

RioTinto

2014 Notice of annual general meeting

The annual general meeting of Rio Tinto plc will be held at 11.00am on Tuesday, 15 April 2014 at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London, SW1.

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 authorised under the Financial Services and Markets Act 2000, immediately.

If you have sold or transferred all your shares in Rio Tinto plc, please send this document, together with the accompanying documents, at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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

Rio Tinto plc

Registered office:

2 Eastbourne Terrace
London
W2 6LG

(Registered in England, No: 719885)

Letter from the chairman

Dear Shareholder,

I am pleased to invite you to Rio Tinto plc's annual general meeting, which will be held at 11.00am on Tuesday, 15 April 2014 at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London, SW1.

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 four separate resolutions relating to remuneration. Three of them relate to the approval of the Group's 2013 Remuneration Report or aspects thereof. In October 2013, the UK government introduced new legislation that gives shareholders a binding vote on a company's directors' remuneration policy and requires companies to communicate ever more clearly on how their policies are being implemented. This UK legislation requires two resolutions (Resolutions 2 and 3) in relation to the Remuneration Report. Australian legislation requires the third (Resolution 4). The fourth of these resolutions (Resolution 5) relates to a requested approval of potential termination payments as a matter of Australian law, and the reasoning is described in the explanatory notes. We have taken the opportunity to include this fourth resolution, because it will, if passed, simplify our processes at a time when we are laying before shareholders, in considerable detail, the policy to which we will be held in the future.

I am also pleased to include two resolutions to elect the new non-executive directors whose appointments we announced recently, Anne Lauvergeon and Simon Thompson. I look forward to welcoming them to your board in the near future and am confident that they will make constructive contributions to our deliberations.

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 13. Submitting a proxy form will ensure your vote is recorded but will not prevent you from attending and voting at the meeting itself. If you are unable to attend the meeting we will be webcasting the event again this year on the Rio Tinto website.

The corresponding Rio Tinto Limited meeting will take place in Melbourne on Thursday, 8 May 2014. The result of the vote at the Rio Tinto plc meeting on Resolutions 1 to 19, which are also being proposed to the Rio Tinto Limited meeting, will be determined when the relevant polls are closed at the end of the Rio Tinto Limited meeting, and the overall results will be announced to the relevant stock exchanges and posted on our website after that date. The results of Resolutions 20 to 24, which only apply to Rio Tinto plc, will be released as soon as possible following the Rio Tinto plc 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

14 March 2014

Notice of annual general meeting

Notice is given that the annual general meeting of Rio Tinto plc will be held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London, SW1 at 11.00am on Tuesday, 15 April 2014, for the following purposes:

Resolution 1

Receipt of the 2013 Annual report

To receive the Company's financial statements and the reports of the directors and auditors for the year ended 31 December 2013.

Resolution 2

Approval of the Remuneration Policy Report

To approve the Remuneration Policy Report as set out in the 2013 Annual report on pages 70 to 78.

Resolution 3

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 2013 and the Remuneration Committee chairman's letter as set out in the 2013 Annual report on pages 68 to 108 (save for pages 70 to 78).

Resolution 4

Approval of the Remuneration Report

To approve the Remuneration Report for the year ended 31 December 2013 as set out in the 2013 Annual report on pages 68 to 108.

Resolution 5

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 hold a managerial or executive office 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.

Resolution 6

To elect Anne Lauvergeon as a director

Resolution 7

To elect Simon Thompson as a director

Resolution 8

To re-elect Robert Brown as a director

Resolution 9

To re-elect Jan du Plessis as a director

Resolution 10

To re-elect Michael Fitzpatrick as a director

Resolution 11

To re-elect Ann Godbehere as a director

Resolution 12

To re-elect Richard Goodmanson as a director

Resolution 13

To re-elect Lord Kerr as a director

Resolution 14

To re-elect Chris Lynch as a director

Resolution 15

To re-elect Paul Tellier as a director

Resolution 16

To re-elect John Varley as a director

Resolution 17

To re-elect Sam Walsh as a director

Resolution 18

Re-appointment of auditors

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

Resolution 19

Remuneration of auditors

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

Resolution 20

General authority to allot shares

That the directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the 2006 Act) to exercise all the powers of the Company to allot, or to grant rights to subscribe for or convert any securities into shares:

- (a) up to an aggregate nominal amount of £46,642,487;
- (b) comprising equity securities (as defined in the 2006 Act) up to a further nominal amount of £46,642,487 in connection with an offer by way of a rights issue.

Such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the 2006 Act and to expire on the later of 15 April 2015 and the date of the 2015 annual general meeting but, in each case, so that the Company may make offers and enter into agreements during this period which would, or might, require ordinary shares to be allotted or rights to subscribe for or to convert any security into ordinary shares to be granted after the authority ends.

For the purposes of this resolution, "rights issue" means an offer to:

- (a) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (b) people who are holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities, to subscribe further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

Notice of annual general meeting continued

Resolution 21

Disapplication of pre-emptive rights

That, subject to the passing of Resolution 20 above, the directors be empowered to allot equity securities (as defined in the 2006 Act) wholly for cash, pursuant to the authority given by Resolution 20 above or where the allotment constitutes an allotment of ordinary shares by virtue of section 560(3) of the 2006 Act in each case:

- (a) in connection with a pre-emptive offer; and
- (b) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £9,245,837.

