Swiss luxury goods group, from 1988 to 2004. He was appointed a non-executive director of British American Tobacco plc in 1999, prior to holding the chairmanship from 2004 to 2009. He was a non-executive director of Lloyds TSB from 2005 to 2009.

External appointments (current and recent): Non-executive director and chairman of SABMiller plc from September 2014 and July 2015 respectively, until October 2016. Non-executive director and senior independent director of Marks and Spencer Group plc from 2008 and 2012 respectively until March 2015.

Ann Godbehere Non-executive director, FCPA, FCGA, age 61

Appointment: February 2010. 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 and was made a fellow of the Institute of Chartered Professional Accountants in 2014. Ann's strong financial background and expertise enable her to effectively fulfil the role of Audit Committee chairman.

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.

Simon Henry Non-executive director, MA, FCMA, age 55

Appointment: effective from 1 July 2017.

Skills and experience: Simon, a British citizen, has significant global experience in the oil and gas industry, having spent over 30 years at Royal Dutch Shell plc, most notably as chief financial officer, a position that he has held since 2009. He was chief financial officer and executive vice president, Finance, Exploration & Production from 2004 to 2009, and prior to this he was head of Group Investor Relations from 2001 to 2004. Simon brings extensive financial expertise to the board and is a fellow of the Chartered Institute of Management Accountants (CIMA) and has a BA in Mathematics and an MA from the University of Cambridge.

External appointments (current and recent): Non-executive director of Lloyds Banking Group plc since June 2014 and member of the Audit Committee and the Risk Committee, member of the Advisory Board of the Centre for European Reform and the Advisory Panel of CIMA, chaired the European Round Table CFO Taskforce from 2011 to 2017, member of the Main Committee of the 100 Group of UK FTSE CFOs from 2009 to 2017.

Jean-Sébastien Jacques Chief executive, MSc, age 45

Appointment: March 2016 (board), July 2016 (chief executive).

Skills and experience: Jean-Sébastien, a British citizen, has strong executive leadership skills and expertise in leading significant growth projects. He is also highly respected for his thought leadership across a wide range of geopolitical and economic issues within the mining industry and more broadly. Jean-Sébastien was appointed chief executive officer of Rio Tinto's Copper group in 2013 and chief executive of the Copper & Coal group in February 2015. He led the transformation of this group, delivering a step-change in both safety and cash performance whilst reshaping the portfolio to focus on a core of the highest-quality assets. He also had responsibility for two growth projects, Oyu Tolgoi in Mongolia and Resolution in the US, both of which saw significant progress during his tenure. Prior to joining Rio Tinto, Jean-Sébastien spent more than 15 years working in various roles across Europe, South East Asia, India and the US. He covered a wide range of operational and functional positions for the

aluminium, bauxite and steel industries and more notably served as group director, Strategy for Tata Steel Group from 2007 to 2011.

External appointments (current and recent): Chairman of the International Copper Association since late 2014.

Sam Laidlaw Non-executive director, MA, MBA, age 61

Appointment: February 2017.

Skills and experience: Sam, a British citizen, has had a long and distinguished career in the energy industry, both in the UK and internationally. Sam brings to the board deep experience of long-cycle, high-capex and safety critical industries from his involvement in the upstream oil and gas industry for over 30 years. Sam was chief executive officer of Centrica plc from 2006 to 2014. His other previous roles include Executive Vice President of Chevron Corporation; non-executive director of Hanson PLC; chief executive officer of Enterprise Oil plc; and President and chief operating officer of Amerada Hess Corporation. He was also a member of the UK Prime Minister's Business Advisory Group and was senior director of the UK Department of Transport. Sam is a qualified solicitor and has a Master's degree in Business Administration from INSEAD.

External appointments (current and recent): Non-executive director of HSBC Holdings plc since 2008 and chairman of the Remuneration Committee and the Nomination Committee, director of Neptune Oil & Gas Limited, chairman of the National Centre of Universities & Business, a board member of the Oxford Saïd Business School and a council member of Radley College.

Michael L'Estrange Non-executive director, BA (Sydney), MA (Oxon), age 64

Appointment: September 2014.

Skills and experience: Michael, an Australian citizen, has had a long and distinguished public service experience in Australia and brings to the board valuable, global expertise in foreign policy, international relations and trade. Michael 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 of the Order of Australia.

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, continuing as a professor until 2015. Non-executive director of Qantas Airways Limited.

Chris Lynch Chief financial officer, BCom, MBA, age 63

Appointment: September 2011 (board), April 2013 (chief financial officer).

