

**Table 1 – Executives' and non executive directors' remuneration**

		Short term employee benefits				Total short term benefits <sup>1</sup>	Other long term benefits	Long term employee benefits		
		Base salary	Cash bonus	Other cash based benefits <sup>2</sup>	Non monetary benefits <sup>3</sup>			Value of share based awards <sup>5</sup> MCCP <sup>6</sup>	SOP <sup>7</sup>	Others <sup>8</sup>
<b>Stated in US\$'000'</b>										
<b>Chairman</b>										
Paul Skinner <sup>11</sup>	<b>2007</b>	<b>1,282</b>	–	<b>34</b>	<b>160</b>	<b>1,476</b>	–	–	–	–
	2006	1,114	–	31	147	1,292	–	–	–	–
<b>Non executive directors<sup>12</sup></b>										
Ashton Calvert	<b>2007</b>	<b>121</b>	–	<b>42</b>	–	<b>163</b>	–	–	–	–
	2006	119	–	60	–	179	–	–	–	–
Sir David Clementi	<b>2007</b>	<b>174</b>	–	<b>16</b>	–	<b>190</b>	–	–	–	–
	2006	138	–	15	–	153	–	–	–	–
Vivienne Cox	<b>2007</b>	<b>154</b>	–	<b>16</b>	–	<b>170</b>	–	–	–	–
	2006	129	–	7	–	136	–	–	–	–
Sir Rod Eddington	<b>2007</b>	<b>133</b>	–	<b>15</b>	–	<b>148</b>	–	–	–	–
	2006	109	–	21	–	130	–	–	–	–
Michael Fitzpatrick	<b>2007</b>	<b>164</b>	–	<b>46</b>	–	<b>210</b>	–	–	–	–
	2006	74	–	35	–	109	–	–	–	–
Yves Fortier <sup>14</sup>	<b>2007</b>	<b>32</b>	–	–	–	<b>32</b>	–	–	–	–
	2006	–	–	–	–	–	–	–	–	–
Richard Goodmanson	<b>2007</b>	<b>184</b>	–	<b>28</b>	–	<b>212</b>	–	–	–	–
	2006	138	–	18	–	156	–	–	–	–
Andrew Gould	<b>2007</b>	<b>204</b>	–	<b>8</b>	–	<b>212</b>	–	–	–	–
	2006	156	–	15	–	171	–	–	–	–
Lord Kerr	<b>2007</b>	<b>174</b>	–	<b>8</b>	–	<b>182</b>	–	–	–	–
	2006	135	–	7	–	142	–	–	–	–
David Mayhew <sup>13</sup>	<b>2007</b>	<b>150</b>	–	<b>8</b>	–	<b>158</b>	–	–	–	–
	2006	133	–	15	–	148	–	–	–	–
Sir Richard Sykes <sup>13</sup>	<b>2007</b>	<b>236</b>	–	<b>24</b>	–	<b>260</b>	–	–	–	–
	2006	202	–	15	–	217	–	–	–	–
Paul Tellier <sup>14</sup>	<b>2007</b>	<b>35</b>	–	–	–	<b>35</b>	–	–	–	–
	2006	–	–	–	–	–	–	–	–	–
<b>Executive directors</b>										
Tom Albanese <sup>11</sup>	<b>2007</b>	<b>1,494</b>	<b>1,277</b>	<b>49</b>	<b>271</b>	<b>3,091</b>	<b>477</b>	<b>6,556</b>	<b>758</b>	<b>8</b>
	2006	899	842	–	(47)	1,694	378	(115)	599	13
Leigh Clifford <sup>11</sup>	<b>2007</b>	<b>1,401</b>	<b>1,008</b>	<b>718</b>	<b>558</b>	<b>3,685</b>	<b>1,582</b>	<b>103</b>	<b>911</b>	<b>3</b>
	2006	1,611	1,598	148	296	3,653	–	(1,162)	1,090	3
Guy Elliott	<b>2007</b>	<b>1,213</b>	<b>1,005</b>	<b>30</b>	<b>6</b>	<b>2,254</b>	–	<b>5,855</b>	<b>625</b>	<b>13</b>
	2006	1,016	1,011	28	6	2,061	–	(614)	512	11
Dick Evans	<b>2007</b>	<b>281</b>	–	<b>25</b>	<b>54</b>	<b>360</b>	–	–	–	–
	2006	–	–	–	–	–	–	–	–	–
<b>Other key management personnel</b>										
Preston Chiaro	<b>2007</b>	<b>650</b>	<b>422</b>	<b>21</b>	<b>536</b>	<b>1,629</b>	–	<b>5,015</b>	<b>557</b>	<b>16</b>
	2006	591	412	21	214	1,238	–	(119)	444	7
Bret Clayton	<b>2007</b>	<b>570</b>	<b>541</b>	–	<b>1,075</b>	<b>2,186</b>	–	<b>1,583</b>	<b>199</b>	<b>14</b>
	2006	429	349	50	430	1,258	–	64	102	12
Oscar Groeneveld	<b>2007</b>	<b>1,261</b>	<b>877</b>	–	<b>86</b>	<b>2,224</b>	<b>478</b>	<b>5,292</b>	<b>528</b>	<b>4</b>
	2006	962	839	–	88	1,889	359	(606)	418	2
Keith Johnson	<b>2007</b>	<b>781</b>	<b>558</b>	<b>33</b>	<b>3</b>	<b>1,375</b>	–	<b>3,730</b>	<b>423</b>	<b>11</b>
	2006	663	644	–	35	1,342	–	(54)	325	9
Andrew Mackenzie	<b>2007</b>	<b>861</b>	<b>111</b>	<b>12</b>	<b>28</b>	<b>1,012</b>	–	<b>3,575</b>	<b>436</b>	<b>13</b>
	2006	737	723	–	32	1,492	–	57	267	11
Sam Walsh	<b>2007</b>	<b>1,108</b>	<b>894</b>	–	<b>81</b>	<b>2,083</b>	–	<b>4,816</b>	<b>491</b>	<b>4</b>
	2006	887	664	–	57	1,608	–	(28)	381	2