For the purposes of this resolution:

- (a) "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the directors to (i) holders (other than the Company) on the register on a record date fixed by the directors of ordinary shares in proportion to their respective holdings and (ii) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;
- (b) reference to an allotment of equity securities shall include a sale of treasury shares; and
- (c) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

Resolution 22

Authority to purchase Rio Tinto plc shares

That:

- (a) the Company, Rio Tinto Limited and any subsidiaries of Rio Tinto Limited be authorised to purchase ordinary shares issued by the Company (RTP Ordinary Shares), such purchases to be made in the case of the Company by way of market purchase (as defined in Section 693 of the 2006 Act), provided that this authority shall be limited:
 - (i) so as to expire on the later of 15 April 2015 and the date of the 2015 annual general meeting, unless such authority is renewed prior to that time (except in relation to the purchase of RTP Ordinary Shares, the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry);
 - (ii) so that the number of RTP Ordinary Shares which may be purchased pursuant to this authority shall not exceed 141,340,869;
 - (iii) so that the maximum price payable for each such RTP Ordinary Share shall be not more than five per cent above the average of the middle market quotations for RTP Ordinary Shares as derived from the London Stock Exchange Daily Official List during the period of five business days immediately prior to such purchase; and
 - (iv) so that the minimum price payable for each such RTP Ordinary Share shall be its nominal value; and
- (b) the Company be authorised for the purpose of Section 694 of the 2006 Act to purchase off-market from Rio Tinto Limited and any of its subsidiaries any RTP Ordinary Shares acquired under the authority set out under (a) above pursuant to one or more contracts between the Company and Rio Tinto Limited on the terms of the form of contract which has been produced to the meeting (and is for the purpose of identification marked "A" and initialled by the company secretary) (each, a Contract) and such Contracts be approved, provided that:

- (i) such authorisation shall expire on the later of 15 April 2015 and the date of the 2015 annual general meeting;
- (ii) the maximum total number of RTP Ordinary Shares to be purchased pursuant to Contracts shall be 141,340,869; and
- (iii) the price of RTP Ordinary Shares purchased pursuant to a Contract shall be an aggregate price equal to the average of the middle market quotations for RTP Ordinary Shares as derived from the London Stock Exchange Daily Official List during the period of five business days immediately prior to such purchase multiplied by the number of RTP Ordinary Shares the subject of the Contract or such lower aggregate price as may be agreed between the Company and Rio Tinto Limited, being not less than one penny.

Resolution 23

Notice period for general meetings other than annual general meetings

That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

Resolution 24

Scrip dividend authority

That authority be and is hereby given under Article 128(B) of the Company's Articles of Association for the directors to offer to shareholders of the Company the right to receive an allotment of new ordinary shares credited as fully paid in lieu of any dividend (or part thereof) declared or paid at any time after the date of the passing of this resolution and prior to or on the date of the fifth annual general meeting of the Company following the date of the 2014 annual general meeting of the Company.

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 Resolutions 20 to 24 (inclusive) will be voted on by Rio Tinto plc shareholders only.

Resolutions 1 to 20 and 24 (inclusive) will be proposed as ordinary resolutions and Resolutions 21 to 23 (inclusive) will be proposed as special resolutions.

By order of the board



Eleanor Evans

Company Secretary

2 Eastbourne Terrace
London
W2 6LG

14 March 2014

Explanatory notes to the resolutions

Resolution 1

Receipt of the 2013 Annual report

The directors are required by company law to present the 2013 Annual report comprising the 2013 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/reportingcentre2013.

Resolution 2

Approval of the Remuneration Policy Report for UK law purposes

The Remuneration Policy Report is set out on the Rio Tinto website and also on pages 70 to 78 of the 2013 Annual report. This vote is binding.

Resolution 3

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 2013 and the Remuneration Committee chairman's letter are set out on the Rio Tinto website and also on pages 68 to 108 (save for pages 70 to 78) of the 2013 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 2013. The letter from the Remuneration Committee chairman providing context to 2013 remuneration outcomes, together with information to help shareholders understand what the executives were paid in 2013, is contained on pages 68 and 69 of the 2013 Annual report. This vote is advisory.

Resolution 4

Approval of the Remuneration Report for Australian law purposes

The Remuneration Report for the year ended 31 December 2013 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 68 to 108 of the 2013 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 2013. This vote is advisory.

Resolution 5

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 1, 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 whole and will therefore be considered by shareholders of both Rio Tinto Limited and Rio Tinto plc.

Resolutions 6-7

Election of directors

The board 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.

Anne Lauvergeon and Simon Thompson, whose appointments to the boards were announced on 5 March 2014, put themselves forward for election as directors by shareholders at the annual general meetings.

Anne Lauvergeon Non-executive director, PhD, age 54

Appointment: Director of Rio Tinto since March 2014.

Skills and experience: Anne, a French citizen, started her professional career in 1983 in the steel industry and in 1990 was named Adviser for Economic International Affairs at the French Presidency and Deputy Chief of its Staff in 1991. In 1995 she became a Partner of Lazard Frères & Cie, subsequently joining Alcatel Telecom as Senior Executive Vice President in 1997, where she was responsible for international activities and the Group's industrial shareholdings in the energy and securities sectors. She served as Chairman and Chief Executive Officer of COGEMA (1999 – 2011) and Chief Executive Officer of AREVA Group from June 2001 to June 2011.

External appointments (current and recent): Non-executive director of American Express Company since February 2013, non-executive director of EADS N.V. since March 2013, non-executive director of Vodafone plc since 2005 (due to retire in July 2014), non-executive director of Total SA since 2000 and is also Chairman and Chief Executive Officer of French advisory company, A.L.P. SAS. She was a non-executive director of GDF SUEZ from 2001 to 2012, Vice-chair of Safran SA from 2001 to May 2009 and from 2001 to June 2011 she served as Chief Executive Officer of AREVA Group.

Anne is recommended for election.

