

## **Role and Responsibilities of the Chairman**

### **1. Background**

- 1.1 This document sets out the role and responsibilities of the chairman 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 of the Chairman**

- 2.1 The chairman leads the board and is responsible for its overall effectiveness. The chairman is not responsible for the day-to-day management of the Group.
- 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**

#### *Management of the Board and its Committees*

- 3.1 To run the board effectively by ensuring meetings are held with appropriate frequency and that the board agenda is focused primarily on strategy, risks (and opportunities), performance, value creation, culture, stakeholders, governance and accountability, and ensuring that material decisions relevant to these issues are reserved for board decision.
- 3.2 To ensure appropriate delegation of authority from the board to executive management.
- 3.3 To demonstrate objective judgement and promote a culture of openness and debate.
- 3.4 To facilitate constructive board relations by encouraging the engagement and effective contribution of all directors, drawing on their skills, experience and knowledge.
- 3.5 To ensure the board receives accurate, clear and timely information to support sound decision-making and enable individual directors to fulfil their duties as directors.
- 3.6 To manage the board in a way that allows enough time for discussion of issues, especially those that are complex or contentious.
- 3.7 To ensure, with the support of the Group company secretary, compliance with board-approved procedures, such as the schedule of matters reserved to the board and the terms of reference of each board committee, and to ensure that they are reviewed by the board at least annually.

- 3.8 To ensure the effective implementation of the board's decisions and strategy.
- 3.9 To oversee the Group company secretary's responsibilities for ensuring good information flows within the board and its committees and between senior management and non-executive directors.
- 3.10 To hold meetings appropriately throughout each year with the non-executive directors without executive directors or senior management present.
- 3.11 To develop a productive working relationship with the chief executive, providing support and advice, while respecting executive responsibility.
- 3.12 To secure the necessary authority from the board when entering into any commitment on behalf of the Companies that does not fall within the chairman's authority.

Director performance, induction, training and development

- 3.13 To ensure the frequency and depth of evaluation of the performance of the board and its committees is in compliance with best practice and appropriate action, if required, is taken on the results of any such evaluation and to confirm that an individual's performance continues to be effective and continues to demonstrate commitment to the role when they are proposed for re-election.
- 3.14 To ensure, with the support of the Group company secretary, that new directors are provided with a full, formal and tailored induction programme on joining the board and to provide guidance and mentoring to new directors as appropriate.
- 3.15 To ensure, with the support of the Group company secretary, that the development and on-going training needs of individual directors and the board as a whole are reviewed at least annually and agreed

Succession planning

- 3.16 To chair the Nominations Committee, to lead the process for board appointments and to identify and recommend candidates for the approval of the board to fill board vacancies and as additional board members to enhance the effectiveness, diversity, skills, knowledge, leadership and experience of the board (but the chairman shall not act in relation to the appointment of a successor chairman).
- 3.17 To ensure that clear and timely board and board committee succession plans are in place.

External stakeholders

- 3.18 To ensure effective communication by the Group with its shareholders, including discussing governance, remuneration, strategy and performance against strategy with major shareholders, and by chairing shareholder meetings.
- 3.19 To ensure that shareholders' views are communicated to the board as a whole so that all directors develop an understanding of their views.
- 3.20 To lead, with the chief executive, the Group's relationships with governments, authorities, regulators and other stakeholders.

Shareholder meetings

- 3.21 To arrange for all directors (either physically or by video link) to attend the annual general meetings and for the chairs of the Audit, Sustainability and Remuneration Committees to be available to answer questions at the annual general meetings.

### Approvals History

<b>Date</b>	<b>Version</b>	<b>Approved By</b>	<b>Details</b>
01/08/2017	1.0	The Board of Directors	Original document adopted by the Board
26/02/2019	2.0	The Board of Directors	Revisions to incorporate new 2018 UK Code