

**RIO TINTO
SUSTAINABILITY COMMITTEE
TERMS OF REFERENCE**

Purpose

The objective of the Committee is to oversee on behalf of the Board management processes, standards and strategies designed to manage social and environmental risks and achieve compliance with social and environmental responsibilities and commitments (together “sustainable development”).

Scope

The Committee shall have oversight of sustainable development responsibilities in the following areas:

- Safety
- Health
- Employment practices
- Relationships with communities
- Environment
- Human rights of communities, employees and operations
- Land access in respect of achieving widespread societal support of projects
- Political involvement in respect of ensuring no business unit involvement in party politics or payments to political parties or individuals

Membership

The Committee shall comprise three or more independent non-executive directors who shall be appointed by the Board.

The Committee Chair shall be an independent director appointed by 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. The Chair of the Board may be a member, but not Chair, of the Committee.

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 four times 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 and the minutes of each Committee meeting shall be received by the Board.
- 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.
- The Committee Chair (or another Committee member nominated by the Committee Chair) will attend the annual general meetings of the companies 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 from each party 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.
- Oversee the provision of an induction programme following the appointment of members and determine the ongoing training and development of its members, taking into account individual requirements.

Review and evaluation

The Committee will undertake a regular formal review of its performance, 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

Policies and standards

Review and recommend to the Board for adoption policies and standards relevant to the Committee scope.

Management processes and resources

- Oversee management processes designed to ensure compliance with the policies fall within the Committee's scope.
- Monitor the demonstration of management commitment to the behaviours required by the policies and standards within its scope.
- Monitor the resources applied to achieving compliance with the policies and standards within the Committee's scope.
 - Receive reports from relevant senior management on the implementation and operation of policies and standards within the Committee's scope.

Risk management

- Review at least annually periodic reports from senior management:
 - identifying the Group's material business risks within the Committee's scope; and
 - the risk management strategies and controls applied to these risks.

The whistle blowing programme

- Ensure proportionate and independent investigation matters reported under the programme within the Committee's scope.

Audit and assurance reviews

- Review independent audits and assurance reports of how policies and standards relevant to the Committee's scope are being implemented and what results are being achieved.

Reporting and external disclosures

- Recommend to the Board that the Sustainable Development Review in the annual report and other public documents be approved for disclosure.