**Notes to Table 1 (and continued on page 114)**

- The total remuneration is reported in US dollars. The amounts, with the exception of the annual cash bonus, can be converted into sterling at the rate of US\$1 = £0.4995 or alternatively into Australian dollars at the rate of US\$1 = A\$1.1959, each being the average exchange rate for 2007. The annual cash bonus is payable under the STIP and this may be converted at the 2007 year end exchange rate of US\$1 = £0.5005 to ascertain the sterling equivalent or alternatively, US\$1 = A\$1.141 to calculate the Australian dollar value.
- Other cash based benefits for executives are described in the Remuneration report on page 103 to 111. Cash based benefits include cash in lieu of a car and

fuel, cash in lieu of holiday and in the case of Tom Albanese only, the grossed up equivalent of re-imbursed costs following the cancellation of a holiday at short notice so as to undertake company business.

- Non monetary benefits for executives include healthcare, 401K contributions in the US, the provision of a car, annual leave accruals and secondment costs comprising housing, education, professional advice, tax equalisation and relocation payments made to and on behalf of executives living outside their home country. In the case of Tom Albanese only, it also includes the grossed up proportionate value of company provided transport. In previous years costs which

**Table 1 – Executives’ and non executive directors’ remuneration continued**

	Post employment benefits <sup>9</sup>		Termination benefits	Total remuneration		Currency of actual payment
	Pension and superannuation	Other post employment benefits				
<b>Stated in US\$’000</b>						
<b>Chairman</b>						
Paul Skinner <sup>11</sup>	–	–	–	<b>1,476</b>	<b>2007</b>	<b>£</b>
	–	–	–	1,292	2006	£
<b>Non executive directors<sup>12</sup></b>						
Ashton Calvert	–	–	–	<b>163</b>	<b>2007</b>	<b>A\$</b>
	–	–	–	179	2006	A\$
Sir David Clementi	–	–	–	<b>190</b>	<b>2007</b>	<b>£</b>
	–	–	–	153	2006	£
Vivienne Cox	–	–	–	<b>170</b>	<b>2007</b>	<b>£</b>
	–	–	–	136	2006	£
Sir Rod Eddington	–	–	–	<b>148</b>	<b>2007</b>	<b>A\$</b>
	–	–	–	130	2006	A\$
Michael Fitzpatrick	–	–	–	<b>210</b>	<b>2007</b>	<b>A\$</b>
	–	–	–	109	2006	A\$
Yves Fortier <sup>14</sup>	–	–	–	<b>32</b>	<b>2007</b>	<b>£</b>
	–	–	–	–	2006	–
Richard Goodmanson	–	–	–	<b>212</b>	<b>2007</b>	<b>£</b>
	–	–	–	156	2006	£
Andrew Gould	–	–	–	<b>212</b>	<b>2007</b>	<b>£</b>
	–	–	–	171	2006	£
Lord Kerr	–	–	–	<b>182</b>	<b>2007</b>	<b>£</b>
	–	–	–	142	2006	£
David Mayhew <sup>13</sup>	–	–	–	<b>158</b>	<b>2007</b>	<b>£</b>
	–	–	–	148	2006	£
Sir Richard Sykes <sup>13</sup>	–	–	–	<b>260</b>	<b>2007</b>	<b>£</b>
	–	–	–	217	2006	£
Paul Tellier <sup>14</sup>	–	–	–	<b>35</b>	<b>2007</b>	<b>£</b>
	–	–	–	–	2006	–
<b>Executive directors</b>						
Tom Albanese	<b>1,706</b>	–	–	<b>12,596</b>	<b>2007</b>	<b>£</b>
	707	–	–	3,276	2006	£
Leigh Clifford <sup>10</sup>	<b>364</b>	–	<b>817</b>	<b>7,465</b>	<b>2007</b>	<b>£</b>
	406	–	–	3,990	2006	£
Guy Elliott	<b>560</b>	–	–	<b>9,307</b>	<b>2007</b>	<b>£</b>
	707	–	–	2,677	2006	£
Dick Evans	<b>56</b>	–	–	<b>416</b>	<b>2007</b>	<b>US\$</b>
	–	–	–	–	2006	–
<b>Other key management personnel</b>						
Preston Chiaro	<b>190</b>	<b>7</b>	–	<b>7,414</b>	<b>2007</b>	<b>US\$</b>
	180	5	–	1,755	2006	US\$
Bret Clayton	<b>82</b>	<b>3</b>	–	<b>4,067</b>	<b>2007</b>	<b>US\$</b>
	70	3	–	1,509	2006	US\$
Oscar Groeneveld	<b>281</b>	–	–	<b>8,807</b>	<b>2007</b>	<b>A\$</b>
	254	–	–	2,316	2006	A\$
Keith Johnson	<b>422</b>	–	–	<b>5,961</b>	<b>2007</b>	<b>£</b>
	385	–	–	2,007	2006	£
Andrew Mackenzie	<b>518</b>	–	–	<b>5,554</b>	<b>2007</b>	<b>£</b>
	475	–	–	2,302	2006	£
Sam Walsh	<b>290</b>	–	–	<b>7,684</b>	<b>2007</b>	<b>A\$</b>
	252	–	–	2,215	2006	A\$

