

# RioTinto

## 2016 Notice of annual general meeting

The annual general meeting of Rio Tinto plc will be held at 11.00am on Thursday, 14 April 2016 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](http://riotinto.com)**

**Rio Tinto plc**

**Registered office:**

6 St James's Square  
London  
SW1Y 4AD

(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 Thursday, 14 April 2016 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.

Rio Tinto plc has received a shareholder requisition requesting the board and shareholders to support a climate change resolution. We set out background to this in Appendix 1 to this document and have set out in Appendix 2 the explanatory statement from the shareholders who have requisitioned the resolution. This is an unusual event, although not unprecedented having been previously adopted by shareholders of other major companies operating in the natural resources sector.

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

If you are unable to attend the meeting to vote in person, please complete and submit your proxy form in line with the instructions on page 10. 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 annual general meeting will take place in Brisbane on Thursday, 5 May 2016. The result of the vote on resolutions 1 to 17, 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 annual general meeting. The overall results will be announced to the relevant stock exchanges and posted on our website after that date. The results of resolutions 18 to 21, which only apply to Rio Tinto plc, will be released as soon as possible after 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



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Jan du Plessis

Chairman

2 March 2016

# Notice of annual general meeting

Notice is given that the annual general meeting of Rio Tinto plc (the “Company”) will be held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London, SW1 at 11.00am on Thursday, 14 April 2016, for the following purposes:

## Resolution 1

### Receipt of the 2015 Annual report

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

## Resolution 2

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

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

## Resolution 3

### Approval of the Remuneration Report

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

## Resolution 4

To re-elect Robert Brown as a director

## Resolution 5

To re-elect Megan Clark as a director

## Resolution 6

To re-elect Jan du Plessis as a director

## Resolution 7

To re-elect Ann Godbehere as a director

## Resolution 8

To re-elect Anne Lauvergeon as a director

## Resolution 9

To re-elect Michael L’Estrange as a director

## Resolution 10

To re-elect Chris Lynch as a director

## Resolution 11

To re-elect Paul Tellier as a director

## Resolution 12

To re-elect Simon Thompson as a director

## Resolution 13

To re-elect John Varley as a director

## Resolution 14

To re-elect Sam Walsh as a director

## Resolution 15

### Re-appointment of auditors

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

## Resolution 16

### Remuneration of auditors

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

## Resolution 17

### Special resolution – strategic resilience for 2035 and beyond

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

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

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

## Resolution 18

### 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 £45,352,471;
- (b) comprising equity securities (as defined in the 2006 Act) up to a further nominal amount of £45,352,471 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 14 April 2017 and the date of the 2017 annual general meeting of the Company but, in each case, so that the Company may make offers and enter into agreements during this period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into 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.

## Resolution 19

### Disapplication of pre-emption rights

That, subject to the passing of resolution 18 above, the directors be empowered to allot equity securities (as defined in the 2006 Act) wholly for cash:

- (a) pursuant to the authority given by paragraph (a) of resolution 18 or where the allotment constitutes an allotment of ordinary shares by virtue of section 560(3) of the 2006 Act in each case:
  - (i) in connection with a pre-emptive offer; and
  - (ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £8,992,549; and

## Notice of annual general meeting continued

(b) pursuant to the authority given by paragraph (b) of resolution 18 in connection with a rights issue,

as if Section 561(1) of the 2006 Act did not apply to such allotment.

Such power shall expire on the later of 14 April 2017 and the date of the 2017 annual general meeting of the Company, but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends and the board may allot equity securities under any such offer or agreement as if the power had not ended.

