

**RIO TINTO
NOMINATIONS COMMITTEE
TERMS OF REFERENCE**

Purpose

The objective of the Committee is to assist the Board in ensuring its composition is regularly reviewed and refreshed in order that it is effective and able to operate in the best interests of shareholders.

Scope

The Committee shall focus primarily on:

- Board composition and performance;
- Board appointments; and
- Succession planning.

Membership

The Committee shall comprise all the non-executive directors.

The Committee Chair shall be the Chairman of the Board. In the Committee Chair's temporary absence, one of the other Committee members, either nominated by the Committee Chair or elected by the Committee, will act as Committee Chair.

Attendees

By invitation.

Quorum

A quorum of the Committee shall comprise any two Committee members.

Secretary

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

Frequency

The Committee shall meet not less than twice a year, and at other such times 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 Committee shall regularly report to the Board on the matters discussed.
- The Committee will report to the Board on its work in discharging its responsibilities during the year and the outcomes of its formal annual review and provide a summary report on these matters for inclusion in the Annual report.
- The Committee Chair (or another Committee member nominated by the Committee Chair) will attend the annual general meetings to respond to any shareholder questions on the Committee's activities.

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.

Resources

The Committee shall have full authority and resources to investigate all matters falling within its terms of reference and accordingly, the Committee may:

- Obtain, at the Group's expense, any independent professional advice as it considers necessary in connection with its purpose and secure the attendance of such advisers at its meetings.
- Have such direct access to the Group's resources as it may reasonably require including access to management.

Review and evaluation

The Committee will undertake a formal annual review of its effectiveness, including the role and responsibilities of the Committee, its organisation and effectiveness. This shall include a review of these terms of reference.

Appendix- Committee responsibilities

Board composition and performance

- To review regularly the structure, size and composition of the Board and make recommendations to the Board with regard to the mix of skills, knowledge, experience and diversity.
- To develop and recommend to the Board processes for the evaluation of the Board's performance, as well as that of its committees and individual directors.
- To review annually the time required to be committed to Group business by non-executive directors.
- To review any proposed appointment of any director to an executive or non-executive

role or other office (other than to Chairman or Chief Executive of the Company) and to make recommendations to the Board.

Board appointments

- To evaluate the balance of skills, knowledge, experience and diversity on the Board and, in the light of this evaluation, to identify the necessary and desired profile of potential candidates.
- To nominate for the consideration of the Board potential candidates to fill executive and non-executive director vacancies as and when they arise.
- To oversee the recruitment process for new non-executive directors including the formal assessment of each candidate and final selection process.
- To recommend to the Board for approval, the membership of Board committees as appropriate, in consultation with the Chairman of the Board and the respective committee chairmen.
- Having given due regard to their performance and ability to continue to contribute to the Board (in the light of the skills, knowledge, experience and diversity required), to recommend to the Board the re-appointment of any non-executive director at the conclusion of their specified term of office, or the election or re-election of directors by shareholders.
- To confirm the terms of the formal letter of appointment for a new non-executive director, setting out clearly what is expected in terms of time commitment, committee service and involvement outside of Board meetings.

Succession planning

- To review succession planning for the Board and Executive committee members, taking into account the challenges and opportunities facing the Group and the mix of skills, knowledge, experience and diversity needed in the future, making recommendations to the Board, as appropriate.
- To monitor the leadership needs of the Group, both executive and non-executive, with a view to ensuring the continued ability of the Group to compete effectively in the marketplace.