Simon Thompson Non-executive director, MA, (Oxon), age 54

Appointment: Director of Rio Tinto with effect from April 2014.

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

External appointments (current and recent): Chairman of Tullow Oil plc since 2012, non-executive director of AMEC plc since 2009, non-executive director of Sandvik AS since 2008, non-executive director of Newmont Mining Corporation since 2008 (due to retire in April 2014), independent director of United Company Rusal from 2007 to 2009, and non-executive director of AngloGold Ashanti Limited from 2004 to 2008.

Simon is recommended for election.

Resolutions 8-17

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 shareholder-elected directors will retire and offer themselves for re-election. Non-executive directors will continue to be expected to serve for a minimum of six years and would not usually serve for more than nine years. The board has also adopted a policy on directors' independence and it is satisfied that each non-executive director who is standing for re-election at the meeting is independent in accordance with this policy.

All of the directors have been subject to a performance evaluation, as described in the corporate governance section of the 2013 Annual report. Based on that evaluation, it is considered that the directors continue to be effective and demonstrate the level of commitment required in connection with their role and the needs of the business.

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

Robert Brown Non-executive director, BSc, age 69

Appointment: Director of Rio Tinto since 2010.

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

Explanatory notes to the resolutions continued

Order of Canada as well as l'Ordre National du Québec. He has been awarded honorary doctorates from five Canadian universities.

External appointments (current and recent): Non-executive director and chairman of Aimia Inc. since 2005 and 2008 respectively, non-executive director of BCE Inc. and Bell Canada since 2009, non-executive director of Fier CPVC-Montreal L.P. since 2005, president and chief executive officer of CAE Inc. from 2004 until 2009, non-executive director of Ace Aviation Holdings Inc. from 2004 until 2009.

Based on a positive evaluation of his performance in 2013 and due to his considerable experience in large, high-profile Canadian companies, Bob continues to provide an important perspective to the board and its committees. Bob is recommended for re-election.

Jan du Plessis Chairman, B.Com, LLB, CA (SA), age 60

Appointment: Director of Rio Tinto since 2008. He was appointed chairman in 2009.

Skills and experience: Jan, a South African and British citizen, became group finance director of Compagnie Financière Richemont, the Swiss luxury goods group, in 1988. In 2004, he was appointed chairman of British American Tobacco plc, a position which he held until 2009.

External appointments (current and recent): Non-executive director and senior independent non-executive director of Marks and Spencer Group plc since 2008 and 2012 respectively, non-executive director of British American Tobacco plc from 1999 until 2009 and chairman of the board from 2004 until 2009, non-executive director and chairman of the audit committee of Lloyds Banking Group plc from 2005 and 2008 respectively until 2009.

Based on a positive evaluation of his performance in 2013, led by the senior independent director, the directors have concluded that Jan continues to demand the highest standards of corporate governance and, in doing so, he provides strong and effective leadership to the board, its decision-making processes and the Rio Tinto Group as a whole. He is therefore recommended for re-election.

Michael Fitzpatrick Non-executive director, B Eng, BA (Oxon), age 61

Appointment: Director of Rio Tinto since 2006.

Skills and experience: Michael, an Australian citizen, contributes wide-ranging investment experience and local knowledge of Australian business. He is chairman of Treasury Group Limited, a Sydney-based incubator of fund management companies, chairman of the Australian Football League and a former chairman of the Australian Sports Commission. After leaving professional football in 1983 and working for the Treasury of the State of Victoria and with investment banks in New York, Michael founded the pioneering infrastructure asset management company Hastings Funds Management Limited in 1994. He was a Rhodes Scholar in 1975.

External appointments (current and recent): Non-executive director of Carnegie Wave Energy Limited since 2012, chairman of Infrastructure Capital Group Limited since 2009, chairman of the Treasury Group Limited since 2005, commissioner and chairman of the Australian Football League since 2003 and 2007 respectively, director of the Walter & Eliza Hall Institute of Medical Research since 2001.

Michael has received a positive performance evaluation in 2013. With Michael's experience of the Australian financial services industry and as chairman of a major company, he continues to demonstrate his ability in ensuring shareholder value is maximised. His experience also enables him to provide an important contribution to the deliberations of the board and its committees. Michael is therefore recommended for re-election.

Ann Godbehere Non-executive director, FCGA, age 58

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

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

External appointments (current and recent): Non-executive director of

British American Tobacco plc since 2011, non-executive director of UBS AG since 2009, non-executive director of Atrium Underwriting Group Limited from 2007 until March 2014, non-executive director of Arden Holdings Ltd since 2007, non-executive director and chairman of the audit committee of Prudential Public Limited Company since 2007 and 2009 respectively, chief financial officer and executive director of Northern Rock (Asset Management) plc from 2008 until 2009.

Ann makes a substantial contribution to the board and its Audit Committee, notably in the areas of financial control and the governance and effectiveness of the Group's risk management processes. Based on a positive evaluation of her performance in 2013, Ann is recommended for re-election.

Richard Goodmanson Non-executive director, MBA, BEc and BCom, B Eng (Civil), age 66

Appointment: Director of Rio Tinto since 2004 and chairman of the Sustainability Committee.

Skills and experience: Richard, a US citizen, was executive vice president and chief operating officer of DuPont until 2009. Prior to this he was president and chief executive officer of America West Airlines and senior vice president of operations for Frito-Lay, Inc., a North American division of PepsiCo. Richard has worked at senior levels for McKinsey & Co, where he led client service teams on major programmes of strategy development. He spent ten years in heavy civil engineering project management, principally in South East Asia, including the construction of the Hong Kong Subway System.