For the purposes of this resolution:

- (a) "rights issue" has the meaning as in resolution 18;
- (b) "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;
- (c) reference to an allotment of equity securities shall include a sale of treasury shares; and
- (d) 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 20

#### 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 14 April 2017 and the date of the 2017 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 137,431,729;
  - (iii) so that the maximum price payable for each such RTP Ordinary Share is an amount equal to the higher of (a) 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 preceding the day on which such share is contracted to be purchased and (b) the higher of the price of the last independent trade and the highest current bid as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive

as regards exemptions for buy-back programmes and stabilisation of financial instruments (No 2273/2003) or, from 3 July 2016, Commission-adopted Regulatory Technical Standards pursuant to Article 5(6) of the Market Abuse Regulation; 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 14 April 2017 and the date of the 2017 annual general meeting of the Company;
  - (ii) the maximum total number of RTP Ordinary Shares to be purchased pursuant to Contracts shall be 137,431,729; 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 21

#### 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.

#### Note:

In accordance with Rio Tinto's dual listed companies structure, as Joint Decision Matters, resolutions 1 to 17 (inclusive) will be voted on by the Company and Rio Tinto Limited shareholders as a joint electorate and resolutions 18 to 21 (inclusive) will be voted on by the Company's shareholders only.

Resolutions 1 to 16 (inclusive) and resolution 18 will be proposed as ordinary resolutions and resolutions 17 and 19 to 21 (inclusive) will be proposed as special resolutions.

By order of the board



**Eleanor Evans**  
Company Secretary  
6 St James's Square, London SW1Y 4AD  
2 March 2016

# Appendix 1 – Explanatory notes to the resolutions

## Resolution 1

### Receipt of the 2015 Annual report

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

## Resolution 2

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

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

## Resolution 3

### Approval of the Remuneration Report for Australian law purposes

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

## Resolutions 4-16

### Re-election of directors

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

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

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

**Robert Brown** Non-executive director, BSc, age 71

**Appointment:** Director of Rio Tinto since 2010.

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

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

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

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

**Appointment:** Director of Rio Tinto since 2014.

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

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

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

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

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

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

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

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

**Ann Godbehere** Non-executive director, FCGA, age 60

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

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

**External appointments (current and recent):** Non-executive director of UBS Group AG since 2014 and non-executive director of UBS AG since 2009, non-executive director of British American Tobacco plc since 2011, non-executive director and chairman of the audit committee of Prudential Public Limited Company since 2007 and 2009 respectively, non-executive director of Atrium Underwriting Group Limited from 2007 until 2014, non-executive director of Arden Holdings Ltd from 2007 until 2014.

## Appendix 1 – Explanatory notes to the resolutions continued

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

**Anne Lauvergeon** Non-executive director, PhD, age 56

**Appointment:** Director of Rio Tinto since 2014.

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

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

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

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

**Appointment:** Director of Rio Tinto since 2014.

**Skills and experience:**

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

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

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

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

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

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

chief financial officer Alcoa Europe in Switzerland. He was also managing director of KAAL Australia Limited, a joint venture company formed by Alcoa and Kobe Steel.

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

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

**Paul Tellier** Non-executive director, LLL, BLitt (Oxon), LL.D, CC, age 76

**Appointment:** Director of Rio Tinto since 2007.

**Skills and experience:**

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

**External appointments (current and recent):**

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

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

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

**Appointment:** Director of Rio Tinto since 2014.

**Skills and experience:**

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

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

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

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

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

**Skills and experience:**

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

**External appointments (current and recent):** Non-executive director of BlackRock Inc. since 2009, director of Barclays PLC and Barclays Bank PLC

## Appendix 1 – Explanatory notes to the resolutions continued

from 1998 until 2010, non-executive director and senior independent director of AstraZeneca plc from 2006 and 2012 respectively until April 2015, chairman of Marie Curie Cancer Care since 2011 and chairman of Business Action on Homelessness since 2006.

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

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

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

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

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

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

### Resolutions 15 and 16

#### Re-appointment and remuneration of auditors

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 17

#### Shareholder requisitioned resolution

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

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

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

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

on-line sustainable development report which supplements this.

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

### Resolution 18

#### 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 14 April 2017 and the date of the 2017 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 £45,352,471, 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 25 February 2016, being the latest practicable date for information included in this Notice.

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 £45,352,471, 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 25 February 2016.

At 25 February 2016, the Company held 10,179,161 treasury shares, which represents 0.74 per cent of the total number of the Company's 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 19

#### 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.

There may, however, be occasions 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.

