

RIO TINTO

AUDIT COMMITTEE (the “Committee”)

TERMS OF REFERENCE

Adopted by the Board of Rio Tinto plc and Rio Tinto Limited on 1 August 2017

1. Purpose

The objective of the Committee is to assist the Board to monitor decisions and processes designed to ensure the integrity of financial reporting, sound systems of internal control and risk management.

2. Scope

The Committee shall be responsible for overseeing:

- a) Financial reporting
- b) Internal control, including internal control over financial reporting
- c) Risk management
- d) Internal audit
- e) External auditors
- f) The Integrity and Compliance Programme, including the whistle blowing programme

3. Membership

- 3.1. The Committee shall comprise three or more independent non-executive directors.¹
- 3.2. Appointments to the Committee should be made by the Board on the recommendation of the Nominations Committee, in consultation with the Committee chair.²
- 3.3. Appointments to the Committee shall be for a period of up to three years extendable by no more than two additional three-year periods, so long as members continue to be independent.
- 3.4. Committee members will be financially literate and at least one member of the Committee will have recent and relevant financial experience, with competence in accounting and/or auditing. The Committee as a whole shall have sufficient understanding of the sector in which the Group operates.³
- 3.5. 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

1 ASX Corporate Governance Principles (“ASX”) 4.1; Disclosure Guidance and Transparency Rules (“DTR”) 7.1.1; Financial Reporting Council Guidance on Audit Committees (“FRC AC Guidance”) 9; ICSA Terms of Reference for the Audit Committee (“ICSA Guidance”) 1.1; Financial Reporting Council UK Corporate Governance Code (“UK Code”) C.3.1

2 FRC AC Guidance 13

3 ASX 4.1 commentary; DTR 7.1.1; FRC AC Guidance 15; ICSA Guidance 1.2; UK Code C.3.1

Committee Chair.⁴

3.6. The Chair of the Board shall not be a member of the Committee but may attend Committee meetings by invitation.⁵

3.7. Only members of the Committee have the right to attend Committee meetings. It is expected that the Group Controller, the Head of Group Internal Audit and external audit lead partners will be invited to attend meetings on a regular basis.⁶

4. Secretary

The Group Company Secretary, or a nominee, shall be the secretary of the Committee.

5. Quorum

5.1. A quorum of the Committee shall comprise any two Committee members.⁷

5.2. Members of the Committee may attend in person or participate by other means, including teleconference or video conference.

6. Meetings

6.1. The Committee shall meet not less than four times a year, to coincide with key dates within the financial reporting and audit cycle, and at other such times as any member, or the secretary of the Committee, shall require.⁸

6.2. In addition, the Committee chairman, and to a lesser extent the other members, will be expected to keep in touch on a continuing basis with the key people involved in the Group's governance, including the Chair of the Board, the Chief Executive, the Chief Financial Officer, the external audit lead partner, the Head of Group Internal Audit and the Head of Ethics and Integrity as needed.⁹

7. Notice of Meetings

7.1. Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chair, or at the request of the external audit lead partner or Head of Group Internal Audit if they consider it necessary.¹⁰

7.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time, unless the Committee Chair (acting upon the advice of the Group Company Secretary), determines that it would be inappropriate for any one or more individuals to receive them.

