

Rio Tinto prices Any and All Offer

13 June 2016

Rio Tinto has progressed plans to reduce gross debt as part of its ongoing capital management, today pricing its Any and All Offer announced on 7 June 2016.

The total consideration payable in connection with the Any and All Offer by Rio Tinto Finance (USA) plc and Rio Tinto Finance (USA) Limited (each a “**Company**” and together, the “**Companies**”) pursuant to the Offer to Purchase dated 7 June 2016 has been set at \$1,108.33 for the 6.500 per cent Notes due 2018 and at \$1,024.36 for the 2.250 per cent Notes due 2018, in each case per \$1,000 principal amount of notes. Holders will also receive Accrued Interest on the settlement date for the Any and All Offer.

<u>Title of Security</u>	<u>Issuer and Offeror</u>	<u>CUSIP/ISIN</u>	<u>Outstanding Principal Amount</u>	<u>Fixed Spread (bps)</u>	<u>Reference US Treasury Security</u>	<u>Reference Yield⁽¹⁾</u>	<u>Any and All Consideration^{(1) (2)}</u>
6.500% Notes due 2018	Rio Tinto Finance (USA) Limited	767201AC0/ US767201AC07	\$1,669,802,000	50	0.875% U.S. Treasury Notes due 31 May 2018	0.724%	\$1,108.33
2.250% Notes due 2018	Rio Tinto Finance (USA) plc	76720AAM8/ US76720AAM80	\$1,189,523,000	50	0.875% U.S. Treasury Notes due 31 May 2018	0.724%	\$1,024.36

Notes:

- (1) The Reference Yield and the Any and All Consideration for each series of the Any and All Securities was determined on 13 June 2016 at 11am, New York City time, as described in the Offer to Purchase.
- (2) Per \$1,000 principal amount of Any and All Securities validly tendered and accepted for purchase.

Capitalised terms in this announcement have the same meaning as assigned to them in the Offer to Purchase.

The Any and All Offer will expire on 13 June 2016 at 5pm, New York City time. Any and All Securities tendered in the Any and All Offer may only be withdrawn at or prior to 5pm, New York City time, on 13 June 2016, but not thereafter. These dates and times are subject, where applicable, to the right of Rio Tinto Finance (USA) plc and Rio Tinto Finance (USA) Limited to extend, re-open, amend, and/or terminate the Any and All Offer, subject to applicable laws.

The Any and All Offer is subject to the satisfaction of certain conditions set forth in the Offer to Purchase. If any of the conditions are not satisfied or waived by the Companies, the Companies will not be obligated to accept for purchase, purchase or pay for validly tendered Any and All Securities, and may terminate the Any and All Offer in each case subject to applicable laws.

Holders of Any and All Securities are advised to read carefully the Offer to Purchase for full details of and information on the procedures for participating in the Any and All Offer. Holders of Any and All Securities may access the Offer to Purchase and the form of Notice of Guaranteed Delivery (as described in the Offer to Purchase) at <http://www.gbsc-usa.com/RioTinto>.



The Lead Dealer Managers for the offers are Citigroup Global Markets Limited, HSBC Securities (USA) Inc., J.P. Morgan Securities LLC and Mitsubishi UFJ Securities (USA), Inc. The Co-Dealer Managers are Natixis Securities Americas LLC, RBS Securities Inc., Santander Investment Securities Inc. and Standard Chartered Bank. Questions regarding the offers may be directed to:

Citigroup Global Markets Limited

Toll Free: +1 (800) 558 3745
Collect: +1 (212) 723 6106
London: +44 (0) 20 7986 8969

J.P. Morgan Securities LLC

Toll Free: +1 (866) 834 4666
Collect: +1 (212) 834 3424
London: +44 (0) 20 7134 2468

HSBC Securities (USA) Inc.

Toll Free: +1 (888) HSBC-4LM
Collect: +1 (212) 525-5552
London: +44 (0) 20 7992 6237

Mitsubishi UFJ Securities (USA), Inc.

Toll Free: +1 (877) 744-4532
Collect: +1 (212) 405-7481
London: +44 (0) 20 7577 4048/4218

Copies of the Offer to Purchase and the Notice of Guaranteed Delivery (in relation to the Any and All Offer) may be obtained from the Depositary and Information Agent, Global Bondholder Services Corporation at +1 (866) 470 3800 (toll-free) or +1 (212) 430 3774 (collect) or in writing at 65 Broadway, Suite 404, New York, New York 10006.