External appointments (current and recent): Non-executive director of Qantas Airways Limited since 2008, economic adviser to the governor of Guangdong Province, China from 2003 until 2009, executive vice president and chief operating officer of E.I. du Pont de Nemours and Company Limited from 1999 until 2009, director of the United Way of Delaware from 2002 until 2009.

Richard has been a non-executive director since 2004. Richard has agreed to stand for re-election to the boards at the annual general meetings. The board considers that Richard will provide continuity given his significant knowledge of the business and has confirmed that he continues to be independent. Richard has shown great leadership in his position as chairman of the Sustainability Committee and in overseeing that the Group's sustainability strategy is embedded throughout the business. Based on a positive evaluation of his performance in 2013, he is therefore recommended for re-election.

Lord Kerr Non-executive director, GCMG, MA, age 72

Appointment: Director of Rio Tinto since 2003.

Skills and experience: John, a British citizen, was a member of the UK Diplomatic Service for 36 years and headed it from 1997 to 2002 as permanent under secretary at the Foreign Office. He previously served in HM Treasury and in the former Soviet Union and Pakistan, and was ambassador to the European Union and the US. He has been an Independent member of the House of Lords since 2004.

External appointments (current and recent): Advisory board member of Edinburgh Partners Limited since 2012, director and vice chairman of Scottish Power Limited since 2009 and 2012 respectively, chairman of the Centre for European Reform (London) since 2008, vice president of the European Policy Centre (Brussels) since 2007, trustee of the Carnegie Trust for the Universities of Scotland since 2005, director of The Scottish American Investment Company plc since 2002, deputy chairman of Royal Dutch Shell plc from 2005 until 2012, chairman of the Court and Council of Imperial College London from 2005 until 2011, advisory board member of BAE Systems from 2008 until 2011, advisory board member of Scottish Power (Iberdrola) from 2007 until 2009, trustee of the National Gallery in London from 2002 until 2010, trustee of the Rhodes Trust from 1997 until 2010, a Fulbright Commissioner from 2004 until 2009.

John has been a non-executive director since 2003. John has agreed to stand for re-election to the boards at the annual general meetings. The board considers that John will provide continuity given his significant knowledge of the business and has confirmed that he continues to be independent in carrying out his role. Based on a positive evaluation of his performance in 2013, he is therefore recommended for re-election.

Chris Lynch Executive director, and chief financial officer, BCom, MBA, age 60

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

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

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

Chris has nearly 30 years' experience in the mining and metals industry and he is also a leading figure in the Australian business community. In the view of the board Chris provides strong and effective leadership to the Group. Based on a positive evaluation of his performance in 2013, the board recommends Chris's re-election.

Paul Tellier Non-executive director, LL.L, B.Litt (Oxon), LL.D, C.C., age 74

Appointment: Director of Rio Tinto since 2007.

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

External appointments (current and recent): Chairman of Global Container Terminals Inc. since 2007, director of McCain Foods Limited since 1996, 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 February 2014, strategic adviser to Société Générale (Canada) from 2005 until May 2013, member of the advisory board of General Motors of Canada since 2005, director of Bell Canada from 1996 until 2010, director of BCE Inc. (Bell Canada Enterprises) from 1999 until 2010.

Paul received a positive evaluation of his performance in 2013. He has many years' broad-based experience gained with the Canadian Government and also in industry as a director of large publicly-listed companies. Therefore, he is able to make a substantial contribution to the board and its committees. Based on this positive evaluation, he is recommended for re-election.

John Varley Non-executive director, BA, MA (Oxon), MA (London College of Law), age 57

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

Skills and experience: John, a British citizen, joined Barclays PLC in 1982 after working as a solicitor. He was chief executive of Barclays from 2004 until 2010. During a 28-year career with the bank he held several senior positions, including chairman of the Asset Management division, group finance director and deputy chief executive.

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

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

Sam Walsh AO Chief executive, B Com (Melbourne), age 64

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

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

External appointments (current and recent): Member of the council of the International Council on Mining & Metals and a director of The International Council on Mining and Metals (UK) Limited since January 2013. Non-executive director of Seven West Media Limited from 2008 until January 2013.

Based on a positive evaluation of Sam's performance during 2013, the board has concluded that he has provided effective leadership to the Rio Tinto Group and its employees. Sam is therefore recommended for re-election.

Resolutions 18 and 19

Re-appointment and remuneration of auditors

The Company 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.

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

Resolution 20

General authority to allot shares

This resolution asks shareholders to renew the directors' authority to allot new shares. The authority, if approved, will expire on the later of 15 April 2015 and the date of the 2015 annual general meeting.

The authority will allow the directors generally to allot new shares, and grant rights to subscribe for, or convert other securities into shares up to a nominal value of £46,642,487, which is, in accordance with good corporate governance practice, equivalent to approximately 33 per cent of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 4 March 2014.

In addition, the authority will allow the directors to allot new shares, and grant rights to subscribe for, or convert other securities into shares up to a further nominal value of £46,642,487, only in connection with a rights issue, which is, again in accordance with good corporate governance practice, equivalent to approximately 33 per cent of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 4 March 2014.

At 4 March 2014, Rio Tinto plc held 11,967,989 treasury shares, which represents 0.84 per cent of the total number of Rio Tinto plc ordinary shares in issue, excluding treasury shares, at that date.

There are no present plans to undertake a rights issue or allot new shares other than in connection with employee share and incentive plans. The directors consider it desirable, however, to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

Resolution 21

Disapplication of pre-emption rights

If the directors wish to allot new shares (and other equity securities), or sell treasury shares, for cash, the 2006 Act requires that these shares are offered first to shareholders in proportion to their existing holdings. These rights are known as pre-emption rights.