Skills and experience: Chris, an Australian citizen, has significant experience in the mining and metals industry, having spent over 30 years working in these fields globally. Chris also has extensive listed company experience at board level across a variety of leadership roles, providing the board with significant operational and financial expertise. 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 of 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.

Hon. Paul Tellier Non-executive director, LLL, BLitt (Oxon), LL.D, C.C. age 77

Appointment: October 2007.

Skills and experience: Paul, a Canadian citizen, has extensive experience in both the corporate sector and the civil service, broadening the board's diversity and enabling Paul to contribute effectively as a member of the Audit Committee and Remuneration Committee. He entered the civil service in the 1970s and 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. From 2002 to 2004, he was president and chief executive officer of Bombardier Inc., the aerospace and transportation company.

External appointments (current and recent): Director of Groupe Harnois since January 2017, chairman of Global Container Terminals Inc. from 2007 to January 2016, member of the advisory board of General Motors of Canada since 2005, 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.

Simon Thompson Non-executive director, MA, (Oxon), age 57

Appointment: April 2014.

Skills and experience: Simon, a British citizen, has a wealth of global experience in the metals and mining industry, having held numerous executive and non-executive positions in this sector. This enables Simon to provide valuable insight as a non-executive director and member of the Sustainability Committee and Remuneration Committee. Simon 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): Chairman of 3i Group plc since 2015, non-executive director and chairman of Tullow Oil plc since 2011 and 2012 respectively, non-executive director and senior independent director of AMEC Foster Wheeler plc from 2009 and 2014 respectively until 2015, non-executive director of Sandvik AB from 2008 until May 2015, and non-executive director of Newmont Mining Corporation from 2008 until 2014.

John Varley Non-executive director, BA, MA (Oxon), age 60

Appointment: September 2011 (board), May 2012 (senior independent director). Chairman of the Remuneration Committee.

Skills and experience: John, a British citizen, has significant banking experience having spent 28 years with Barclays PLC, most notably as chief executive of the Group from 2004 until 2010. John's extensive board-level experience makes him an effective senior independent director and his financial services experience complements the balance of skills on the board. During his career with Barclays he held several senior positions, including chairman of the Asset Management division, group finance director and deputy chief executive. Prior to joining Barclays, John worked as a solicitor.

External appointments (current and recent): Director of Barclays PLC and Barclays Bank PLC from 1998 until 2010, non-executive director of BlackRock Inc. since 2009, non-executive director and senior independent director of AstraZeneca plc from 2006 and 2012 respectively until April 2015, chairman of Marie Curie since 2011, chairman of Employment for Excluded Groups since 2006 and trustee of the Prince of Wales Charitable Foundation since 2011.

Resolutions 17 and 18

Re-appointment and remuneration of auditors

Under UK law, Rio Tinto plc is required at each general meeting at which financial statements are laid to appoint auditors who will remain in office until the next general meeting at which financial statements are laid. Under Rio Tinto's DLC structure the appointment of Rio Tinto's 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 19

Authority to make political donations

The United Kingdom's 2006 Companies Act (UK Companies Act) contains a prohibition against making political donations without authorisation of a company's shareholders in general meeting.

It is not proposed or intended to alter Rio Tinto's policy of not making political donations, within the normal meaning of that expression. However, it may be that some of Rio Tinto's activities fall within the potentially wide definitions of political donation, political expenditure and/or political organisation in the UK Companies Act and, without the necessary authorisation, Rio Tinto's ability to communicate its views effectively to political audiences and to relevant interest groups could be inhibited. In particular, the definition of political organisations may extend to bodies such as those concerned with policy review, law reform, the representation of the business, community and special interest groups such those concerned with the environment. As a result, the definition may cover legitimate business activities not in the ordinary sense considered to be political donations or political expenditure. The authority that the board is requesting is a precautionary measure to ensure Rio Tinto does not inadvertently breach the UK Companies Act.

Accordingly, the directors believe that the authority contained in this resolution is in the interests of shareholders to support. Any expenditure which may be incurred under authority of this resolution will be disclosed in next year's annual report. Details of political expenditure by Rio Tinto during the past year are set out on page 48 in the 2016 Annual report.

Resolution 20

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 2018 annual general meeting or 3 May 2018 inclusive (whichever is the later) 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.