Paragraph (a) of this resolution asks shareholders to authorise the directors to allot new shares pursuant to the authority given by paragraph (a) of resolution 18, 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 £8,992,549 (equivalent to ten per cent of the combined issued ordinary share capital of the Company and Rio Tinto Limited as at 25 February 2016, exclusive of shares held in treasury by the Company, of which no more than five per cent of such combined issued ordinary share capital will be used only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue) in each case without the shares first being offered to existing shareholders in proportion to their existing holdings.

Paragraph (b) of this resolution asks shareholders to authorise the directors to allot new shares pursuant to the authority given by paragraph (b) of resolution 18, or sell treasury shares, for cash, in connection with a rights issue without the shares first being offered to existing shareholders in proportion to their existing holdings. This is in line with corporate governance guidelines.

## Appendix 1 – Explanatory notes to the resolutions continued

Additionally, the Group intends to follow the UK Pre-Emption Group's principles regarding the rolling three-year cumulative use of the authority sought under paragraph (a)(ii), in that the cumulative use of the authority will not exceed 7.5 per cent of the combined issued ordinary share capital of the Company and Rio Tinto Limited exclusive of shares held in treasury by the Company, without a prior consultation with shareholders.

### Resolution 20

#### 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 buy-back resolutions of the Company and Rio Tinto Limited is to provide the Group with flexibility in the conduct of its capital management initiatives, whether through on- or off-market share buy-backs in either or both of the Company and/or Rio Tinto Limited.

The authority conferred by the resolutions to be approved at the Company's and Rio Tinto Limited's 2016 annual general meetings respectively would allow buy-backs of ordinary shares in the Company, either by the Company on market or by Rio Tinto Limited (or a subsidiary of Rio Tinto Limited) on market, and buy-backs by Rio Tinto Limited of its ordinary shares, either under off-market buy-back tenders or on market.

Further to the Group's US\$2 billion capital management programme announced on 12 February 2015, under the authorities granted at the 2014 and 2015 annual general meetings, up until 18 December 2015, The Group has bought back 40,912,881 Rio Tinto plc Ordinary Shares. All shares bought-back have been cancelled. 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.

The directors will only exercise these authorities after careful consideration, taking into account prevailing market conditions, other investment opportunities and the overall financial position of the Group.

Under the Dual Listed Companies ("DLC") agreements, the approval for a buy-back of the Company's ordinary shares, whether by the Company or by Rio Tinto Limited (or a subsidiary of Rio Tinto Limited), is voted on by the Company's shareholders only. Similarly, the approval for Rio Tinto Limited to buy back its ordinary shares is voted on by Rio Tinto Limited shareholders only.

These approvals were most recently renewed at the 2015 annual general meetings and expire on the date of the 2016 annual general meetings.

Authority is sought for the Company, Rio Tinto Limited or any of Rio Tinto Limited's subsidiaries, to purchase up to ten per cent of the issued ordinary share capital of the Company during the period stated below. The authority will expire on the later of 14 April 2017 and the date of the 2017 annual general meeting. The authority sought would permit the Company, Rio Tinto Limited or any of Rio Tinto Limited's subsidiaries to purchase up to 137,431,729 of the Company's ordinary shares, representing approximately ten per cent of its issued ordinary share capital, excluding the shares held in treasury, as at 25 February 2016.

The maximum price that may be paid for an ordinary share (exclusive of expenses) is an amount equal to the higher of (a) five per cent above the average of the middle market quotations for the period of five business days immediately prior to such purchase; (b) for shares purchased pursuant to this authority on or before 2 July 2016, the higher of the price of the last independent trade and the highest current bid as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buy-back programmes and stabilisation of financial instruments (No 2273/2003), or, from 3 July 2016, Commission-adopted Regulatory Technical Standards made pursuant to Article 5(6) of the Market Abuse Regulation. The minimum price that may be paid for an ordinary share (exclusive of expenses) is its nominal value of ten pence.

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 25 February 2016 would, on the basis of the Group's 2015 financial statements, increase net debt and reduce equity attributable

to shareholders by about US\$477 million and would increase the ratio of net debt to total capital by 0.8 percentage points, ie to approximately 24.6 per cent.

The total number of options to subscribe for shares and awards of shares outstanding at 25 February 2016 was 4,190,461, which represents 0.30 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 0.34 per cent of the issued ordinary share capital, excluding the shares held in treasury.

