

RioTinto

2015 Notice of annual general meeting

The annual general meeting of Rio Tinto plc will be held at 11.00am on Thursday, 16 April 2015 at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London, SW1.

This document is important and requires your immediate attention. If you have any doubts about the action you should take, contact your stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000, immediately.

If you have sold or transferred all your shares in Rio Tinto plc, please send this document, together with the accompanying documents, at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

If you are unable to attend the annual general meeting, you can view the webcast at riotinto.com

Rio Tinto plc

Registered office:
2 Eastbourne Terrace
London
W2 6LG

(Registered in England, No: 719885)

Letter from the chairman

Dear Shareholder,

I am pleased to invite you to Rio Tinto plc's annual general meeting, which will be held at 11.00am on Thursday, 16 April 2015 at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London, SW1.

This notice of meeting describes the business that will be proposed and sets out the procedures for your participation and voting. Your participation in the annual general meeting is important to Rio Tinto and a valuable opportunity for the board to consider with shareholders the performance of the Group. Please note that only shareholders, proxy holders and corporate representatives in attendance at the meeting will be eligible to ask questions of the directors.

This year the business of the meeting will include three separate resolutions relating to remuneration. They deal with the approval of the Group's 2014 Remuneration Report or aspects thereof under UK legislation (resolutions 2 and 3) and Australian legislation (resolution 4) respectively. Resolution 2 seeks approval from shareholders for a slightly updated remuneration policy as explained in the annual statement from the chairman of the Remuneration Committee on page 64 of the 2014 Annual report.

I am also pleased to include two resolutions to elect the new non-executive directors who joined your board since the last annual general meetings, Megan Clark and Michael L'Estrange. Lord Kerr and Michael Fitzpatrick will be retiring from the board following the conclusion of the Rio Tinto Limited annual general meeting and are not seeking re-election. I am very grateful to John and Mike for their immense contribution to Rio Tinto over many years. They have both provided tremendous support during their tenure and I wish them well for the future.

Under the authorities granted at the 2014 annual general meetings of Rio Tinto plc and Rio Tinto Limited, on 12 February 2015 Rio Tinto announced a share buy-back programme, comprising an on-market buy-back of shares in Rio Tinto plc and an off-market buy-back of Rio Tinto Limited ordinary shares, to return up to US\$2.0 billion to shareholders during 2015. The off-market buy-back of Rio Tinto Limited shares is, subject to market conditions, expected to be completed under the terms of the current shareholder authority and before the date of the 2015 annual general meetings. The on-market buy-back of Rio Tinto plc's shares is expected to be completed during 2015.

Your directors are unanimously of the opinion that all of the resolutions to be proposed are in the best interests of shareholders and of Rio Tinto as a whole. Accordingly, they recommend that you vote in favour of all the resolutions.

If you are unable to attend the meeting to vote in person, please complete and submit your proxy form in line with the instructions on page 9. Submitting a proxy form will ensure your vote is recorded but will not prevent you from attending and voting at the meeting itself. If you are unable to attend the meeting we will be webcasting the event again this year on the Rio Tinto website.

The corresponding Rio Tinto Limited annual general meeting will take place in Perth, Australia on Thursday, 7 May 2015. The result of the vote at the Rio Tinto plc meeting on resolutions 1 to 18, which are also being proposed to the Rio Tinto Limited meeting, will be determined when the relevant polls are closed at the end of the Rio Tinto Limited annual general meeting. The overall results will be announced to the relevant stock exchanges and posted on our website after that date. The results of resolutions 19 to 22, which only apply to Rio Tinto plc, will be released as soon as possible following the Rio Tinto plc meeting.

We look forward to your participation at the annual general meeting and thank you for your continued support.

Yours sincerely



Jan du Plessis
Chairman

4 March 2015

Notice of annual general meeting

Notice is given that the annual general meeting of Rio Tinto plc (the "Company") will be held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London, SW1 at 11.00am on Thursday, 16 April 2015, for the following purposes:

Resolution 1

Receipt of the 2014 Annual report

To receive the Company's financial statements and the reports of the directors and auditors for the year ended 31 December 2014.

Resolution 2

Approval of the Remuneration Policy Report

To approve the Remuneration Policy Report as set out in the 2014 Annual report on pages 66 to 73.

Resolution 3

Approval of the Directors' Report on Remuneration and Remuneration Committee chairman's letter

To approve the Directors' Report on Remuneration for the year ended 31 December 2014 and the Remuneration Committee chairman's letter as set out in the 2014 Annual report on pages 64 to 100 (save for pages 66 to 73).

Resolution 4

Approval of the Remuneration Report

To approve the Remuneration Report for the year ended 31 December 2014 as set out in the 2014 Annual report on pages 64 to 100.