are not compensation were included in ‘Non monetary benefits’, namely social security contributions and accident insurance premiums in the UK and US and payroll tax in Australia. These have not been included in 2007 and the comparative figures for 2006 have been restated to reflect this.

- “Total short term benefits” represents the short term benefits total required under schedule 7A of the UK Companies Act 1985 (UK) and total remuneration under the Australian Corporations Act 2001 and applicable accounting standards.
- The value of share based awards has been determined in accordance with the recognition and measurement requirements of IFRS2 “Share based Payment”.

The fair value of awards granted under the Rio Tinto Share Option Plan (the SOP) and the Rio Tinto Share Savings Plan (the SSP) have been calculated at their dates of grant using an independent lattice based option valuation model provided by external consultants, Lane Clark and Peacock LLP. The fair value of awards granted under the Mining Companies Comparative Plan (the MCCP) has been based on the market price of shares at the measurement date adjusted to reflect the number of awards expected to vest based on the current and anticipated relative TSR performance and, where relevant, for non receipt of dividends between measurement date and date of vest. Over 2007, the increase

**Table 2 – Executive directors' pension entitlements** (as at 31 December 2007)

	Age	Years of service completed	Accrued benefits				Transfer values <sup>2</sup>			
			31 December 2006	At 31 December 2007	Change in accrued benefits during the year ended 31 December 2007	Change in accrued benefit net of inflation <sup>1</sup>	31 December 2006	At 31 December 2007	Change, net of personal contributions	Transfer value of change in accrued benefit net of inflation <sup>1</sup>
			£'000 pa pension	£'000 pa pension	£'000 pa pension	£'000 pa pension	£'000	£'000	£'000	£'000
<b>UK directors</b>										
Tom Albanese <sup>2</sup>	50	26	126	183	57	52	882	1,634	752	725
Guy Elliott <sup>2</sup>	52	27	335	381	46	33	4,484	5,602	1,118	486
<b>Australian director</b>										
Leigh Clifford <sup>4,5</sup>	60	37	A\$'000 Lump sum 14,559	A\$'000 Lump sum 15,990	A\$'000 Lump sum 1,431	A\$'000 Lump sum 1,139	A\$'000 14,559	A\$'000 15,990	A\$'000 1,431	A\$'000 1,139
<b>Defined Contribution pension</b>										
	Age	Years of service completed	Company contributions							
			31 December 2006	Year to 31 December 2007						
			US\$'000	US\$'000						
<b>UK Director</b>										
Dick Evans <sup>6</sup>	60	0	n/a	56						