Pursuant to the 2006 Act, the Company can hold the ordinary 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 ordinary 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 cancelled.

The authority being sought in paragraph (a) of resolution 20 extends to Rio Tinto Limited and any of its subsidiaries. Any purchase by the Company from Rio Tinto Limited (or such subsidiaries) of the Company's ordinary 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. Such approval is sought in paragraph (b) of resolution 20.

The Company is seeking the approval of shareholders for such off-market purchases from Rio Tinto Limited as may take place to be made at a price not less than one penny per parcel of shares. It is expected that such purchases would occur for nominal consideration. It is immaterial to the shareholders of either the Company or Rio Tinto Limited if Rio Tinto Limited or any of Rio Tinto's 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 any capital management programme that the Group may be implementing at the relevant time, with the intention of returning surplus cash to shareholders in the most efficient manner. The DLC Merger Sharing Agreement contains the principles of equalisation which ensure that entitlements to distributions of income and capital will be the same for all continuing shareholders regardless of whether the Company's or Rio Tinto Limited's shares are purchased or whether the Company, Rio Tinto Limited or a subsidiary of Rio Tinto Limited acts as the purchaser.

Rio Tinto Limited will also seek to renew its shareholder approval to buy back its own ordinary shares at its 2016 annual general meeting on 5 May 2016.

### Resolution 21

#### 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 21 seeks to renew this approval.

The approval will be effective until the Company's annual general meeting in 2017, 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.

## Appendix 2 – Supporting statement for Resolution 17

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

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

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

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

“Aiming for A” background

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

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

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

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

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

The resolution covers five related areas:

### 1. Ongoing operational emissions management

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

### 2. Asset portfolio resilience to post-2035 scenarios

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

### 3. Low carbon energy R&D and investment strategies

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

### 4. Strategic KPIs and executive incentives

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

### 5. Public policy interventions

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

These requests are consistent with the commitment made in the ‘Global Investor Statement on Climate Change’ signed by investors representing \$24tn of assets<sup>8</sup> and build on the Carbon Asset Risk (CAR) initiative<sup>9</sup>.

<sup>1</sup> [http://www.iigcc.org/files/publication-files/IIGCC\\_2015\\_Mining\\_Report\\_FINAL\\_WEB.PDF](http://www.iigcc.org/files/publication-files/IIGCC_2015_Mining_Report_FINAL_WEB.PDF)

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

<sup>3</sup> Investing in a Time of Climate Change, Mercer, 2015

<sup>4</sup> <http://www.carbontracker.org/our-work/>

<sup>5</sup> World Energy Investment Outlook 2014, International Energy Agency

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

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

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

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

# 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 12 April 2016 (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

A vote on resolutions 2 and 3 should not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel ("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 and 3 do not apply to the chairman of the meeting acting as proxy if the proxy appointment expressly authorises the chairman to exercise the proxy even if resolutions 2 and 3 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 the member's 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) 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.

## Proxy lodgement online

Shareholders can also lodge their proxy forms online at [investorcentre.co.uk/eproxy](http://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 deemed to have signed the proxy form if you lodge it in accordance with the instructions on the website.

## 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.

## 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 12 April 2016 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 12 April 2016, 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 procedure of 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 not 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 2015; or
- any circumstance connected with an external auditor of the Company appointed for the financial year ended 31 December 2015 ceasing to hold office since the previous meeting at which annual accounts and reports were laid.

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 25 February 2016, which is the latest practicable date before the publication of this document, is 1,374,317,294 (excluding shares held in treasury).

The voting arrangements for shareholders under the Group's DLC structure are explained in the Shareholder information section of the 2015 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](http://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 5 May 2016 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 auditorium and cameras or any type of recording device are not allowed in the auditorium.