Appendix 1 – Explanatory notes to the resolutions continued

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 24 February 2017, 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\$54.08 (this assumes, for illustrative purposes only, that the relevant market value of the time is A\$62.88 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 9.25 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, the purchase of Ordinary Shares in the Company with a total value of A\$500 million at the exchange rates prevailing on 31 December 2016 would increase the Group's net debt and reduce equity attributable to shareholders by US\$360 million and, on the basis of the Group's 2016 financial statements, would increase the Group's gearing ratio (being net debt divided by the sum of net debt and total equity) by 0.7 percentage points, ie to approximately 18.0 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 20, 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 24 February 2017 was A\$62.88. The highest and lowest closing 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 2017 (to 24 February)	\$62.88	\$69.38	\$66.80
January 2017	\$59.35	\$67.85	\$63.01
December 2016	\$58.04	\$62.79	\$60.18
November 2016	\$53.31	\$61.76	\$57.41

- (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 20.

Capital Management Programme

No new Ordinary Shares in Rio Tinto Limited 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.

Appendix 2 – Further explanation on resolution 4

Why shareholder approval is being sought

Relevant law in Australia (sections 200B and 200E of the Corporations Act 2001 (the Act)) restricts the benefits (termination benefits) which can be given to certain individuals in connection with the individual ceasing employment or ceasing to hold an office with Rio Tinto. The effect of such restrictions would be to pre-empt in some cases, either the application of the Remuneration Policy which shareholders have approved, or conformity with the provisions of individuals' pre-existing contracts of employment.

The Act applies to individuals (Relevant Executives) who hold a managerial or executive office, as defined in the Act, in Rio Tinto Limited or a related body corporate or individuals who have held such an office during the last three years before they ceased to hold such an office or position of employment. This includes members of Rio Tinto's Key Management Personnel (KMP) (note this includes all Rio Tinto directors) and directors of subsidiary companies of Rio Tinto Limited.

Under the Act, a Relevant Executive may only be given a termination benefit if it is approved by the relevant shareholders or an exemption applies. The exemptions include an exemption for benefits such as statutory entitlements to accrued annual and long-service leave, amounts required to be paid by law or by court order, certain types of "deferred bonuses" and, subject to certain conditions, payments made in accordance with a company's redundancy policy. Beyond that, in general terms, certain benefits are permitted if they are within a monetary cap. This termination cap is broadly equivalent to the average 12-months' base salary of the person concerned over the three years preceding cessation of office. If termination benefits are provided beyond those permitted by the Act, a breach of the Act can occur even if the Relevant Executive has a pre-existing contractual entitlement to the benefit.

Having regard to the potentially wide application of the Act and the uncertainties it can cause, the directors are of the view that it is appropriate and prudent to seek shareholder approval, as contemplated by the Act, so that termination benefits are able to be provided to Relevant Executives in conformity with the Remuneration Policy where applicable, without any risk of a breach of the Act. The approval being sought would create no change (and in particular no increase) to the termination benefits which would have otherwise been applied to an outgoing employee under the Remuneration Policy.

Global Group

The Rio Tinto Group consists of Rio Tinto plc and Rio Tinto Limited and their respective subsidiaries (of which there are approximately 510) under the dual listed companies structure. These entities are incorporated in multiple jurisdictions across the world. The boards and Executive Committees of Rio Tinto plc and Rio Tinto Limited are common (currently 21 people). Details of these 21 KMP are contained on pages 50 to 53 of the 2016 Annual report.

Relevant Executives are employed through a number of Group companies and many of them are employed outside Australia, on terms that are not typically the same as Australian employment contracts, but rather have been designed to be consistent with local practices and regulations. At this time we estimate that there are several hundred Relevant Executives that the Act could apply to.

Rio Tinto operates in global and local markets where it competes for a limited pool of talented executives. As a global organisation, Rio Tinto also seeks to ensure that, to the extent possible, it can be consistent across the Group in the benefits it is able to offer and Rio Tinto also tries to ensure that people are not disadvantaged by moving to different roles or jurisdictions within the Group.

These are not new benefits

The directors are of the view that the Group's remuneration arrangements and strategy, including the termination benefits that are payable, are fair and reasonable for the Group and employees. The Group's Remuneration Report has been voted on by shareholders each year since 2002 and the latest report is set out on pages 67 to 107 of the 2016 Annual report.

Shareholders are not being asked to approve any increase in the remuneration or benefits for any Relevant Executive, any changes to their underlying employment arrangements or their entitlements under any existing plans.

No changes to current share plan rules nor any variations to the existing discretions of the board or the Remuneration Committee are proposed. Where the Remuneration Committee has discretion to allow for the acceleration of vesting of awards for KMPs when they cease to hold office, for example under the former performance share plan rules, it does not intend to exercise such discretion. Neither does it intend to waive any pro rating of share awards at vesting for KMPs where they are a feature of the relevant plan.

Rather, shareholders are being asked to approve Rio Tinto's existing policy and practices, including the discretions of the board and Remuneration Committee, so as to enable Rio Tinto to continue to operate its remuneration programmes, to support the Group's strategy, as described in the Remuneration Report.

