

## **RULES FOR DEALING IN SECURITIES OF RIO TINTO EFFECTIVE DATE 2 AUGUST 2016**

The Rio Tinto Rules for Dealing in Securities (the Code) apply to all Group employees and members of the board of Rio Tinto plc and Rio Tinto Limited (the Company). The rules are designed to ensure that you do not misuse, or place yourself under suspicion of misusing, information about the Group which you have and which is not available to other investors.

Failure to comply with this Code may result in internal disciplinary procedures. Depending on the circumstances it may also mean that you and any other person involved in a prohibited dealing has committed civil and/or criminal offences.

If you are not sure whether you can deal in securities of the Company (“Company Securities”) please read the practical guidance set out on the next page, or speak to the Group Company Secretary.

1. You cannot at any time tell anyone (including your family, friends and business acquaintances) any confidential information about the Group. In addition, if any information you have about the Company is also “inside information” (see practical guidance on the next page) you cannot:
  - deal in any Company Securities or any instruments linked to them;
  - recommend, encourage or induce somebody else to do the same; and/or
  - disclose the inside information except where you are required to do so as a part of your employment or duties (you will know if this is the case).

This behaviour is known as “insider dealing” and “unlawful disclosure of inside information”. The prohibition on insider dealing applies even if you will not profit from the dealing.

2. From time to time, as a part of your employment or duties, you may come across information which is not inside information in relation to the Group, but which is inside information in relation to a different company (for example, a company that is a customer of or supplier to the Group). You must not do any of the above in relation to that company or its securities when you have inside information in relation to that company.
3. It is the Group’s policy that certain individuals may from time to time be designated “Restricted Persons”. This is because their involvement in a particular transaction or business situation (for example, the annual results process) means that they may have access to sensitive information.

You will be notified if you have been designated a Restricted Person and will also be notified when you are no longer a Restricted Person.

If and for so long as you are a Restricted Person, you cannot deal in the Company’s Securities without obtaining advance clearance from the Group Company Secretary through the Group’s dealing platform accessible via the Secretariat Intranet. As well as requiring details about your proposed dealing, submission of a dealing request means that you confirm that you do not have any inside information. The only exception to this clearance requirement is where you have been advised by or on behalf of the Group Company

## Rules for dealing in securities of Rio Tinto (cont.)

Secretary that clearance is not required in relation to a particular type of dealing (for example, in relation to myShare or other share schemes).

If the Group Company Secretary is a Restricted Person and seeking clearance, they will seek clearance from the CEO.

If you are a Restricted Person because you are on a confidential project list for the Company's annual or half year results you cannot deal on your own account, or for the account of a third party, directly or indirectly, in any securities of the Company during the **longer** of (i) the period from the end of the relevant financial period up to the date of publication of the annual or interim results or (ii) the period of 30 calendar days before the date of such publication (each a **Closed Period**). The Company will give you advance notice of the dates of the Closed Periods.

The Company will not normally give you reasons why you have been designated a Restricted Person or if you are refused permission to deal. You must keep any refusal confidential and not discuss it with any person. Where permission to deal is given you will be required to deal as soon as possible and in any event within two business days of the permission being given.

You may from time to time also be notified by the Company that you are on an Insider List (and you will also be notified when this is no longer the case). If you are on an Insider List you will be deemed to have inside information about the Company and will be informed of the existence of a prohibited period and for the term of such period you cannot deal on your own account, or for the account of a third party, directly or indirectly, in any securities of the Company.

### **Group Securities Dealing Code – practical guidance**

The Group Securities Dealing Code refers to three key concepts: “inside information”, “dealing” and “securities”. These are derived from detailed legal provisions. Below we give some summary practical guidance on those concepts.

If you have any questions about them or this Code, please speak to the Group Company Secretary or email [riotintodealingrules@riotinto.com](mailto:riotintodealingrules@riotinto.com).

**Inside information** - information about the Group which is not publicly available and would be likely to have a significant effect on the Company's share price if announced. The Group's Disclosure Committee is responsible for determining whether Inside Information exists.

**Dealing** - covers a very wide range of transactions in a company's securities, for example, buying or selling Company Securities. It also includes exercising options or awards under any of our share schemes, using the Company's shares as security for a loan and entering into any derivative contract which relates to the Company Securities.