8. Reporting procedures

4 ASX 4.1; DTR 7.1.2; ICSA Guidance 1.5

5 ICSA Guidance 1.2; UK Code C.3.1

6 FRC AC Guidance 20; ICSA Guidance 1.3

7 ICSA Guidance 3

8 FRC AC Guidance 18; ICSA Guidance 4.1

9 FRC AC Guidance 22; ICSA Guidance 4.2

10 ICSA Guidance 5.1

- 8.1. The Committee Chair shall report to the Board after each meeting on the matters discussed and the minutes of each Committee meeting shall be received by the Board.
- 8.2. The Committee will report to the Board on its work in discharging its responsibilities during the year, including:¹¹
- a) the significant issues and judgements that it considered in relation to the financial statements and how these issues were addressed;¹²
 - b) its assessment of the effectiveness of the external audit process and its recommendation on the appointment or reappointment of the external auditor;¹³
 - c) any other issues on which the Board has requested the Committee's opinion. In doing so, it should identify any matters in respect of which it considers that action or improvement is needed, whether the subject of a specific request by the Board or not, and make recommendations as to the steps to be taken; and ¹⁴
 - d) the outcomes of its formal effectiveness evaluation and provide a summary report on these matters for inclusion in the Group's Annual report.
- 8.3. Where there is disagreement between the Committee and the Board, adequate time should be made available for discussion of the issue with a view to resolving the disagreement.¹⁵
- 8.4. The Committee shall compile a report on its activities to be included in a separate section of the Group's annual report. The report should include:
- a) a summary of the role and work of the Committee;
 - b) how the Committee composition requirements have been addressed, and the names and qualifications of all members of the Committee during the period, if not provided elsewhere;
 - c) the number of Committee meetings;
 - d) how the Committee's performance evaluation has been conducted;
 - e) an explanation of how the Committee has assessed the effectiveness of the external audit process and of the approach taken to the appointment or reappointment of the external auditor; the length of tenure of the current audit firm; the current audit partner name, and for how long the partner has held the role; when a tender was last conducted; and advance notice of any retendering plan;¹⁶
 - f) the Committee's policy for approval of non-audit services; how auditor objectivity and independence is safeguarded; the audit fees for the statutory audit of the Group's consolidated financial statements paid to the auditor and

11 UK Code C.3.2

12 FRC AC Guidance 29 & 32

13 FRC AC Guidance 29

14 FRC AC Guidance 29

15 FRC AC Guidance 30

16 In addition to FRC AC Guidance 81; UK Code C.3.8

its network firms for audit related services and other non-audit services, including the ratio of audit to non-audit work; and for each significant engagement, or category of engagements, an explanation of what the services are and why the Committee concluded that it was in the interests of the Group to purchase them from the external auditor;¹⁷

- g) an explanation of how the Committee has assessed the effectiveness of internal audit and satisfied itself that the quality, experience and expertise of the function is appropriate for the business;¹⁸
- h) the significant issues that the Committee has considered, including issues in relation to the financial statements and how these were addressed, having regard to matters communicated to it by the auditors; the nature and extent of interaction (if any) with the FRC's Corporate Reporting; and¹⁹
- i) disclosures relating to significant findings and proposed actions following review by the FRC Audit Quality Review Team.²⁰

8.5. The Committee should exercise judgement in deciding which of the issues it considered in relation to the financial statements were significant and should describe them in a concise and understandable form (except where prejudicial to the interests of the Group).²¹

8.6. Where there is disagreement between the Committee and the Board which cannot be resolved, the Committee has the right to report the issue to the shareholders as part of the report on its activities in the annual report.²²

8.7. 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 or the Group's Annual report. The Committee members should be prepared to meet investors.²³

9. Delegation

9.1. 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.

9.2. Where appropriate to ensure the ongoing operating efficiency of the Committee, the Committee may delegate responsibility to the Committee Chair to execute decisions on its behalf. In these instances, the Committee Chair would, where appropriate, solicit the views of fellow Committee members.

17 In addition to FRC AC Guidance 81; UK Code C.3.8

18 UK Code C.3.6

19 In addition to FRC AC Guidance 81; UK Code C.3.8

20 FRC AC Guidance 80, 81; UK Code C.3.8

21 FRC AC Guidance 82, 83

22 FRC AC Guidance 30

23 FRC AC Guidance 80, 85; ICSA 7, UK Code E.2.3.

10. Resources

10.1. The Committee shall have full authority and resources to investigate all matters falling within its Terms of Reference and accordingly, the Committee may:²⁴

- a) obtain, at the Group's expense, any external independent professional or expert advice, as it considers necessary in connection with its purpose and, if required, secure the attendance of such advisors at its meetings;²⁵
- b) have such direct access to the Group's resources as it may reasonably require including access to management and to internal and external auditors (with or without management present); and ²⁶
- c) 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.²⁷

11. 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 and the qualifications of its members. This shall include a review of these Terms of Reference.²⁸

24 ASX 4.1 commentary; FRC AC Guidance 23,
25 ASX 4.1 commentary; FRC AC Guidance 26,
26 ASX 4.1 commentary; FRC AC Guidance 20,
27 FRC AC Guidance 16 & 17; ICSA Guidance 10
28 FRC AC Guidance 11