**Notes to Table 2**

- Price inflation is calculated as the increase in the relevant retail or consumer price index over the year to 31 December 2007.
- Transfer values are calculated in a manner consistent with "Retirement Benefit Schemes – Transfer Values (GN11)" published by the Institute of Actuaries and the Faculty of Actuaries.
- Tom Albanese became a director of Rio Tinto plc and Rio Tinto Limited with effect from 7 March 2006. He accrued pension benefits in the US plans for service up to 30 June 2006, and in the UK fund for subsequent service. The transfer value of his benefits in the US plans is represented by the Accumulated Benefit Obligation calculated on the accounting assumptions used for the Group's post-retirement benefits disclosures.
- Leigh Clifford retired on 30 September 2007, his transfer value and accrued benefit are therefore stated at 30 September 2007 to avoid showing a zero value at 31 December 2007. In addition, A\$88,093 was credited to the account belonging to Leigh Clifford in the Rio Tinto Staff Superannuation Fund (RTSSF) in relation to the pensionable element of his 2007 performance bonus.
- The 2006 *Financial statements* showed an accrued lump sum at the end of the year in respect of Leigh Clifford of A\$15,341,000, which is higher than the start of 2007 figure shown above. The start of year figure has been restated as the enhanced benefits granted in 2004, whereby his pension multiple at age 60 was increased from 6.65 to 7.0 to reflect the reduction to his contractual retirement age from 62 to 60, was paid as a termination benefit rather than as additional benefits from the Rio Tinto Staff Superannuation Fund and has been included in Table 1 – Executives' remuneration.
- Dick Evans became a director of Rio Tinto plc and Rio Tinto Limited with effect from 25 October 2007. The Company contributions paid during 2007 represent contributions due to be paid for the period 25 October 2007 to 31 December 2007.

**Notes to Table 1 continued**

- in Rio Tinto's share price combined with an improvement in Rio Tinto's TSR performance relative to the comparator group, has led to significant increases in the value attached to the MCCP under these accounting standards. Further details of the valuation methods and assumptions used for these awards are included in note 48 (Share Based Payments) in the 2007 *Full financial statements*. The fair value of other share based awards is measured at the purchase cost of the shares from the market.
- The number of conditional shares awarded to executives under the MCCP for the twelve month period ending 31 December 2007 are shown in Table 4 of this report.
  - The award of options to executives under the SOP during the twelve month period up to 31 December 2007 is shown in Table 5 of this report.
  - Under the Share Ownership Plan UK executives are beneficiaries of free shares up to a maximum value of £3,000 (US\$6,006) and may also contribute to purchase additional shares where the Company will match their personal contributions up to a maximum of £1,500 (US\$3,003) per annum. Under these plans Guy Elliott, Keith Johnson and Andrew Mackenzie each received a total of £4,500 (US\$9,009) and Tom Albanese a total of £3,000 (US\$6,006). American Group product chief executives enjoy a Company matching of personal contribution for shares under the 401k arrangements up to a maximum of US\$14,250. The Company matched personal contributions to the following values: Preston Chiaro US\$14,250 and Bret Clayton US\$13,500.
  - The costs shown for defined benefit pension plans and post retirement medical benefits are the service costs attributable to the individual, calculated in accordance with IAS19. The cost for defined contribution plans is the amount contributed in the year by the company.
  - Leigh Clifford resigned as a director on 30 April 2007 and retired from the Group on 30 September 2007. His remuneration of US\$7,465,000 represents his total remuneration up to the date of his retirement, of which US\$1,684,000 related to the period of service as a director and US\$5,781,000 related to the period of service thereafter. The remuneration for the period of service as a director comprises short term benefits of US\$1,286,000, share based awards of US\$197,000 and post employment benefits of US\$201,000.
- The remuneration after Leigh's resignation as a director includes two payments related to his retirement. He was entitled to a long term benefit of US\$1,582,000 which represents long service leave amounts required under Australian legislation and accrued by the Company during his 37 years of completed service. Upon retiring he was entitled to a termination benefit of US\$817,000 related to his superannuation. This entitlement arose in respect of a benefit granted in 2004 when his contractual retirement age was reduced by the Company from 62 to 60. An additional benefit equivalent to the increase in the pension multiple at age 60 from 6.65 to 7.0 was rolled over to an Australian superannuation fund as a Transitional Termination Payment. This was grossed up for the resultant Australian tax liability to deliver the intended multiple. In 2006, allowance for this additional benefit was included in Table 2 – 'Executive directors' pension entitlements'.
- The non-monetary benefit represents the grossed up proportionate value of company provided transport in 2007. The 2006 figures have been restated accordingly. The non monetary benefit also includes medical insurance.
  - The "Other cash based benefits" for non executive directors comprises an overseas meeting allowance only.
  - David Mayhew's fees for the full year were paid to JPMorgan Cazenove and Sir Richard Sykes's fees for the period 1 January 2007 to 30 April 2007 were paid to Imperial College. Thereafter, they were paid direct to Sir Richard. The fees disclosed above include £15,000 (US\$30,030) paid to JPMorgan Cazenove for David Mayhew's attendance at Audit committee meetings in his capacity as advisor.
  - Yves Fortier and Paul Tellier were appointed directors with effect from 25 October 2007.

