

RioTinto

Role and Responsibilities of the Chief Executive

1. Background

- 1.1 This document sets out the role and responsibilities of the chief executive of Rio Tinto plc and Rio Tinto Limited (each a “Company” and together the “Companies”).
- 1.2 Only the board may change any of these provisions.
- 1.3 In this document, “Group” means the Companies and its subsidiary undertakings.

2. Role

- 2.1 The chief executive reports to the chairman and to the board directly and is responsible for all executive management matters of the Group. All members of executive management report directly to the chief executive.
- 2.2 To conduct the affairs of the Group in accordance with the highest standard of integrity, probity and applicable principles and rules of the UK Listing Authority and ASX Listing Rules, the articles of association of Rio Tinto plc, the constitution of Rio Tinto Limited and the resolutions of the board in effect from time to time and to also have regard to the UK Corporate Governance Code and the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations.

3. Responsibilities

- 3.1 To manage the Group on a day-to-day basis within the authority delegated by the board.

Strategy and operations

- 3.2 To develop and propose Group strategy, annual plans and commercial objectives to the board, having regard to the Companies’ responsibilities to its shareholders and the Group’s responsibilities to its customers, employees and other stakeholders.
- 3.3 To lead the executive team in the day-to-day management of the Group to pursue the Group’s commercial objectives and execute Group strategy, as approved by the board.
- 3.4 To identify and execute strategic opportunities for the Group, whilst optimising as far as possible the use of the Group’s resources.
- 3.5 To review regularly the Group’s operational performance and strategic direction and to maintain a dialogue with the chairman and the board on important and strategic issues facing the Group.

Risk and Compliance

- 3.6 To manage the Group’s risk profile, including the health and safety performance of the business, in line with the extent of risk identified as acceptable by the board and to ensure that appropriate internal controls are in place.

- 3.7 To ensure, with the support of the Group company secretary, that the executive team complies with the terms on which matters are delegated by the board, and the terms of reference of board committees, and to ensure matters outside the authority of the executive team are escalated to the board.
- 3.8 To support the chairman in order to ensure that appropriate governance standards are applied throughout the Group.
- 3.9 To develop Group policies for board approval and implement them, including the share dealing code and communications policy.

Remuneration and Succession Planning

- 3.10 To make recommendations on remuneration policies, executive remuneration and terms of employment for senior employees.
- 3.11 To advise and make recommendations in respect of executive and senior management nominations and succession planning.
- 3.12 To ensure that the Companies and Group develop strategies and make plans for the succession and replacement of key personnel.
- 3.13 To ensure that the development needs of the executive directors and senior management are identified and met.

Leadership and Communication

- 3.14 To ensure, with the executive team, that board decisions are implemented effectively and that significant decisions made by the executive and investment committee are communicated to the board.
- 3.15 To ensure the executive team gives appropriate priority to providing accurate, clear and timely reports to the board.
- 3.16 To set an example and to communicate to the Group's employees the expectations of the board in relation to the Group's culture, value and behaviour.
- 3.17 To keep the chairman informed of all important matters and alerted to potential complex, contentious or sensitive issues affecting the Group.
- 3.18 To lead communications with shareholders and other stakeholders, ensuring that appropriate, timely and accurate information is disclosed to the market, with issues escalated promptly to the Disclosure Committee where appropriate.
- 3.19 To provide, with the chairman, coherent leadership of the Companies and the Group, including representing the Group to customers, suppliers, shareholders, financial institutions, employees, the media, the community and the public, and keeping the chairman informed on all important matters.

Approvals History

Date	Version	Approved By	Details
01/08/2017	1.0	The Board of Directors	Original document adopted by the Board