RioTinto

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NOTICE AND DISCLAIMER

This press release is neither an offer to purchase, nor a solicitation of an offer to sell the Securities or any other securities. The Companies are making the offers only by, and pursuant to, the terms of the Offer to Purchase and, in the case of the Any and All Offer, the Notice of Guaranteed Delivery. The offers are not being made in any jurisdiction in which the making of or acceptance thereof would not be in compliance with the securities laws, blue sky laws or other laws of such jurisdiction. None of the Companies, the Guarantors, the Dealer Managers, the Depository or the Information Agent is making any recommendation as to whether Holders should tender or refrain from tendering their Securities in response to the Offers or how much they should tender. Each Holder must make his, her or its own decision as to whether to tender or refrain from tendering Securities and, if a Holder determines to tender, as to how many Securities of each Series to tender.

OFFER AND DISTRIBUTION RESTRICTIONS

This announcement and the Offer to Purchase do not constitute an offer or an invitation to participate in the Offers in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such offer or invitation or for there to be such participation under applicable laws. The distribution of this announcement and the Offer to Purchase in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Offer to Purchase comes are required by each of the Companies, the Guarantors, the Dealer Managers the Depository and the Information Agent to inform themselves about and to observe any such restrictions.

United Kingdom

The communication of this announcement, the Offer to Purchase and any other documents or materials relating to the Offers is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of Section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom, and are only for circulation to persons to whom they can lawfully be circulated outside the United Kingdom or to persons within the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Order), or within Article 43(2) of the Order, or within Article 49(2)(a) to (d) of the Order, or to other persons to whom it may lawfully be communicated in accordance with the Order (such persons together being the “Relevant Persons”). This announcement, the Offer to Purchase and any other documents or materials relating to the Offers are only available to Relevant Persons and the transactions contemplated herein will be available only to, and engaged in only with, Relevant Persons, and this Offer to Purchase must not be relied or acted upon by persons other than Relevant Persons.

Belgium

None of this announcement, the Offer to Purchase nor any other documents or materials relating to the Offers in respect of each Series of Securities have been submitted to or will be submitted for approval or recognition to the Financial Services and Markets Authority (“Autoriteit des services et marches financiers/Autoriteit financiële diensten en markten”) and, accordingly, the Offers may not be made in Belgium by way of a public offering, as defined in Articles 3 and 6 of the Belgian Law of 1 April 2007 on public takeover bids (the “Belgian Takeover Law”) as amended or replaced from time to time. Accordingly, the Offers may not be advertised and the Offers will not be extended, and none of this announcement, the Offer to Purchase nor any other documents or materials relating to the Offers (including any memorandum, information circular, brochure or any similar documents) has been or shall be distributed or made available, directly or indirectly, to any person in Belgium other than (i) to “qualified investors” in the sense of Article 10 of the Belgian Law of 16 June 2006 on the public offer of placement instruments and

the admission to trading of placement instruments on regulated markets, acting on their own account or (ii) in any circumstances set out in Article 6, § 4 of the Belgian Takeover Law. This announcement and the Offer to Purchase have been issued only for the personal use of the above qualified investors and exclusively for the purpose of the Offers. Accordingly, the information contained in this announcement and the Offer to Purchase may not be used for any other purposes or disclosed to any other person in Belgium.

France

The Offers are not being made, directly or indirectly, to the public in France. None of this announcement, the Offer to Purchase nor any other documents or offering materials relating to the Offers in respect of each Series of Securities have been or shall be distributed to the public in France and only (i) providers of investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers*) and/or (ii) qualified investors (*investisseurs qualifiés*), all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 to D.411-3 of the French Code monétaire et financier, are eligible to participate in the Offers. Neither this announcement nor the Offer to Purchase has been submitted to the clearance procedures (visa) of the Autorité des marchés financiers.

Italy

None of this announcement, the Offer to Purchase nor any other documents or materials relating to the Offers have been or will be submitted to the clearance procedure of the Commissione Nazionale per le Società e la Borsa ("**CONSOB**") pursuant to Italian laws and regulations.

The Offers are being carried out in the Republic of Italy as exempted offers pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the "**Financial Services Act**") and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended (the "**Issuers' Regulation**"). The Offers are also being carried out in compliance with article 35-bis, paragraph 7 of the Issuers' Regulation.

A holder of Securities located in the Republic of Italy can tender Securities through authorized persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of 29 October 2007, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Securities or the Offers.

General

Neither this announcement nor the Offer to Purchase constitutes an offer to buy or a solicitation of an offer to sell Securities, and tenders of Securities in the Offers will not be accepted from Holders, in any jurisdiction in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require an Offer to be made by a licensed broker or dealer and a Dealer Manager or its affiliate is such a licensed broker or dealer in such jurisdictions, the Offer shall be deemed to be made on behalf of the relevant Company by such Dealer Manager or such affiliate, as the case may be, and no Offer is made in any such jurisdiction where the relevant Dealer Manager or its affiliate is not so licensed.