**Table 3 – Executives' beneficial interests in Rio Tinto shares**

	Rio Tinto plc			Rio Tinto Limited			Movement		
	1 Jan 2007 <sup>2</sup>	31 Dec 2007 <sup>3</sup>	22 Feb 2008	1 Jan 2007 <sup>2</sup>	31 Dec 2007 <sup>3</sup>	22 Feb 2008	Exercise of options <sup>4</sup>	Compensation <sup>5</sup>	Other <sup>6</sup>
<b>Directors</b>									
Tom Albanese <sup>7</sup>	41,814	44,970	56,658	–	–	–	–	14,531	313
Ashton Calvert	–	–	–	–	889	–	–	–	889
Sir David Clementi	147	454	454	–	–	–	–	–	307
Leigh Clifford	2,100	2,100	–	91,255	91,255	–	141,661	–	(141,661)
Vivienne Cox	528	826	826	–	–	–	–	–	298
Sir Rod Eddington	–	–	–	–	–	–	–	–	–
Guy Elliott <sup>6</sup>	48,033	49,024	59,678	–	–	–	–	10,841	804
Dick Evans	n/a	–	–	n/a	–	–	–	–	–
Michael Fitzpatrick	–	–	–	2,100	2,100	2,100	–	–	–
Yves Fortier	n/a	–	–	n/a	–	–	–	–	–
Richard Goodmanson	677	2,307	2,307	–	–	–	–	–	1,630
Andrew Gould	1,000	1,000	1,000	–	–	–	–	–	–
Lord Kerr	3,000	3,000	3,000	–	–	–	–	–	–
David Mayhew	2,500	2,500	2,500	–	–	–	–	–	–
Paul Skinner	5,598	5,696	5,696	–	–	–	–	–	98
Sir Richard Sykes	2,569	2,614	2,614	–	–	–	–	–	45
Paul Tellier	n/a	–	–	n/a	–	–	–	–	–
<b>Executives</b>									
Preston Chiaro <sup>7</sup>	60,927	62,585	62,597	–	–	–	490	1,084	96
Bret Clayton <sup>7</sup>	6,867	8,096	8,182	–	–	–	–	–	1,315
Oscar Groeneveld	3,000	3,000	n/a	66,790	36,790	n/a	90,080	–	(120,080)
Keith Johnson <sup>7</sup>	17,536	18,924	25,206	–	–	–	–	7,670	–
Andrew Mackenzie <sup>7</sup>	40,456	40,639	n/a	–	–	n/a	–	183	–
Sam Walsh	–	–	–	42,322	42,814	42,814	–	–	492

**Notes to Table 3**

- Under the Group's shareholding policies the board recommends that non executive directors be encouraged to build up a shareholding equal in value to one year's base fees and executives are encouraged to build up a shareholding equal in value to three times base salary.
- Or date of appointment, if later.
- Or date of retirement, or resignation, if earlier.
- Shares obtained through the exercise of options under the Rio Tinto Share Savings Plan or the Rio Tinto Share Option Plan. The number of shares retained may differ from the number of options exercised.
- Shares obtained through the Rio Tinto Share Ownership Plan and/or vesting of awards under the Mining Companies Comparative Plan.
- Share movements due to sale or purchase of shares, shares received under the Dividend Reinvestment Plan, shares purchased/sold through the Rio Tinto America Savings Plan or Non Executive Directors' Share Purchase Plan.
- These executives also have an interest in a trust fund containing 879 Rio Tinto plc shares at 31 December 2007 (1 January 2007: 864 Rio Tinto plc shares) as potential beneficiaries of the Rio Tinto Share Ownership Trust. At 22 February 2008 this trust fund contained 879 Rio Tinto plc shares.
- Shares in Rio Tinto plc are ordinary shares of ten pence each. Shares in Rio Tinto Limited are ordinary shares.
- The shareholdings of Tom Albanese, Preston Chiaro and Bret Clayton include Rio Tinto plc ADRs held through the Rio Tinto America Savings Plan.