Approval is being sought for the following termination benefits

Shareholder approval is being sought for the purposes of sections 200B and 200E of the Act for any termination benefits that may be provided to Relevant Executives as described in this appendix. This approval does not guarantee that any specific Relevant Executive will receive the benefits in the remuneration programmes described in this appendix, but rather preserves the discretions of the board and the Remuneration Committee to determine the most appropriate termination package in accordance with this appendix.

Under the Act, when seeking shareholder approval for a termination benefit, shareholders must be provided with details of the amount or value of the payment or benefit; or if that amount or value cannot be ascertained at the time of disclosure, the manner in which that amount or value is to be calculated and any matter, event or circumstance that will, or is likely to, affect the calculation of that amount or value.

The amount or value of a benefit that a particular Relevant Executive may be entitled to will depend on a number of factors, including the manner in which the individual ceases in their role, the length of time they have been employed, changes in market practice, fluctuations in Rio Tinto's share price and, in some cases, the exercise of discretions by the boards or by the Remuneration Committee. Accordingly, it is not possible to state with certainty the amount or value of a payment or benefit that may become payable. Rather, Rio Tinto has set out in the tables below a range of benefits that may be treated as potential termination benefits, the manner in which the amount or value of that benefit may be calculated and the matters, events or circumstances that will, or will be likely to, affect the calculation of that amount or value.

Shareholder approval is being sought to the extent required to allow the provision of benefits up to the maximum amount or value under the relevant arrangements described in this appendix, including by the exercise of discretion as described and in addition to other benefits that are treated as exempt benefits under the Act (and which are not taken into account in calculating the termination cap). Alternatively, Rio Tinto and a Relevant Executive may agree not to rely on this approval to any extent and to instead rely on the provisions of the Act.

Not all of the benefits in this appendix require shareholder approval. However, in the interests of good governance and transparency, the board considers it appropriate to seek approval for all benefits that are potentially payable when a Relevant Executive ceases to hold office.

Approval is sought for a three-year period

If approval is obtained, it will be effective for a period of three years from the date the resolution is passed. That is, shareholder approval will be effective for all termination benefits paid or granted to a Relevant Executive who ceases to hold office or a position of employment during the period beginning at the conclusion of the Rio Tinto annual general meetings in 2017 and expiring at the conclusion of the Rio Tinto annual general meetings in 2020. If considered appropriate, the directors would consider seeking a new approval from shareholders at the Rio Tinto annual general meetings in 2020.

Appendix 2 – Further explanation on resolution 4 continued

It can be reasonably anticipated that aspects of the relevant employment agreements, practices, relevant share plans and retirement plans will be amended from time to time in line with market practice and changing governance standards and, where relevant, these changes will be reported

in Rio Tinto's Remuneration Report, which forms part of the Annual report. However, it is intended that this approval will remain valid for as long as these agreements, practices and plans provide for the treatment on cessation of employment as set out in this appendix.