Explanatory notes to the resolutions continued

There may be occasions, however, when, in order to act in the best interests of the Company, the directors need the flexibility to finance business opportunities as they arise or to conduct a rights issue or other pre-emptive offer without needing to comply with the strict requirements of the statutory pre-emption provisions.

This resolution asks shareholders to authorise the directors to allot new shares pursuant to the authority given by resolution 20, or sell treasury shares, for cash: (a) in connection with a rights issue or other pre-emptive offer; or (b) otherwise up to a nominal value of £9,245,837, equivalent to five per cent of the combined issued ordinary share capital of the Company and Rio Tinto Limited as at 4 March 2014, exclusive of shares held in treasury by the Company, in each case without the shares first being offered to existing shareholders in proportion to their existing holdings.

Additionally, the Group intends to follow the UK Pre-emption group's guidelines regarding the rolling three-year cumulative use of the authority sought under paragraph (b), in that the cumulative use of the authority will not exceed 7.5 per cent without a prior consultation with shareholders.

Resolution 22

Authority to purchase Rio Tinto plc shares

Consistent with its practice in prior years, the board is seeking authority to buy back shares in the Group. The overall purpose of the buyback resolution is to provide the Group with flexibility in the conduct of its capital management initiatives, whether through on or off-market share buybacks in either the Company or Rio Tinto Limited.

These approvals were most recently renewed at last year's annual general meetings and expire on the date of the 2014 annual general meeting. Under the authorities granted at the 2013 annual general meetings, up until 4 March 2014 no Rio Tinto plc or Rio Tinto Limited ordinary shares have been bought back.

While it is not currently the intention to exercise the authority sought under this resolution, there may be circumstances when share purchases may be in the best interests of the shareholders and therefore authority is sought for the Company, Rio Tinto Limited or any of its subsidiaries, to purchase up to ten per cent of the issued ordinary share capital of the Company during the period stated below. The directors will exercise this authority only after careful consideration, taking into account prevailing market conditions, other investment opportunities and the overall financial position of the Company.

The authority will expire on the later of 15 April 2015 and the date of the 2015 annual general meeting. The authority sought would permit the Company, Rio Tinto Limited or any of the subsidiaries to purchase up to 141,340,869 of the Company's shares, representing approximately ten per cent of its issued ordinary share capital, excluding the shares held in treasury, as at 4 March 2014. The maximum price that may be paid for an ordinary share (exclusive of expenses) is 105 per cent of the average middle market quotation for the five business days immediately preceding the purchase and the minimum price that may be paid for an ordinary share (exclusive of expenses) is its nominal value.

By way of illustration, the purchase of one per cent of the ordinary shares in both the Company and Rio Tinto Limited at the share prices and exchange rates prevailing on 4 March 2014 would, on the basis of the Group's 2013 financial statements, increase net debt and reduce equity attributable to shareholders by about US\$1,049 million and would increase the ratio of net debt to total capital by 1.5 percentage points, ie to approximately 26.7 per cent.

The total number of options to subscribe for shares and awards of shares outstanding at 4 March 2014 was 2,323,308 which represents 0.16 per cent of the issued ordinary share capital, excluding the shares held in treasury at that date. This excludes options and awards that the Company intends to settle without the issue of new shares or the sale of treasury shares. If the Company were to buy back the maximum number of shares permitted pursuant to this resolution, then this number of options and awards would represent 0.18 per cent of the issued ordinary share capital, excluding the shares held in treasury.

Pursuant to the 2006 Act, the Company can hold the shares which have been repurchased itself as treasury shares and resell them for cash, cancel them (either immediately or at a point in the future), or use them for the purposes of its employee share plans. Whenever any shares are held as treasury shares, all dividend and voting rights on these shares are suspended. Any shares purchased under the authority, if approved, would be either held as treasury shares or cancelled. As at 4 March 2014, 11,967,987 treasury shares were held by the Company.

The authority being sought in paragraph (a) of Resolution 22 extends to Rio Tinto Limited and any of its subsidiaries. Any purchase by the Company from Rio Tinto Limited (or its subsidiaries) of the Company's shares would be an off-market purchase and the 2006 Act requires the terms of any proposed contract for an off-market purchase to be approved by a special resolution of the Company before the contract is entered into.

The Company is seeking the approval of shareholders for such off-market purchases as may take place to be made at a price between nominal consideration of one penny per parcel of shares and market value. It is expected that such purchases will occur for nominal consideration. It is immaterial to the shareholders of either Company if Rio Tinto Limited or any of its subsidiaries make a gain or a loss on such transactions as they have no effect on the Group's overall resources. The underlying purpose of these transactions would be to facilitate the Group's ongoing capital management programme, with the intention of returning surplus cash to shareholders in the most efficient manner. The Dual Listed Companies (DLC) Sharing Agreement contains the equalisation principles which ensure that entitlements to capital and income will be the same for all continuing shareholders regardless of which Company's shares are purchased or which Company acts as the purchaser.

Rio Tinto Limited will also seek to renew its shareholder approval to buy back shares at its 2014 annual general meeting on 8 May 2014.

Resolution 23

Notice period for general meetings other than annual general meetings

Changes made to the 2006 Act by the Companies (Shareholders' Rights) Regulations 2009 (the Shareholders' Rights Regulations) increased the notice period required for general meetings of the Company to 21 days, unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days. Annual general meetings will continue to be held on at least 21 clear days' notice.

Before the coming into force of the Shareholders' Rights Regulations on 3 August 2009, the Company was able to call general meetings, other than an annual general meeting, on 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability, the Company has sought and obtained the required shareholder approval at each annual general meeting since 2009. Resolution 23 seeks to renew this approval.