Table 4 – Executives' awards under long term incentive plans

	Mining Companies Comparative Plan							Plan terms and conditions			
	Conditional award granted	Market price at award <sup>2</sup>	1 Jan 2007	Awarded <sup>3,5</sup>	Lapsed/cancelled	Vested	31 Dec 2007 <sup>1</sup>	Performance period concludes	Date award vests	Market price at vesting	Monetary value of vested award US\$'000
<b>Rio Tinto plc</b>											
Tom Albanese	22 Apr-04	1276p	56,015	–	36,410	19,605	–	31-Dec-07	15 Feb 08	£54.93	2,249
	09 Mar-05	1839p	55,951	–	–	–	55,951	31-Dec-08			
	07 Mar-06	2630p	45,007	–	–	–	45,007	31-Dec-09			
	13 Mar-07	2681p	–	44,124	–	–	44,124	31-Dec-10			
				156,973	44,124	36,410	19,605	145,082			
Preston Chiaro	22 Apr-04	1276p	46,995	–	30,547	16,448	–	31-Dec-07	15 Feb 08	£54.93	1,881
	09 Mar-05	1839p	42,351	–	–	–	42,351	31-Dec-08			
	07 Mar-06	2630p	34,182	–	–	–	34,182	31-Dec-09			
	13 Mar-07	2681p	–	25,679	–	–	25,679	31-Dec-10			
				123,528	25,679	30,547	16,448	102,212			
Bret Clayton	22 Apr-04	1276p	13,315	–	6,658	6,657	–	31-Dec-07	15 Feb 08	£54.93	731
	09 Mar-05	1839p	11,539	–	–	–	11,539	31-Dec-08			
	07 Mar-06	2630p	10,767	–	–	–	10,767	31-Dec-09			
	13 Mar-07	2681p	–	22,566	–	–	22,566	31-Dec-10			
				35,621	22,566	6,658	6,657	44,872			
Guy Elliott	22 Apr-04	1276p	51,550	–	33,508	18,042	–	31-Dec-07	15 Feb 08	£54.93	2,069
	09 Mar-05	1839p	51,081	–	–	–	51,081	31-Dec-08			
	07 Mar-06	2630p	40,670	–	–	–	40,670	31-Dec-09			
	13 Mar-07	2681p	–	30,837	–	–	30,837	31-Dec-10			
				143,301	30,837	33,508	18,042	122,588			
Keith Johnson	22 Apr-04	1276p	30,387	–	19,752	10,635	–	31-Dec-07	15 Feb 08	£54.93	1,220
	09 Mar-05	1839p	33,556	–	–	–	33,556	31-Dec-08			
	07 Mar-06	2630p	26,508	–	–	–	26,508	31-Dec-09			
	13 Mar-07	2681p	–	19,805	–	–	19,805	31-Dec-10			
				90,451	19,805	19,752	10,635	79,869			
Andrew Mackenzie	22 Apr-04	1276p	16,270	–	10,576	5,694	–	31-Dec-07	15 Feb 08	£54.93	653
	09 Mar-05	1839p	37,638	–	–	–	37,638	31-Dec-08			
	07 Mar-06	2630p	29,413	–	–	–	29,413	31-Dec-09			
	13 Mar-07	2681p	–	21,811	–	–	21,811	31-Dec-10			
				83,321	21,811	10,576	5,694	88,862			
<b>Rio Tinto Limited</b>											
Leigh Clifford <sup>6</sup>	22 Apr-04	A\$33.17	119,581	–	–	–	119,581	31-Dec-07			
	09 Mar-05	A\$47.39	113,324	–	–	–	113,324	31-Dec-08			
	07 Mar-06	A\$69.30	84,661	–	–	–	84,661	31-Dec-09			
	13 Mar-07	A\$134.00	–	61,550	15,513	–	46,037	31-Dec-10			
				317,566	61,550	15,513	–	363,603			
Oscar Groeneveld	22 Apr-04	A\$33.17	43,785	–	28,461	15,324	–	31-Dec-07	15 Feb 08	A\$137.10	1,921
	09 Mar-05	A\$47.39	45,024	–	–	–	45,024	31-Dec-08			
	07 Mar-06	A\$69.60	36,460	–	–	–	36,460	31-Dec-09			
	13 Mar-07	A\$134.00	–	26,590	–	–	26,590	31-Dec-10			
				125,269	26,590	28,461	15,324	108,074			
Sam Walsh	22 Apr-04	A\$33.17	38,023	–	24,715	13,308	–	31-Dec-07	15 Feb 08	A\$137.10	1,668
	09 Mar-05	A\$47.39	41,176	–	–	–	41,176	31-Dec-08			
	07 Mar-06	A\$69.60	33,655	–	–	–	33,655	31-Dec-09			
	13 Mar-07	A\$134.00	–	25,103	–	–	25,103	31-Dec-10			
				112,854	25,103	24,715	13,308	99,934			

**Notes to Table 4**

1. Or at the date of retirement or resignation if earlier.
2. Awards denominated in pence were for Rio Tinto plc ordinary shares of 10p each and awards denominated in A\$ were for Rio Tinto Limited ordinary shares.
3. The fair value of conditional awards granted to executive directors and product group chief executives in 2007 was 1396p for Rio Tinto plc and A\$37.64 for Rio Tinto Limited shares.
4. The value of the vested awards have been based on share prices of 5493p and A\$137.10 being the respective closing share prices for Rio Tinto plc and Rio Tinto Limited ordinary shares on 22 February 2008, the day the award vested to the publication of this report. The amount in US dollars has been converted from sterling at the rate of 1US\$ = £0.5005 and Australian dollars at the rate of US\$ = A\$1.141, being the year end exchange rate used elsewhere in this publication.
5. Conditional awards are awarded at no cost to the recipient and no amount remains unpaid on any shares granted. No award would be vested and unexercisable at the reporting date.
6. Leigh Clifford was given a conditional award over 61,550 Rio Tinto Limited shares on 13 March 2007. These awards were approved by the shareholders under the ASX Listing Rule 10.14 at the 2004 annual general meeting.