Appendix - Committee responsibilities

Financial reporting

- Monitor with management and the external auditors the integrity of financial statements of the Group including annual and interim reports, preliminary results announcements and any other formal statements relating to the Group's financial performance and report to the Board on significant financial reporting issues and judgements which they contain.²⁹

In particular, the Committee shall review and challenge where necessary:

- significant accounting policies and practices adopted by the Group (and compliance with financial reporting standards, listing rules and relevant legislation) and any changes to them;³⁰
- whether the Group has adopted appropriate accounting standards and policies and made appropriate estimates and judgements;³¹
- the methods used to account for significant or unusual transactions where the accounting treatment is open to different approaches;³²
- the clarity and completeness of disclosures in the financial statements and consider whether the disclosures made are set properly in context;³³
- all related information presented with the financial statements, including the strategic report; and;³⁴
- management's assessment of going concern and longer term viability.³⁵

Where the Committee is not satisfied with any aspect of the proposed financial reporting, it shall report its views to the Board.³⁶

- Recommend to the Board that the financial information in the annual and interim reports, annual report on Form 20-F and other public documents be approved.
- Advise the Board on whether the annual report taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy.³⁷
- Review annually the financial liabilities of the Group's post-retirement benefits.

Internal control, including internal control over financial reporting

- Review the Group's material internal controls, including financial, operational and compliance controls.³⁸
- Review the effectiveness of management processes and internal control over financial reporting, including the estimation and reporting of ore reserves and mineral resources.³⁹

29 ASX 4.1 commentary; DTR 7.1.3; FRC AC Guidance 32; UK Code C.2.1; C.2.2, C.3.2

30 FRC AC Guidance 33

31 ASX 4.1 commentary; FRC AC Guidance 34

32 FRC AC Guidance 33

33 FRC AC Guidance 34

34 FRC AC Guidance 36

35 FRC AC Guidance 44; UK Code C.1.3

36 FRC AC Guidance 35

37 ASX 4.1 commentary; FRC AC Guidance 37; UK Code C.1.1, C.3.4

38 FRC AC Guidance 40, 41; UK Code C.2.3, C.3.2

39 DTR 7.1.3; FRC AC Guidance 40

Risk management

- Monitor and review at least annually the maturity and effectiveness of management processes and controls designed to identify, assess, monitor and manage risk.⁴⁰
- Review and approve the viability statement included in the annual report and annual report on Form 20-F.⁴¹
- Review at least annually periodic reports from management:
 - identifying the Group's material business risks within the Committee's scope; and
 - the risk management strategies and controls applied to these risks.⁴²
- Assess whether the level of assurance it receives on risk management and internal controls is sufficient to establish whether the controls are operating effectively.⁴³

Internal Audit

- Approve the appointment and, if necessary dismissal, of the Head of Group Internal Audit ("GIA").⁴⁴
- Ensure the Head of GIA has direct access to the Board chairman and to the Committee and that GIA has a reporting line which enables it to be independent of the executive and so able to exercise independent judgement.⁴⁵
- Ensure the function has the necessary resources to fulfil its mandate and is equipped to perform in accordance with appropriate professional standards for internal auditors.⁴⁶
- Review and approve GIA work plans to ensure that these are aligned to reflect the Group's key risks and that GIA evaluates the effectiveness of the risk, compliance and finance functions as part of its work plan.⁴⁷
- Monitor and review on an annual basis, the effectiveness, objectivity and strategic focus of the GIA function. In undertaking a review of GIA's effectiveness the Committee should:
 - review and assess the annual work plan;
 - receive a report on the results of GIAs work;
 - monitor and assess the role and effectiveness of GIA in the overall context of the Group's risk management system, including whether an independent third party review of the processes is appropriate;
 - confirm it is satisfied that the quality, experience and expertise of the function is appropriate for the business; and
 - consider the actions management has taken to implement the recommendations of GIA and whether these support the effective working of GIA.⁴⁸

40 DTR 7.1.3; FRC AC Guidance 41; UK Code C.2.3

41 FRC AC Guidance 44

42 FRC AC Guidance 41

43 FRC AC Guidance 42

44 ASX 4.1 commentary; FRC AC Guidance 52

45 FRC AC Guidance 52

46 FRC AC Guidance 48, 51

47 ASX 4.1 commentary; FRC AC Guidance 48, 49, 50

48 ASX 4.1 commentary; FRC AC Guidance 48, 53-55; UK Code C.3.2, C3.3.6

- Meet with the Head of GIA without management being present to discuss the effectiveness of the function and matters relating to its remit and any issues arising from the audits.⁴⁹
- Approve the appointment of any internal audit outsource.