The approval will be effective until the Company's annual general meeting in 2015, when it is intended that a similar resolution will be proposed.

The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

Resolution 24

Scrip dividend authority

This resolution asks shareholders to grant the directors authority to offer shareholders the right to receive, in lieu of a cash dividend, ordinary shares in the Company. Prior to offering any scrip dividend alternative pursuant to Article 128 of the Company's Articles of Association, the Company is required to obtain the authorisation of shareholders by ordinary resolution. If approved, the authority will, in accordance with corporate governance best practice recommendations, last for five years, expiring on the date of the fifth annual general meeting of the Company following this one. Dividends, whether or not they are accompanied by a scrip dividend alternative, will continue to be subject to the dividend equalisation provisions of the DLC constitutional documents.

Appendix 1: Further explanation on resolution 5

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 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 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 without any risk of a breach of the Act.

Global Group

The Rio Tinto Group consists of Rio Tinto plc and Rio Tinto Limited and their respective subsidiaries (of which there are approximately 550) 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 19 people). Details of these 19 KMP are contained on pages 53 to 56 of the 2013 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 68 to 108 of the 2013 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, 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.

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.

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 2014 and expiring at the conclusion of the Rio Tinto annual general meetings in 2017. If considered appropriate, the directors would consider seeking a new approval from shareholders at the Rio Tinto annual general meetings in 2017.

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.

Appendix 1: Further explanation on resolution 5 continued

Table 1: Potential benefits

Agreement or plan	Treatment on cessation of employment
Employment agreements	<p>As described in the Group's 2013 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).</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>One member of KMP, as described in the Remuneration Report, is eligible to receive up to 24 months' salary and target STIP opportunity (which if taken as salary continuance, will include ongoing participation in benefit programmes during that period), inclusive of notice to the extent paid, in line with entitlements under her Alcan Inc. contract which Rio Tinto inherited on the acquisition of Alcan Inc.</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.</p> <p>On termination, other than for cause, Rio Tinto may make a payment in consideration for entry by the departing Relevant Executive 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.</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 from and including 2013, 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.</p> <p>For grants made to eligible leavers before 2013, awards will 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 a Relevant Executive leaves the Group for any other reason, awards will lapse.</p> <p>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 from and including 2013, awards will be retained when a Relevant Executive ceases employment and vest at the scheduled vesting date, except that 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.</p> <p>For grants made to eligible leavers before 2013, awards will be retained and vest at the scheduled vesting date, although the Remuneration Committee may determine that awards should vest early. The Remuneration Committee does not intend to exercise any such discretion. Unvested awards remain subject to the satisfaction of the performance conditions.</p> <p>Awards vest immediately on death. 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.</p> <p>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.

Agreement or plan	Treatment on cessation of employment
Share Option Plan (SOP)	For grants made to eligible leavers before 2013, awards will be retained. If the Relevant Executive is an eligible leaver, vested awards will lapse one year from the date the Relevant Executive leaves the Group and unvested awards will lapse one year from the latest vesting date or such longer period as permitted by the Remuneration Committee. Unvested awards remain subject to the satisfaction of the performance conditions. Awards vest in full on death.
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 from and including 2013, 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). If the Relevant Executive resigns or is dismissed for misconduct, or for any other reason that the Committee decides, the awards will lapse.</p> <p>For grants made to eligible leavers before 2013, awards will normally be retained by the 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). If a Relevant Executive leaves the Group for any other reason awards will lapse.</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. 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 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. 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 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>

Appendix 1: Further explanation on resolution 5 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 at the time of cessation of employment.</p> <p>Whether the Relevant Executive is an employee requiring repatriation or relocation.</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>
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.</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.</p> <p>The number of awards or options (as the case may be) 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>
Other benefits	<p>The applicable statutory requirements and market practice of the jurisdiction in which the Relevant Executive is employed.</p> <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>
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>

² In all cases, treatment will be subject to, and in accordance with, 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.

Further information about the meeting

Entitlement to attend and vote

Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the register of members of the Company as at 6.00pm on 11 April 2014 (the Specified Time) shall be entitled to attend and vote at the aforesaid meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after the Specified Time shall be disregarded in determining the rights of any person to attend and vote at the meeting. If the meeting is adjourned to a time not more than 48 hours after the Specified Time applicable to the original meeting, that time will also apply for the purposes of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes they may cast) at the adjourned meeting. If, however, the meeting is adjourned for a longer period, then to be so entitled, members must be entered on the Company's register of members at a time which is not more than 48 hours before the time fixed for the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.

Voting exclusion

Any Relevant Executive, potential or current, or an associate who wishes to preserve the benefit of resolution 5 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, 4 and 5 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, 4 and 5 do not apply to the chairman of the meeting acting as proxy if the proxy appointment expressly authorises the chairman to exercise the proxy even if resolutions 2, 3, 4 and 5 are connected directly or indirectly with the remuneration of a member of KMP.

Appointment of proxies

A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to exercise all or any of his rights to attend and to speak and vote at the meeting. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company.

Members entitled to vote will be provided with a proxy form. To be effective, the proxy form and any power of attorney under which it is executed (or a duly certified copy of any such power) must reach the transfer office of the Company at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY not less than 48 hours before the time of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used. Completion and return of the proxy form will not prevent a member from attending and voting at the meeting in person.

Appointment of corporate representatives

Any corporation which is a member may appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, if there is more than one corporate representative, they do not do so in relation to the same shares.

Proxy lodgement online

Shareholders can also lodge their proxy forms online at www.investorcentre.co.uk/eproxy and follow the prompts. To use this facility you will need the Control Number together with your Shareholder Reference Number (SRN) and PIN as shown on the proxy form. You will be taken to have signed the proxy form if you lodge it in accordance with the instructions on the website.