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

## Getting to 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.

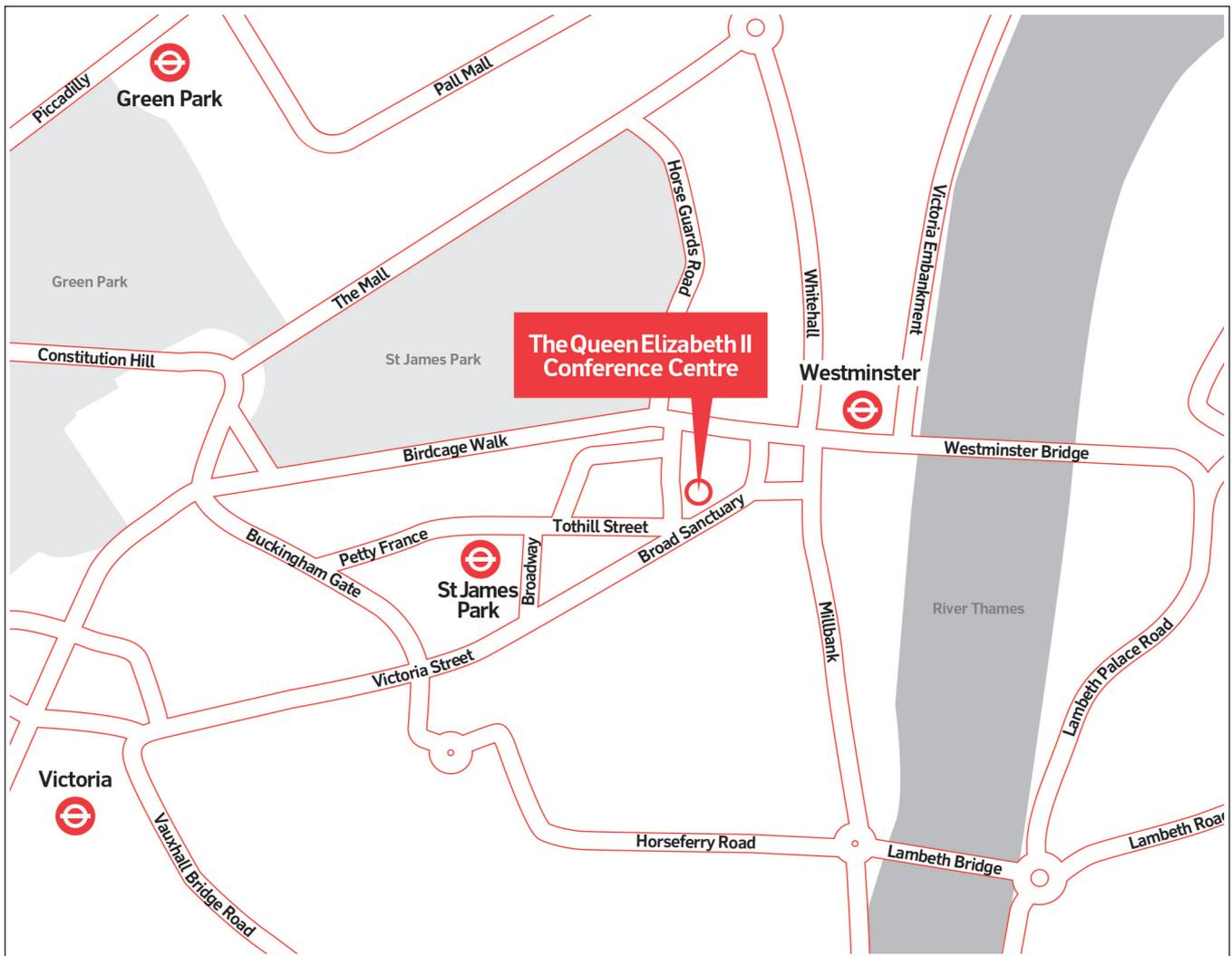
### Guide dogs

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/ar2015](http://riotinto.com/ar2015)

### Investor centre

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

To register to receive all your shareholder communications electronically visit Investor Centre at [www.investorcentre.co.uk/riotinto](http://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; and
- amend your registered postal address and your dividend mandate details.

### Registered office

Rio Tinto plc

6 St James's Square  
London  
SW1Y 4AD

[www.riotinto.com](http://www.riotinto.com)

Telephone: +44 (0) 20 7781 2000

### 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](http://www.investorcentre.co.uk/contactus)

Telephone: +44 (0) 870 703 6364

Fax: +44 (0) 870 703 6119

For UK residents only:

Freephone: 0800 435021