If you have entered into a commitment to deal at a time when you were not restricted, any consequential dealing may be permissible (for example, in relation to the Group's share incentive plans). You should speak to the Group Company Secretary if you think this might apply to you.

**Securities** - covers any publicly traded securities including, for example, shares, bonds, notes and depositary receipts and any financial instruments linked to them, such as derivatives.

## Rules for dealing in securities of Rio Tinto (cont.)

### Addendum for PDMRs

A “**PDMR**” means a person discharging managerial responsibilities in respect of the Company, being either a director of the Company; or any other employee of the Company who has been told that he or she is a PDMR. Rio Tinto has determined that, in addition to the directors all members of the Group Executive Committee are PDMRs. For the purposes of this Share Dealing Code the term PDMR includes a KMP. A KMP or key management personnel has the meaning given in the Australian accounting standards, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company. All PDMRs are Restricted Persons for the purposes of the Code.

This addendum only applies to **PDMRs** of the **Company**.

1. Unless the Company has given you advance permission in accordance with Section 3, you cannot deal on your own account, or for the account of a third party, directly or indirectly, in any securities of the Company during the longer of (i) the period from the end of the relevant financial period up to the date of publication of the interim report, and preliminary results or (ii) the period of 30 calendar days before the date of such publication (each a **Closed Period**).
2. A PDMR (and their closely related parties, as that term is defined in the Australian Corporations Act) must not engage in hedging or other arrangements which limit the economic risk in connection with unvested securities issued or otherwise allocated to the PDMR as remuneration, including pursuant to any employee share scheme or Company Securities that have vested, but remain subject to a holding period.
3. The Company only has a very limited ability to permit you to trade during a Closed Period but may, as an exception, allow you to do so where the proposed trading activity:
  - is a sale of shares and is necessary because of exceptional circumstances such as severe financial difficulty which cannot be satisfied otherwise than by immediately selling the relevant shares;
  - is in relation to specific types of employee benefit scheme;
  - is a transfer between your own security accounts and does not result in a change in price of the securities; or
  - is in relation to a share qualification contained in the Company’s articles of association or constitution and you have satisfactorily explained to the Company why the acquisition did not happen earlier,

provided that in each case you are able to demonstrate that the particular trade cannot be executed at any time other than in the relevant Closed Period and do not have inside information. If you wish to seek permission to trade during a Closed Period in reliance on one of the above circumstances, you should apply for advance clearance from the Group Company Secretary through the Group’s dealing platform accessible via the Secretariat Intranet. The Group Company Secretary will need to provide you with prior written clearance before you trade during a Closed Period. A

## Rules for dealing in securities of Rio Tinto (cont.)

PDMR who is given clearance to deal in such circumstances must deal no later than two business days from clearance being received.

4. Please talk to the Group Company Secretary in advance about any proposed transactions in the Company's securities and encourage any persons who are closely associated with you (your **PCAs**) to do the same. In any event, whether or not the Company is in a Closed Period, every transaction in the Company's Securities conducted on your own account, or on the account of any of your PCAs, must be promptly notified by that person to:

- the Group Company Secretary no later than one business day after the relevant transaction; and
- in the case of Rio Tinto plc Securities, the FCA no later than three working days after the relevant transaction (the Group Company Secretary will assist you and your PCAs with this if you ask him/ her either before, or as soon as, the transaction has taken place).

Your "PCAs" are: (i) your spouse or civil partner; (ii) your dependent children, meaning children or stepchildren under the age of 18 years who are unmarried and do not have a civil partner, (iii) a relative who has shared the same household as you for at least one year on the date of dealing; and (iv) a legal person, trust or partnership, the managerial responsibilities of which are discharged by you or by one of the persons in paragraphs (i) to (iii), which is directly or indirectly controlled by such a person, which is set up for the benefit of such a person, or the economic interests of which are substantially equivalent to those of such a person.

The Group Company Secretary will ensure compliance with ASX rules with regard to notifications in relation to Rio Tinto Limited Securities by directors of the Company.

5. You must inform:
  - your PCAs in writing of their obligations under Addendum Section 4 and keep a copy of that notification; and
  - the Group Company Secretary of the identity of your PCAs (including any changes to that list).