Nominated persons

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the 2006 Act (nominated persons). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

Guests

Please notify the company secretary no later than 6.00pm on 11 April 2014 if you would like a guest to accompany you to the meeting. You should provide the name, address and the relationship or capacity of any guest, ie spouse, carer etc, in order to obtain an attendance card.

Please note, notwithstanding any notification of a guest being received by the company secretary by the deadline of 6.00pm on 11 April 2014, the Company reserves the right to refuse admission to non-shareholders.

Right to ask questions

Any member, proxy or corporate representative attending the meeting has the right to ask questions. The Company will answer questions relating to the business being dealt with at the meeting, but may choose not to answer if:

- to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; or
- the answer has already been given on a website in the form of an answer to a question; or
- it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Guests will not be permitted to ask questions.

Website publication of audit concerns

Under Section 527 of the 2006 Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:

- the audit of the Company's accounts (including the Auditors' report and the conduct of the audit) that are to be laid before the annual general meeting for the financial year ended 31 December 2013; or
- any circumstance connected with an external auditor of the Company appointed for the financial year ended 31 December 2013 ceasing to hold office since the previous meeting at which annual accounts and reports were laid.

Further information about the meeting continued

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Section 527 or 528 (requirements as to website availability) of the 2006 Act. Where the Company is required to place a statement on a website under Section 527 of the 2006 Act, it must forward the statement to the Company's external auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the annual general meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the 2006 Act to publish on a website.

Total voting rights

The total number of issued ordinary shares in the Company on 4 March 2014, which is the latest practicable date before the publication of this document, is 1,413,408,686 (excluding shares held in treasury).

The voting arrangements for shareholders under the Group's dual listed companies structure are explained in the shareholder information sections of the 2013 Annual report.

Website availability of documents

A copy of this notice and other information required by Section 311A of the 2006 Act can be found by visiting www.riotinto.com

Documents available for inspection

The following documents may be inspected at the registered office of the Company during normal business hours on any business day from the date of this notice until the close of the annual general meeting of Rio Tinto Limited on 8 May 2014 and also at The Queen Elizabeth II Conference Centre for at least 15 minutes prior to and during the annual general meeting of the Company:

- (a) proposed form of Contract between the Company and Rio Tinto Limited for the purchase off-market of ordinary shares issued by the Company; and
- (b) copies of directors' service contracts and letters of appointment with Rio Tinto Group companies.

Webcast and photography

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

General information

Shareholders should note that the doors to the annual general meeting will be open from 10.15am.

To facilitate entry into the meeting, shareholders are requested to bring with them the attendance card, which is attached to the proxy card.

Mobile phones may not be used in the meeting hall and cameras or any type of recording device are not allowed in the meeting hall.

Getting to the annual general meeting

Please refer to the map on the following page for the location of the annual general meeting.

By train

Charing Cross (0.7 miles)

Exit the front of Charing Cross Station and turn left towards Trafalgar Square. Turn left down Whitehall and continue until Parliament Square. Follow Parliament Square around to the right and turn right onto Broad Sanctuary. The Centre is on your right, directly opposite Westminster Abbey.

Victoria (0.7 miles)

Exit the front of Victoria Station, walk across the bus stand area and turn right onto Victoria Street. Continue along Victoria Street until you reach Westminster Abbey. The Centre is on your left, directly opposite Westminster Abbey.

Waterloo (1 mile)

Exit the station onto York Road. Turn left and walk to the roundabout with County Hall Hotel on your right. Cross York Road and take Westminster Bridge Road on your right. Cross the bridge to Parliament Square and follow Parliament Square around to the right. Turn right on to Broad Sanctuary. The Centre is on your right, directly opposite Westminster Abbey.

Eurostar

St Pancras International Station can be reached easily by public transport from Victoria Station.

By tube

Nearest tube stations

- Westminster (0.1 mile)
- St. James's Park (0.1 mile)

By car

The Centre is within easy reach of the A1, M1, M25, M11, M40, M4, M3, M2 and M23.

There is no car parking at the Centre; however, there are four public NCP car parks nearby.

The Centre is located within the congestion charging zone. We advise you to find out more about congestion charging in London. Please be advised that it is quicker and easier to travel to the Centre using public transport.

By bus

Buses 11, 24, 53, 77a and 88 stop at Parliament Square. Continue forwards with Parliament Square on your left, then turn right onto Broad Sanctuary. The Centre is located on your right, directly opposite Westminster Abbey.

By air

Heathrow

Take the tube to Green Park on the Piccadilly line. Change to the Jubilee line and alight at Westminster.

Approximate journey time: 1 hour.

Alternatively take the Heathrow Express to Paddington and then take the Circle line tube to Westminster.

Approximate journey time: 1 hour.

Gatwick

Take the Gatwick Express to Victoria. The Centre is a 15 minute walk from Victoria via Victoria Street.

Approximate journey time: 45 minutes.

Stansted

Take the Stansted Express to Liverpool Street and then take the Circle line tube to Westminster.

Approximate journey time: 1 hour.

London City

Take the Jubilee line from the airport to Westminster.

Approximate journey time: 45 minutes.

Luton

Take one of the special connecting buses from the airport to Luton rail station, where trains run frequently to Kings Cross and then take the Circle line tube to Westminster.

Approximate journey time: 1 hour 15 minutes.

Special needs

The annual general meeting will be held in the Churchill auditorium on the ground floor and refreshments will be available in the Pickwick suite on the first floor. There are lifts to the first floor, all of which can accommodate wheelchair access and incorporate audio/voice announcements.