Table 1: Potential benefits

Agreement or plan	Treatment on cessation of employment
Employment agreements	<p>As described in the Group's 2016 Remuneration Report, "executives" (as defined in that report, being the Rio Tinto Executive Committee) have service contracts that, save as noted below, can be terminated by either party with 12 months' notice in writing, or immediately by paying the base salary only in lieu of any unexpired notice. An initial notice period of up to 24 months during the first two years of employment, reducing to 12 months thereafter, may sometimes be necessary to secure an external appointment.</p> <p>All other Relevant Executives are employed pursuant to employment agreements which are capable of termination by Rio Tinto on giving the relevant period of notice under the agreement (generally between 12 and three months), or immediately by paying the base salary only in lieu of any unexpired notice.</p> <p>Relevant Executives may be required to undertake garden leave during all or part of their notice period and may receive their contractual salary, STIP and benefits during the notice period or the cash equivalent. Where applicable, tax equalisation and other expatriate benefits will continue in accordance with the Relevant Executive's prevailing terms and conditions.</p> <p>Rio Tinto may make payment in lieu of some or all of the notice period in accordance with the terms of the employment agreement. This payment can include any amounts as contemplated by the employment agreement.</p> <p>Accrued, but untaken, annual leave and any long-service leave will be paid out on termination, in accordance with the relevant country legislation and applicable practice applying to employees, which may be in excess of entitlements under law. For eligible leavers (as defined in the footnote below)¹ in Australia, the value of the leave is calculated on the basis of base salary, target STIP and car allowance. No STIP is included where the executive is not an eligible leaver.</p> <p>On termination, Rio Tinto will pay relocation or expatriation benefits as agreed on the original expatriation and/or in accordance with its applicable policies on travel and relocation. Rio Tinto may also agree to pay the Relevant Executive the monetary value of relocation or expatriation benefits in lieu of actually providing them, including relocation or expatriation benefits that the Relevant Executive would have received during a period of notice that was paid in lieu.</p> <p>On termination, other than for cause, Rio Tinto may make a payment in consideration of the departing Relevant Executive confirming, extending or entering into appropriate restrictive covenants to protect Rio Tinto and its shareholders. The amount of such payment will be determined by the Remuneration Committee based on the content and duration of the covenant.</p>
Short Term Incentive Plan (STIP)	<p>If a Relevant Executive who is an eligible leaver leaves the Group during a performance year, the Relevant Executive may be awarded a pro rata portion of the STIP based on the portion of the year served and based on actual assessment of performance against targets. No portion of the award will be deferred into shares and any cash payment will be made at the normal STIP payment date.</p> <p>If a Relevant Executive provides Rio Tinto notice of their resignation during the performance year, but will not leave the Group until after the end of the performance year, the Relevant Executive may receive an award under the STIP. In these circumstances, the Relevant Executive will only be eligible to receive the cash portion of the award and will forfeit the deferred shares portion.</p>
Bonus Deferral Plan (BDP)	<p>For grants made to Relevant Executives, awards will normally be retained, and vest (subject, where applicable, to the exercise of a discretion by the Remuneration Committee) either at the scheduled vesting date or on termination. There will be no pro rata reduction of awards and any dividend equivalent shares will be calculated on the vested shares. If the Relevant Executive resigns or is dismissed for misconduct, or for any other reason that the Remuneration Committee decides, the awards will lapse (subject to the Remuneration Committee's discretion). For any BDP award, where permitted by law or regulation, and the Remuneration Committee allows, a Relevant Executive can receive cash in lieu of shares.</p> <p>The Remuneration Committee does not intend to exercise any discretion to accelerate the vesting of any BDP awards for any member of the Executive Committee when they leave the Group.</p>
Performance Share Plan (PSP)	<p>For grants made to Relevant Executives, awards will be retained when a Relevant Executive ceases employment and vest at the scheduled vesting date, except that (subject to the Remuneration Committee's discretion) awards will lapse in the case of resignation, dismissal for misconduct or where the Remuneration Committee so decides. Unvested awards remain subject to the satisfaction of the performance conditions. Any dividend equivalent shares will be calculated on the vested shares at vesting.</p> <p>If a Relevant Executive leaves the Group during the first 36 months from the date of grant of the award, the number of shares that can vest will be reduced pro rata over that 36 month period. Awards will vest immediately on death, but if a Relevant Executive dies during the first 36 months from the date of grant of the award, the number of shares that can vest will be reduced pro rata over that 36 months period. The number of shares vesting is determined on the assumption that performance conditions are met at median level or at the level to which they are actually satisfied at the date of death, if higher. The number of shares is further reduced as described above. For any PSP award, where permitted and the Remuneration Committee allows, a Relevant Executive can receive cash in lieu of shares.</p>

¹ The concept of eligible leaver is defined in the relevant plans or policy. In general terms, an eligible leaver is an executive who leaves the Group by reason of ill health, injury, disability (as determined by the executive's employer); retirement; redundancy; transfer of the undertaking in which the executive works; change of control of the executive's employing company; or death. Usually there is a discretion of the Remuneration Committee to treat a person as an eligible leaver. If there is no relevant plan or policy (eg. where there is an applicable practice applying to employees) or the plan or policy does not include a concept equivalent to eligible leaver. In addition to the definitions in the relevant plans or policy, the Remuneration Committee may exercise a discretion to treat a Relevant Executive as an eligible leaver. Further, if the circumstances warrant it, the Remuneration Committee may treat a Relevant Executive as an eligible leaver for some purposes, but not others. For example, the Remuneration Committee may decide to treat a Relevant Executive as an eligible leaver under the BDP, but not under the STIP.