External auditors

- Oversee the Group's relations with the external auditor.⁵⁰

Appointment and tendering

- Assess on an annual basis, and report to the Board on, the qualification, expertise and resources, and independence of the external auditors and the effectiveness of the audit process.⁵¹
- Make recommendations to the Board, to be put to shareholders for approval at the AGM, in relation to the appointment, reappointment and removal of the external auditors.⁵²
- Initiate a tender process, at least once every 10 years, having regard to tender rules to:
 - oversee the selection process for possible new appointees; and
 - ensure that all tendering firms have access to necessary information and individuals during the tendering process.⁵³
- If the external auditor resigns, investigate the issues giving rise to such resignation and consider whether any action is required.⁵⁴
- Evaluate the risks to the quality and effectiveness of the financial reporting process, especially in light of the auditor's communications with the Committee.⁵⁵

Terms and remuneration

- Approve the terms of engagement and approve the fees and other remuneration paid to the external auditors for audit services, the Committee having satisfied itself that the level of fees payable in respect of the audit services provided is appropriate and that an effective, high quality audit can be conducted for such a fee.⁵⁶
- Review and agree the engagement letter issued by the external auditor at the start of each audit, ensuring that it has been updated to reflect changes in circumstances arising since the previous year.⁵⁷
- Review with the external auditors the scope of their audit and, if not satisfied as to its adequacy, arrange for additional work to be undertaken.⁵⁸

Independence, including the provision on non-audit services

49 FRC AC Guidance 21, 54

50 FRC AC Guidance 57

51 FRC AC Guidance 60

52 ASX 4.1 commentary; FRC AC Guidance 58; UK Code C.3.2, C.3.7

53 FRC AC Guidance 59

54 FRC AC Guidance 61

55 FRC AC Guidance 62

56 FRC AC Guidance 58, 63, 65

57 FRC AC Guidance 64

58 ASX 4.1 commentary; FRC AC Guidance 64

- Assess the independence and objectivity of the external auditor annually, taking into consideration legal, regulatory and professional requirements. The assessment should consider:
 - the annual disclosure from the statutory auditor;
 - all relationships between the Group and the audit firm and with the audit firm's network firms, and any safeguards established by the external auditor;
 - whether, taken as a whole and having regard to the views, as appropriate, of the external auditor, management and internal audit, those relationships appear to impair the auditor's independence and objectivity;
 - discussions with the auditor about the threats to their independence and the safeguards applied to mitigate those threats;
 - the audit firm's policies and processes for maintaining independence and monitoring compliance with relevant requirements, including those regarding the rotation of audit partners and staff; and
 - the audit firm's compliance with the Ethical Standard, the level of fees that the Group pays in proportion to the overall fee income of the firm, or relevant part of it, and other related regulatory requirements.⁵⁹
- Agree with the Board the Group's policy for the employment of former employees of the external auditor, and monitor application of the policy.⁶⁰
- Recommend to the Board the policy for the rotation of the external audit partners and disclose to shareholders if the audit partner does not rotate after five years.⁶¹
- Review and approve the Non Audit Services Policy:
 - the supply of non-audit services by the external auditor
 - the pre-approval of the engagement of the external auditors to provide non-audit services

Annual audit cycle

- Ensure that appropriate plans are in place for the audit at the start of each audit cycle. The Committee should consider whether the auditor's overall work plan, including planned levels of materiality and proposed resources to execute the audit plan, appears consistent with the scope of the audit engagement, having regard also to the seniority, expertise and experience of the audit team.⁶²
- Review with the external auditors the findings of the audit with the external auditor. This shall include:
 - a discussion of major issues that arose during the course of the audit and have subsequently been resolved and those issues that have been left unresolved;
 - how the auditor addressed the risks to audit quality;
 - weighing the evidence received in relation to each of the areas of significant judgment and review key accounting and audit judgements;
 - auditor perception of their interactions with senior management and other members of the finance team; and