There are eight accessible toilet facilities throughout the Centre and all are equipped with emergency alarms.

There is no fixed seating so wheelchair spaces can be positioned anywhere in the meeting room. In addition, all corridors provide for wheelchair access.

Car parking

Disabled delegates arriving at the Centre in a vehicle with a disabled badge displayed will be allowed to park on the forecourt of the building. Taxis and other vehicles will also be allowed on to the forecourt to enable disabled passengers to disembark more easily.

There is a ramp from the forecourt which leads to the front doors and is wide enough for easy wheelchair access.

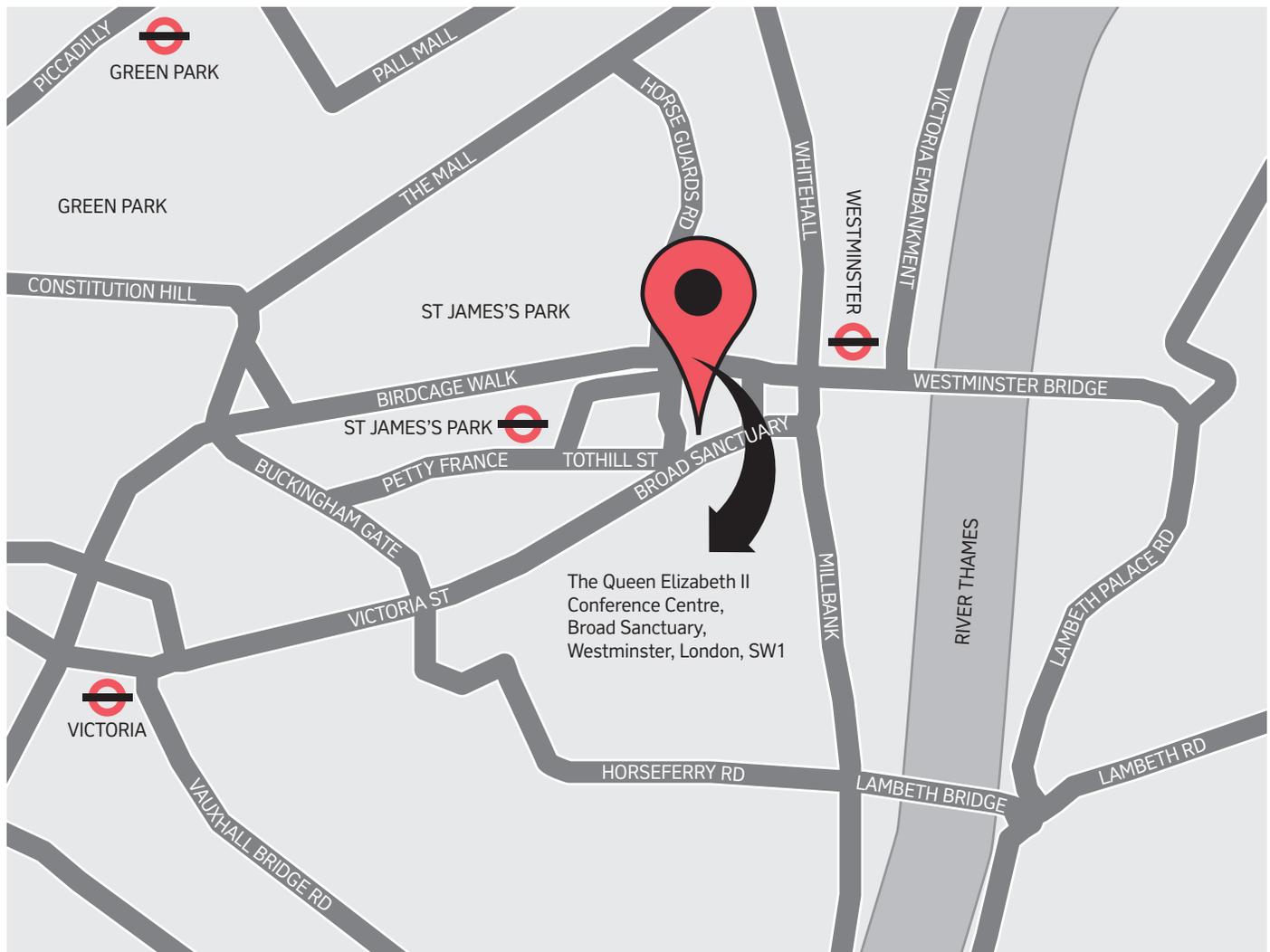
Guide dogs

Guide dogs, hearing dogs and other assistance dogs are welcome.

Induction loops

There are induction loops fitted in the meeting rooms.

Meeting location map and useful addresses



View our Annual report at riotinto.com/reportingcentre2013

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 register to receive all your shareholder communications electronically visit Investor Centre at www.investorcentre.co.uk/riotinto

By signing up, you can also...

- vote electronically
- receive all important shareholder notifications via email
- view your individual shareholding quickly and securely online
- set up a dividend mandate
- amend your registered postal address and your dividend mandate details

Registered office

Rio Tinto plc
2 Eastbourne Terrace
London
W2 6LG

www.riotinto.com

Telephone: +44 (0) 20 7781 2000

Fax: +44 (0) 20 7781 1800

Registrar

Please contact our registrar if you have any queries about your shareholding:

Computershare Investor Services PLC
The Pavilions, Bridgwater Road, Bristol, BS99 6ZY

www.investorcentre.co.uk/contactus

Telephone: +44 (0) 870 703 6364

Fax: +44 (0) 870 703 6119

For UK residents only:

Freephone: 0800 435021