Appendix 2 – Further explanation on resolution 4 continued

Agreement or plan	Treatment on cessation of employment
Share Option Plan (SOP)	The SOP was discontinued from 2013. For grants made to eligible leavers before 2013, awards will be retained. If the Relevant Executive is an eligible leaver, awards will lapse one year from the date the Relevant Executive leaves the Group or such longer period as permitted by the Remuneration Committee. There are no awards under the SOP which remain subject to the satisfaction of performance conditions.
Management Share Plan (MSP)	<p>Note that awards under the MSP are only made to KMPs prior to their appointment as an Executive Committee member. MSP awards are not normally subject to the satisfaction of vesting conditions, other than time.</p> <p>For grants made to Relevant Executives, awards will normally be retained by the Relevant Executive, and vest (subject, where applicable, to the exercise of a discretion by the Remuneration Committee) either at the scheduled vesting date or on termination (awards to US taxpayers will normally be allowed to vest on termination and awards to French taxpayers will normally vest on termination or on the second anniversary of the award, if later). If the Relevant Executive resigns or is dismissed for misconduct, or for any other reason that the Committee decides, the awards will lapse (subject to the Remuneration Committee's discretion).</p> <p>All retained MSP awards will be reduced pro rata to reflect the proportion of the period between the date of grant of the award and the normal vesting date which has not elapsed at the time employment ceased. Any dividend equivalent shares or the cash equivalent will be calculated on the vested shares. Awards vest on death, subject to the pro rata reduction as described above.</p> <p>The Remuneration Committee does not intend to exercise any discretion to accelerate the vesting of any MSP awards for any member of the Executive Committee when they leave the Group.</p>
myShare (GESP) and Share Savings Plan (SSP)	<p>GESP: Purchased shares will be transferred to the Relevant Executive (or nominee) as soon as practicable. In the case of a Relevant Executive who is an eligible leaver, any conditional awards also vest in full and will be transferred to the Relevant Executive (or nominee) following termination.</p> <p>SSP: In the case of a Relevant Executive who is an eligible leaver, awards are normally retained and options, up to the level of savings made, must be exercised within six months of termination. If a Relevant Executive has resigned (or for any other reason permitted by the directors) more than three years after the date of grant, options, up to the level of savings made, may be exercised within six months after termination.</p>
Pension or superannuation plans	<p>Employment benefits typically include participation in a pension plan, superannuation scheme, or a cash allowance to contribute to a personal pension or superannuation scheme. These may be defined benefit plans or contribution plans.</p> <p>Rio Tinto may make employer contributions to such plans and may also facilitate employee contributions either directly or through salary sacrifice arrangements. In some cases, these plans are funded externally or constitute unfunded promises made by Rio Tinto. The contributions or entitlements provided by Rio Tinto may exceed the minimum statutory requirement or be provided in jurisdictions where there is no statutory requirement. Pensions may be payable before, at or after termination.</p>
Other benefits	<p>In certain jurisdictions, such as Canada and the USA, employees and their dependants may also be eligible for post-retirement benefits such as medical and life insurance. Rio Tinto may also agree to continue certain other benefits for a period following termination where the arrangements are provided under term contracts or in accordance with the terms of the service contract, for example relocation or expatriation benefits, payment for financial advice, tax advice and preparation of tax returns for a tax year. In some cases, a Relevant Executive may receive a modest retirement gift.</p> <p>Rio Tinto may also pay reasonable legal and other professional fees including outplacement support, to or in respect of a Relevant Executive in connection with any termination of employment. These may include legal fees incurred in negotiating a settlement or separation agreement with Rio Tinto.</p>
Retrenchment policy	<p>If termination is a result of redundancy, the terms of the relevant local policy may apply. The Group's retrenchment policy generally provides for a payment determined by reference to the number of years of service of the Relevant Executive and the total remuneration of the Relevant Executive as at the termination date. There is some variation in the retrenchment policy applying across the Group to reflect different market practice in the jurisdictions in which the Group operates.</p>
Other amounts payable at law	<p>While many of the termination benefits to which a Relevant Executive may become entitled on ceasing employment are provided under the relevant employment agreement, there may be additional benefits, the payment of which is required by law, depending on the jurisdiction in which the Relevant Executive is based at the time they cease employment. This approval is intended to cover any such payments. The value of the payments will be calculated as prescribed by law, which may take account of any number of factors (e.g. the Relevant Executive's length of service with Rio Tinto, the circumstances of the Relevant Executive's cessation of employment, etc.).</p>
Settlement or separation agreements	<p>Rio Tinto may enter into a settlement or separation agreement with a Relevant Executive in connection with the termination of their employment. In accordance with the Remuneration Policy, Rio Tinto may agree in the settlement or separation agreement to pay such amount as it determines is reasonable to settle any claims which in Remuneration Committee's view are legitimate which the Relevant Executive may have in connection with the termination of employment. Rio Tinto may also agree to other clauses that are typically included in settlement or separation agreements (e.g. confidentiality, releases, non-disparagement, etc.).</p>