**Notes to Table 5**

1. Or at date of retirement or resignation if earlier.
2. All options granted over ordinary shares. Rio Tinto plc – ordinary shares of 10p each stated in pence sterling; Rio Tinto Limited ordinary shares – stated in Australian dollars. Each option is granted over one share. The date of grant was 13 March 2007. The performance conditions for the SOP are detailed on page 104.

3. The closing price of Rio Tinto plc ordinary shares at 31 December 2007 was 5317p (2006: 2718p) and the closing price of Rio Tinto Limited shares at 31 December 2007 was A\$133.95 (2006: A\$74.30).
4. The option price represents the exercise price payable on the options. No amounts are unpaid on any shares allocated on the exercise of the options.
5. Under the plans no options would be vested and unexercisable at the reporting date however, the exercise of options is subject to restrictions contained in the 'Rules for dealing in Rio Tinto Securities'.
6. The fair value per option, granted during 2007, at date of grant was as follows: Rio Tinto plc Share Savings Plan two year contract 1028p; three year contract 1421p; four year contract 1263p and five year contract 1368p; Rio Tinto Limited Share Savings Plan three year contract A\$34.19 and five year contract A\$34.04. Rio Tinto plc Share Option Plan 617p; Rio Tinto Limited Share Option Plan A\$14.23.
7. The value of options exercised during 2007 is calculated by multiplying the number of options exercised by the difference between the market price and the option price on date of exercise.
8. Andrew Mackenzie was granted 40,216 phantom options over Rio Tinto plc shares at a price of 1329p per share, exercisable between 22 April 2009 and 22 April 2014.
9. Leigh Clifford was granted 92,325 options over Rio Tinto Limited shares at a price of A\$74.588 per share on 13 March 2007. This grant was approved by shareholders under ASX Listing Rule 10.14 at the 2004 annual general meeting. Subject to the rules of the Rio Tinto Limited Share Option Plan, Leigh Clifford's options granted under that plan were reduced proportionally and cancelled to reflect the actual portion of 2007 he was an employee of the Group.
10. No options lapsed for failure to satisfy a performance condition.

