

Schedule of Matters Reserved for the Board

Strategy and Risk

1. Approval of the Group's vision, strategy, objectives and overall governance framework and regularly monitoring the Group's performance in the delivery of its strategy.
2. Approval of the Group's risk (financial and non-financial) management framework and Group level risk thresholds and appetite.

Structure and capital

3. Capital issues; material changes relating to the Group's capital structure.
4. Any material changes to the Group's corporate structure or its listings.
5. Recommendation to shareholders for approval of any changes to the Group's constitutional documents, including the dual listed company structure agreements and the companies' Articles of Association and Constitution.

Financial reporting and controls

6. Approval of announcements of half year and preliminary results.
7. Approval of the annual report and financial statements and the strategic report. Approval of the annual report on Form 20-F.
8. Dividend policy; approval of interim, final or any other form of dividends.
9. Approval of any significant change in accounting policies or practices upon recommendation of the Audit Committee.
10. Monitoring the decisions and processes designed to ensure the integrity of financial reporting and sound systems of internal control and risk management.
11. Approval of the Annual Plan and monitoring performance against it.
12. Approval of the Annual Group Financing Plan and the Group Treasury Policy (including foreign exchange exposures).
13. Approval of the Group Tax Policy.
14. Appointment or removal of external auditors, upon the recommendation of the Audit Committee.
15. Approval of capital expenditure proposals involving a financial commitment in excess of the amount delegated to the Investment Committee.
16. Approval of purchase and sales contracts involving financial commitments in excess of the amount delegated to the Investment Committee.
17. Approval of acquisitions and divestments in excess of the amount delegated to the Investment Committee.

Governance

18. Determine the size, structure and composition of the Board.

19. Fees payable to the non-executive directors upon recommendation from the Chairman's Committee.
20. Appointment and removal of any director upon the recommendation from the Nominations Committee.
21. Approval of the membership and terms of reference of Board committees.
22. Oversight of the annual Board and Board committee performance evaluation.
23. Appointment and removal of the company secretary of Rio Tinto plc and the joint company secretaries of Rio Tinto Limited.

Policies

24. Approval of the Group's code of conduct "The way we work".
25. Approval of "Rules for dealing in Rio Tinto securities".

Other matters

26. Approval of any matters that have significant financial, reputational, social and environmental implications.
27. Approval of major changes in the rules of company pension schemes and pension fund management arrangements.
28. Approval of any change to the matters included in this schedule.