Appendix 2 – Further explanation on resolution 4 continued

Table 2: Relevant circumstances

Agreement or plan	Circumstances affecting the calculation or amount of benefits ²
Employment agreements	<p>The circumstances of the Relevant Executive's cessation of employment (for example, whether the employment agreement is terminated immediately, placed on garden leave, or with notice and the period of notice).</p> <p>The Relevant Executive's base pay and, where appropriate, contractual benefits and other benefits (eg. STIP, relocation and expatriation benefits, etc.) at the time of cessation of employment.</p> <p>Whether the Relevant Executive is an employee requiring repatriation or relocation.</p> <p>The Relevant Executive's length of service with Rio Tinto.</p> <p>The amount of leave accrued by the Relevant Executive.</p> <p>The statutory requirements and market practice of the jurisdiction in which the Relevant Executive is employed.</p> <p>The content and duration of the restrictive covenant and prevailing market practice.</p> <p>Any other factors that the Remuneration Committee determines to be relevant when exercising its discretion.</p>
Short Term Incentive Plan (STIP)	<p>The circumstances of the Relevant Executive's cessation of employment (for example, whether cessation of employment arises due to resignation, retirement or redundancy or termination for cause).</p> <p>The Relevant Executive's base pay at the time of cessation of employment.</p> <p>The Relevant Executive's target STIP opportunity for the period, which will be set in advance in accordance with the Remuneration Policy.</p> <p>The time period served during the performance or vesting year by the Relevant Executive up to the date of cessation of employment.</p> <p>The applicable performance measures and performance against those measures.</p> <p>Any other factors that the Remuneration Committee determines to be relevant when exercising its discretion under the STIP (such as the assessment of the performance of the Relevant Executive up to the termination date).</p>
Employee Incentive Plans (BDP, PSP, SOP, MSP, GESP and SSP)	<p>The circumstances of the Relevant Executive's cessation of employment (for example, whether cessation of employment arises due to resignation, retirement or redundancy or termination for cause).</p> <p>The number of awards or options (as the case may be) held by the Relevant Executive prior to cessation of employment.</p> <p>The time period served during the performance period by the Relevant Executive up to the date of cessation of employment.</p> <p>The applicable performance measures and performance against those measures.</p> <p>The number of awards that vest.</p> <p>The market price of Rio Tinto shares at the relevant time.</p> <p>Any other factors that the Remuneration Committee determines to be relevant when exercising a discretion (such as the assessment of the performance of the Relevant Executive up to the termination date).</p>
Pension or superannuation plans	<p>The applicable statutory requirements and market practice of the jurisdiction in which the Relevant Executive is employed.</p> <p>The Relevant Executive's remuneration and years of service.</p> <p>The pension or superannuation plan the Relevant Executive participates in.</p> <p>The value of contributions made and earnings and capital growth or loss.</p> <p>The manner in which the governing rules of the pension or superannuation plan provide for calculation of the relevant benefit.</p> <p>The fees, taxes, costs, and expenses deducted from the Relevant Executive's account.</p> <p>The terms of any insurance policies that are referable to the Relevant Executive.</p>
Other benefits	<p>The circumstances of the Relevant Executive's cessation of employment (for example, whether cessation of employment arises due to resignation, retirement or redundancy or termination for cause).</p> <p>The applicable statutory requirements and market practice of the jurisdiction in which the Relevant Executive is employed.</p> <p>The value of the services, benefits or entitlements that the Relevant Executive is given.</p> <p>Any other factors that the Remuneration Committee determines to be relevant when exercising a discretion.</p>
Retrenchment policy	<p>Retrenchment policies in each jurisdiction are aligned with local market practice and applicable law.</p> <p>The number of years of service and base pay and other benefits as at the termination of employment.</p>
Other amounts payable at law	<p>The applicable statutory requirements of the jurisdiction in which the Relevant Executive is employed and any change in those requirements.</p>
Settlement or separation agreements	<p>The circumstances of the Relevant Executive's cessation of employment (for example, whether cessation of employment arises due to resignation, retirement or redundancy or termination for cause).</p> <p>Any claims that the Relevant Executive may have in connection with the termination of employment and the reasonable value of those claims.</p> <p>The clauses that are typically included in settlement or separation agreements from time to time.</p>

² In all cases, treatment will be subject to, and in accordance with, these explanatory notes, the Remuneration Policy, where applicable the terms of any applicable plan, policy or contract and the law. For example, under some Employee Incentive Plans, the Remuneration Committee retains the discretion in certain circumstances to reduce the level of vesting of an award, determine that an award does not vest or clawback an award made after vesting. Nothing in this approval is intended to limit the exercise of such discretions.

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.

