

**RIO TINTO
CHAIRMAN'S COMMITTEE
TERMS OF REFERENCE**

Purpose

The objective of the Committee is to act on behalf of the Board between scheduled Board meetings either in accordance with authority delegated by the Board from time to time or as specifically set out within these terms of reference.

Scope

The Committee shall focus primarily on:

- the review of Board and, as applicable, Board committee agendas, including the Board schedule of forward business;
- the implementation of Board decisions on transactions and other corporate matters;
- the annual review of any changes to the fees payable to non-executive directors (other than the Chairman of the Board); and
- where necessary and as mandated by the Board, to act as a sub-committee of the Board to take decisions on urgent matters between full Board meetings.

Membership

The Committee shall comprise the Chairman of the Board, the Chief Executive Officer and the Chief Financial Officer.

The Committee Chair shall be the Chairman of the Board.

Attendees

By invitation.

Quorum

The quorum shall be the Chairman and any one other Committee member. In the event of the unavailability of the Chairman, for any reason, and the business of the meeting being deemed to be urgent, the other two members of the Committee shall constitute a quorum.

Secretary

The Company Secretary of Rio Tinto plc, or a nominee, shall be the Secretary of the Committee.

Frequency

The Committee shall meet as any member, or the Secretary of the Committee, shall require.

Agenda and papers

The agenda and papers shall be available on request to all members of the Board.

Reporting procedures

The minutes of each Committee meeting shall be received by the Board.

Delegation

The Committee has the delegated authority of the Board in respect of the functions and powers in these terms of reference. The Committee may sub-delegate any or all of its powers and authority as it thinks fit including, without limitation the establishment of sub-committees to analyse particular issues or themes and to report back to the Committee.

Appendix - Committee responsibilities

- To assist the Chairman of the Board by providing a mechanism to ensure the smooth functioning of the Board and to ensure that its business and agendas are developed in alignment with Management;
- To undertake any corporate action in respect of the implementation of Board decisions on transactions, investments or divestments and other corporate matters;
- Other than for the Chairman of the Board, to undertake an annual review of non-executive directors' fees, including but not limited to, base fees, committee fees and overseas meeting allowances, and to recommend any changes for approval by the Board;
- To carry out any delegations by the Board to implement a decision taken by the Board;
- To undertake any corporate action permitted under the rules of Rio Tinto's all-employee share plans, including but not limited to, the granting of options, awards or rights, allotment and issue of all Ordinary shares, the release of Ordinary shares from treasury, any minor amendments to the plans' rules to benefit the administration of the plans and any related processes and procedures;
- To undertake any corporate action in respect of debt issues and other financial or risk or liability management instruments or transactions approved by the Chief Financial Officer in accordance with the authorities for treasury matters delegated to him/her from time to time;
- To review and approve guarantees, counter indemnities or comfort letters in the name of Rio Tinto plc or Rio Tinto Limited, in respect of the obligations of subsidiaries;
- To review and approve insurance and US self-bonding matters where the support (by way of the provision of guarantees, counter indemnities or comfort letters) of Rio Tinto plc or Rio Tinto Limited is required;
- To approve bank mandates;

- To authorise of the use of the company seals of Rio Tinto plc and Rio Tinto Limited and the execution of any deeds by those companies;
- To appoint representatives of Rio Tinto plc and Rio Tinto Limited by way of power of attorney or any other recognised local arrangement; and
- To review, consider or approve any other matter of a routine nature not reserved for the Board.