

RIO TINTO

NOMINATIONS 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 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.

2. Scope

The Committee shall focus primarily on:

- a) board composition and performance;
- b) board appointments; and
- c) succession planning (executive and non-executive).

3. Membership

3.1. The Committee shall comprise all the non-executive directors.

3.2. 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.

3.3. Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

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.

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

6. Meetings

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.

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.
- 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 (where appropriate) 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

- 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 full Board (as appropriate).
- 8.2. The Committee will report to the Board on its work in discharging its responsibilities during the year and the outcomes of its formal annual evaluation and provide a summary report on these matters for inclusion in the Annual report.
- 8.3. 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.

9. 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.

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:
 - 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; and
 - b) have such direct access to the Group's resources as it may reasonably require including access to management.

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.

This shall include a review of these Terms of Reference.

Appendix - Committee responsibilities

Board composition and performance

1. 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.
2. 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.
3. To review annually the time required to be committed to Group business by non-executive directors.
4. To review any proposed appointment of any executive director or other Executive committee members to non-executive roles and to make recommendations to the Board.
5. For both existing members of the Board and potential new appointments to the Board, review other non-executive and executive director positions held or proposed to be held by the relevant individuals and their consequent time availability to ensure that: (a) those relevant individuals have sufficient time to devote to their Board and Committee roles; and (b) any actual or perceived conflicts of interest arising from such external appointments are managed appropriately, including any situational conflicts for the purposes of the UK Companies Act.
6. Subject to paragraph 5 above, to authorise the Chairman, acting jointly with the Group Company Secretary and having also consulted with the Chief Executive, to approve Board members taking on additional external appointments and assignments from time to time and as appropriate.

Board appointments

7. 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.
8. To nominate for the consideration of the Board potential candidates to fill executive and non-executive director vacancies as and when they arise.
9. To oversee the recruitment process for new non-executive directors including the formal assessment of each candidate and final selection process.
10. 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.
11. 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.

12. 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

13. 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.
14. 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.

Approvals History

| Date | Version | Approved By | Details |
|-------------|----------------|------------------------|---|
| 11/02/2014 | 1.0 | The Board of Directors | |
| 01/08/2017 | 2.0 | The Board of Directors | Format change for consistency across all Committee Terms of Reference and inclusion of paragraphs 5 and 6 of Committee responsibilities |
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