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

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:

$$A = B \times (1 - C)$$

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\$62.88, and the Buy-Back Discount (i.e. C) is 14 per cent, the Buy-Back Price would be A\$54.08 (ie A\$62.88 (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

Location

The address of the Sofitel Sydney Wentworth is 61-101 Phillip Street, Sydney. It is in the Sydney CBD, in the block bounded by Phillip, Bent, Bligh and Hunter Streets. It can be accessed by the entrances on Phillip Street or Bligh Streets. The Ballroom is located on Level 3.

By train

The closest train stations to the Sofitel Sydney Wentworth are Martin Place, Wynyard and Circular Quay. Martin Place station is about 300 metres away. Wynyard and Circular Quay are about 700 metres away.

By car

Passengers may be dropped off at the Phillip Street entrance to the Sofitel Sydney Wentworth. Car parking for a fee is available at the hotel, subject to availability. The entrance to the car park is in Bligh Street. Parking is also available at other car parks in the CBD.

By taxi

A taxi rank is located adjacent to the Phillip Street entrance of the Sofitel Sydney Wentworth.

By bus

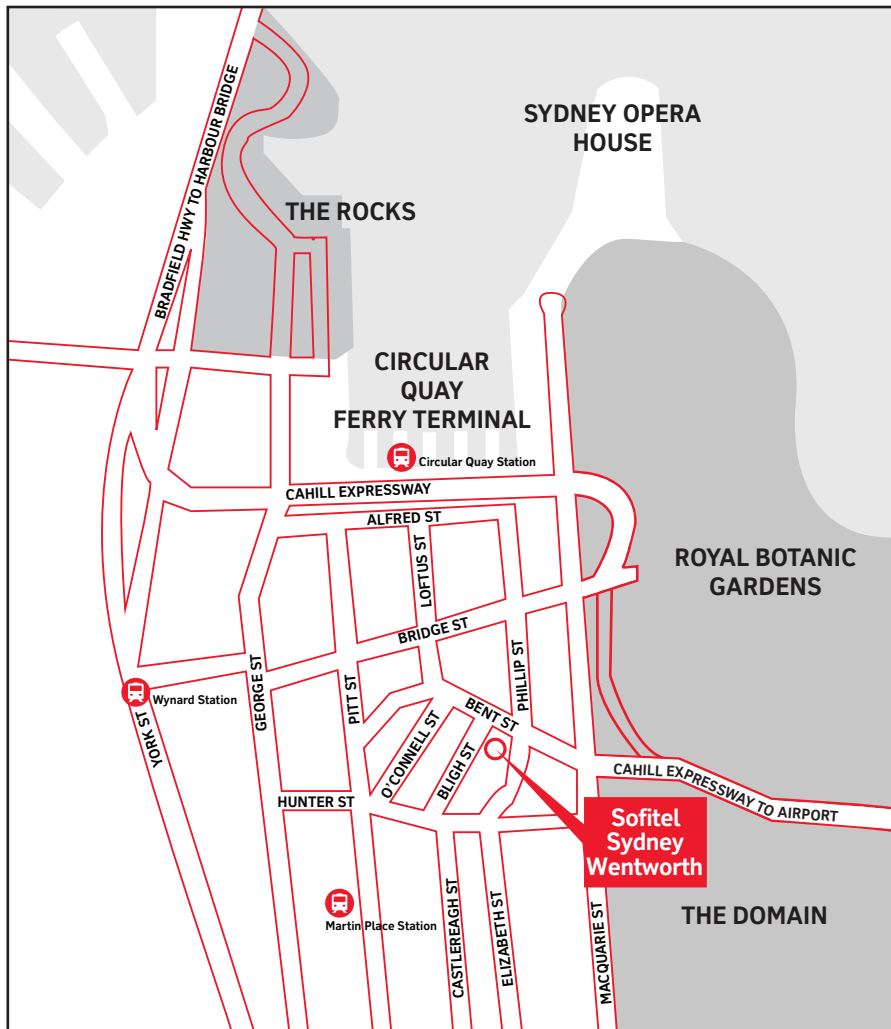
There are bus stops on various routes within a short walk of the Sofitel Sydney Wentworth, including stops in Phillip Street, Bent Street and Castlereagh Street. Consult transportnsw.info for information about the relevant bus routes.

By ferry

The Sofitel Sydney Wentworth is approximately 700 metres from the Circular Quay ferry terminal.

Mobility impaired access

There is level access to the entrance to the Sofitel Sydney Wentworth on Phillip Street and Bligh Street. The Ballroom is located on Level 3 and can be accessed by either escalators or by lifts.



Useful information

View our Annual report at riotinto.com/ar2016

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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