**Table 5 – Executives' options to acquire Rio Tinto plc and Rio Tinto Limited shares**

	1 Jan 2007	Granted <sup>2,6</sup>	Vested during 2007	Exercised	Lapsed/cancelled <sup>10</sup>	Vested and exercisable on 31 Dec 2007 <sup>5</sup>	31 Dec 2007 <sup>1</sup>	Option price <sup>4</sup>	Value of options exercised during 2007 <sup>7</sup>	Market price on date of exercise	Date from which first exercisable	Expiry date	
<b>Rio Tinto plc Share Savings Plan</b>													
Tom Albanese	791	–	–	–	–	–	791	2068p	–	–	1 Jan 2012	30 Jun 2012	
Preston Chiaro	490 298	– –	490 –	490 –	– –	– –	– 298	1277p 2088p	£6,017.20 –	2505p –	1 Jan 2007 1 Jan 2009	5 Jan 2007 6 Jan 2009	
Bret Clayton	–	163	–	–	–	–	163	3557p	–	–	1 Jan 2010	5 Jan 2010	
Guy Elliott	1,431	–	–	–	–	–	1,431	1107p	–	–	1 Jan 2009	30 Jun 2009	
Keith Johnson	456	–	–	–	–	–	456	2068p	–	–	1 Jan 2010	30 Jun 2010	
Andrew Mackenzie	1,021	–	–	–	–	–	1,021	1576p	–	–	1 Jan 2011	30 Jun 2011	
<b>Rio Tinto plc Share Option Plan</b>													
Tom Albanese	102,718 125,336 139,165 84,020 83,926 67,511 –	– – – – – – 66,186	– – – – – – –	– – – – – – –	– – – – – – –	102,718 125,336 139,165 – – – –	102,718 125,336 139,165 84,020 83,926 67,511 66,186	1265.6p 1458.6p 1263.0p 1329.0p 1826.2p 2711.2p 2701.2p	– – – – – – –	– – – – – – –	– – – – – – –	6 Mar 2005 13 Mar 2005 7 Mar 2006 22 Apr 2009 9 Mar 2008 7 Mar 2009 13 Mar 2010	6 Mar 2011 13 Mar 2012 7 Mar 2013 22 Apr 2014 9 Mar 2015 7 Mar 2016 13 Mar 2017
Preston Chiaro	37,160 70,490 63,527 51,274 –	– – – – 38,519	– – – – –	– – – – –	– – – – –	37,160 – – – –	37,160 70,490 63,527 51,274 38,519	1263.0p 1329.0p 1826.2p 2711.2p 2701.2p	– – – – –	– – – – –	– – – – –	7 Mar 2006 22 Apr 2009 9 Mar 2008 7 Mar 2009 13 Mar 2010	7 Mar 2013 22 Apr 2014 9 Mar 2015 7 Mar 2016 13 Mar 2017
Bret Clayton	13,315 11,539 10,767 –	– – – 33,850	– – – –	– – – –	– – – –	– – – –	13,315 11,539 10,767 33,850	1329.0p 1826.2p 2711.2p 2701.2p	– – – –	– – – –	– – – –	22 Apr 2009 9 Mar 2008 7 Mar 2009 13 Mar 2010	22 Apr 2014 9 Mar 2015 7 Mar 2016 13 Mar 2017
Guy Elliott	61,703 97,387 73,700 72,972 58,100 –	– – – – – 44,052	– – – – – –	– – – – – –	– – – – – –	61,703 97,387 – – – –	61,703 97,387 73,700 72,972 58,100 44,052	1458.6p 1263.0p 1329.0p 1826.2p 2711.2p 2701.2p	– – – – – –	– – – – – –	– – – – – –	13 Mar 2005 7 Mar 2006 22 Apr 2009 9 Mar 2008 7 Mar 2009 13 Mar 2010	13 Mar 2012 7 Mar 2013 22 Apr 2014 9 Mar 2015 7 Mar 2016 13 Mar 2017
Keith Johnson	43,500 47,937 37,869 –	– – – 28,294	– – – –	– – – –	– – – –	– – – –	43,500 47,937 37,869 28,294	1329.0p 1826.2p 2711.2p 2701.2p	– – – –	– – – –	– – – –	22 Apr 2009 9 Mar 2008 7 Mar 2009 13 Mar 2010	22 Apr 2014 9 Mar 2015 7 Mar 2016 13 Mar 2017
Andrew Mackenzie <sup>9</sup>	53,769 42,019 –	– – 31,159	– – –	– – –	– – –	– – –	53,769 42,019 31,159	1826.2p 2711.2p 2701.2p	– – –	– – –	– – –	9 Mar 2008 7 Mar 2009 13 Mar 2010	9 Mar 2015 7 Mar 2016 13 Mar 2017
<b>Rio Tinto Limited Share Savings Plan</b>													
Leigh Clifford	1,486	–	842	–	644	842	842	A\$29.04	–	–	30 Sep 2007	31 Mar 2008	
Oscar Groeneveld	1,431	–	–	–	–	–	1,431	A\$27.48	–	–	1 Jan 2009	30 Jun 2009	
Sam Walsh	601	–	–	–	–	–	601	A\$40.92	–	–	1 Jan 2009	30 Jun 2009	
<b>Rio Tinto Limited Share Option Plan</b>													
Leigh Clifford <sup>9</sup>	52,683 59,318 29,660 241,430 208,882 254,132 179,370 169,987 126,992 –	– – – – – – – – – 92,325	– – – – – – – – – –	52,683 59,318 29,660 – – – – – – –	– – – – – – – – – 41,230	– – – 241,430 208,882 254,132 – – – –	– – – 241,430 208,882 254,132 179,370 169,987 126,992 51,095	A\$23.4382 A\$24.0690 A\$24.0690 A\$33.1060 A\$39.8708 A\$33.3360 A\$34.4060 A\$47.0420 A\$71.0600 A\$74.5880	A\$4,145,720.10 A\$4,630,422.40 A\$2,409,940.15 – – – – – – –	A\$102.1300 A\$102.1300 A\$105.3215 – – – – – – –	– – – – – – – – – –	28 May 2002 7 Mar 2003 7 Mar 2005 6 Mar 2005 13 Mar 2005 7 Mar 2006 22 Apr 2009 9 Mar 2008 7 Mar 2009 13 Mar 2010	28 May 2009 7 Mar 2010 7 Mar 2010 6 Mar 2011 13 Mar 2012 30 Sep 2012 30 Sep 2012 30 Sep 2012 30 Sep 2012 30 Sep 2012
Oscar Groeneveld	90,080 62,600 64,321 52,086 –	– – – – 37,987	– – – – –	90,080 – – – –	– – – – –	– – – – –	62,600 – 64,321 52,086 37,987	A\$33.3360 A\$34.4060 A\$47.0420 A\$71.0600 A\$74.5880	A\$5,466,270.59 – – – –	A\$94.0184 – – – –	– – – – –	7 Mar 2006 22 Apr 2009 9 Mar 2008 7 Mar 2009 13 Mar 2010	7 Mar 2013 22 Apr 2014 9 Mar 2015 7 Mar 2016 13 Mar 2017
Sam Walsh	54,400 58,823 48,079 –	– – – 35,861	– – – –	– – – –	– – – –	– – – –	54,400 58,823 48,079 35,861	A\$34.4060 A\$47.0420 A\$71.0600 A\$74.5880	– – – –	– – – –	– – – –	22 Apr 2009 9 Mar 2008 7 Mar 2009 13 Mar 2010	22 Apr 2014 9 Mar 2015 7 Mar 2016 13 Mar 2017

See notes on page 116.