⁵⁹ ASX 4.1 commentary; DTR 7.1.3; FRC AC Guidance 66, 67, 68; UK Code C.3.2

⁶⁰ FRC AC Guidance 69

⁶¹ FRC AC Guidance 70

⁶² ASX 4.1 commentary; FRC AC Guidance 75

- levels of errors identified during the audit, obtaining explanations from management and, where necessary, the external auditors as to why certain errors might remain unadjusted.⁶³
- Review and monitor the responsiveness of management to the external auditor's findings and recommendations.⁶⁴
- Review letters of management representations requested by the external auditors in relation to the financial statements in the annual and interim reports, annual report on Form 20-F and other public documents. Prior to signature, the Committee should consider:
 - matters where the representation has been requested that relate to non-standard issues; and
 - whether the information provided is complete and appropriate based on its own knowledge.⁶⁵
- Periodically review the performance of the external auditors and the effectiveness of the audit process, taking into consideration mind-set and culture; skills, character and knowledge; quality control; and judgement, including the robustness and perceptiveness of the auditors in handling key judgements, responding to questions from the Committee, and in their commentary where appropriate on the systems of internal control.⁶⁶

In the course of the review, the Committee should;

- discuss with the external auditor how risks to audit quality are identified and addressed and key audit firm and network level controls the auditor relied on to address the identified risks to audit quality and the findings from internal and external inspections of their audit and their audit firm;
- review whether the auditor has met the agreed audit plan and understand the reasons for any changes, including changes in perceived audit risks and the work undertaken by the external auditors to address those risk;
- obtain feedback about the conduct of the audit from key people involved, for example the Chief Financial Officer and the Head of Group Internal Audit and consider the external auditor's reliance on internal audit;
- review and monitor the content of the external auditor's management letter, and other communications with the Committee, to assess whether it is based on a good understanding of the Group's business and establish whether recommendations have been acted upon and, if not, the reasons why they have not been acted upon; and
- review the significance of any findings arising from a review of the Group's audit by the FRC Audit Quality Review team.⁶⁷
- Periodically meet with the external auditors, independently of management, to discuss the quality of the Group's accounting principles, material judgments and any other matters that the Committee or external auditors deem appropriate.⁶⁸

The Integrity and Compliance Programme, including the whistle blowing programme

63 FRC AC Guidance 76

64 FRC AC Guidance 77

65 FRC AC Guidance 77

66 ASX 4.1 commentary; FRC AC Guidance 78

67 DTR 7.1.3; FRC AC Guidance 79; UK Code C.3.5

68 FRC AC Guidance 21

- Approve the development and implementation of the Group's Integrity and Compliance Programme.
- Approve the appointment and, if necessary, dismissal of the Head of Ethics & Integrity.
- Monitor and review the effectiveness, objectivity, strategic focus and resourcing of the Ethics & Integrity function.
- Meet independently with the Head of Ethics & Integrity at least annually to discuss any significant difficulties encountered, including any restrictions on the scope of work or access to required information.
- Review the effectiveness of the Group's Integrity and Compliance Programme, including:
 - standards of business conduct as embodied in *The way we work* and related business integrity and anti-bribery policies and standards;
 - management's assessment of material compliance risks, mitigation strategies to address them and ongoing monitoring; and
 - the framework developed by management in relation to data privacy matters.
- Review systems, including the whistle blowing programme, that enable employees and others to raise concerns about possible improprieties (including regarding accounting and auditing) and how such matters are handled, including reviewing management reports on allegations/investigations of fraud, bribery and other serious wrongdoing.⁶⁹
- Ensure proportionate and independent investigation of matters reported under the programme.
- Review reports on the Group's compliance with material compliance obligations, including *The way we work*, anti-corruption, bribery, fraud and privacy laws and regulations and monitor reporting of fraud, bribery and improper acts.
- Evaluate the effectiveness of the processes and reporting systems put in place by management to deal with inappropriate business conduct and integrity.

Approvals History

| Date | Version | Approved By | Details |
|------|---------|-------------|---------|
|------|---------|-------------|---------|

⁶⁹ UK Code C.3.5

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| 27/11/2015 | 1.0 | The Board of Directors | |
| 01/08/2017 | 2.0 | The Board of Directors | Inclusion of substantive changes agreed by the Audit Committee on 31 July 2017 and format change for consistency across all Committee Terms of Reference |
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