Resolution 5

To elect Megan Clark as a director

Resolution 6

To elect Michael L'Estrange as a director

Resolution 7

To re-elect Robert Brown as a director

Resolution 8

To re-elect Jan du Plessis as a director

Resolution 9

To re-elect Ann Godbehere as a director

Resolution 10

To re-elect Richard Goodmanson as a director

Resolution 11

To re-elect Anne Lauvergeon as a director

Resolution 12

To re-elect Chris Lynch as a director

Resolution 13

To re-elect Paul Tellier as a director

Resolution 14

To re-elect Simon Thompson as a director

Resolution 15

To re-elect John Varley as a director

Resolution 16

To re-elect Sam Walsh as a director

Resolution 17

Re-appointment of auditors

To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office until the conclusion of the next annual general meeting at which accounts are laid before the Company.

Resolution 18

Remuneration of auditors

To authorise the Audit Committee to determine the auditors' remuneration.

Resolution 19

General authority to allot shares

That the directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the 2006 Act) to exercise all the powers of the Company to allot, or to grant rights to subscribe for or convert any securities into shares:

- (a) up to an aggregate nominal amount of £46,655,859;
- (b) comprising equity securities (as defined in the 2006 Act) up to a further nominal amount of £46,655,859 in connection with an offer by way of a rights issue.

Such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the 2006 Act and to expire on the later of 16 April 2016 and the date of the 2016 annual general meeting of the Company but, in each case, so that the Company may make offers and enter into agreements during this period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority ends.

For the purposes of this resolution, "rights issue" means an offer to:

- (a) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (b) people who are holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities, to subscribe further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

Resolution 20

Disapplication of pre-emption rights

That, subject to the passing of resolution 19 above, the directors be empowered to allot equity securities (as defined in the 2006 Act) wholly for cash:

- (a) pursuant to the authority given by paragraph (a) of resolution 19 or where the allotment constitutes an allotment of ordinary shares by virtue of section 560(3) of the 2006 Act in each case:
 - (i) in connection with a pre-emptive offer; and
 - (ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £9,247,863; and
- pursuant to the authority given by paragraph (b) of resolution 19 in connection with a rights issue,
- as if Section 561(1) of the 2006 Act did not apply to such allotment.

Such power shall expire on the later of 16 April 2016 and the date of the 2016 annual general meeting of the Company, but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends and the board may allot equity securities under any such offer or agreement as if the power had not ended.

For the purposes of this resolution:

- (a) "rights issue" has the meaning as in resolution 19;
- (b) "pre-emptive offer" means an offer of equity securities, open for acceptance for a period fixed by the directors, to (i) holders (other than the Company) on the register on a record date fixed by the directors of ordinary shares in proportion to their respective holdings; and (ii) other persons so entitled by virtue of the rights attaching to

Notice of annual general meeting continued

- +any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;
- (c) reference to an allotment of equity securities shall include a sale of treasury shares; and
- (d) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.
- (b) the Company be authorised for the purpose of Section 694 of the 2006 Act to purchase off-market from Rio Tinto Limited and any of its subsidiaries any RTP Ordinary Shares acquired under the authority set out under (a) above pursuant to one or more contracts between the Company and Rio Tinto Limited on the terms of the form of contract which has been produced to the meeting (and is for the purpose of identification marked "A" and initialled by the company secretary) (each, a Contract) and such Contracts be approved, provided that:
- such authorisation shall expire on the later of 16 April 2016 and the date of the 2016 annual general meeting;
 - the maximum total number of RTP Ordinary Shares to be purchased pursuant to Contracts shall be 141,381,390; and
 - the price of RTP Ordinary Shares purchased pursuant to a Contract shall be an aggregate price equal to the average of the middle market quotations for RTP Ordinary Shares as derived from the London Stock Exchange Daily Official List during the period of five business days immediately prior to such purchase multiplied by the number of RTP Ordinary Shares the subject of the Contract or such lower aggregate price as may be agreed between the Company and Rio Tinto Limited, being not less than one penny.

Resolution 21

Authority to purchase Rio Tinto plc shares

That:

- (a) the Company, Rio Tinto Limited and any subsidiaries of Rio Tinto Limited be authorised to purchase ordinary shares issued by the Company (RTP Ordinary Shares), such purchases to be made in the case of the Company by way of market purchase (as defined in Section 693 of the 2006 Act), provided that this authority shall be limited:
- so as to expire on the later of 16 April 2016 and the date of the 2016 annual general meeting, unless such authority is renewed prior to that time (except in relation to the purchase of RTP Ordinary Shares, the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry);
 - so that the number of RTP Ordinary Shares which may be purchased pursuant to this authority shall not exceed 141,381,390;
 - so that the maximum price payable for each such RTP Ordinary Share is an amount equal to the higher of (a) five per cent above the average of the middle market quotations for RTP Ordinary Shares as derived from the London Stock Exchange Daily Official List during the period of five business days immediately prior to such purchase and (b) the higher of the price of the last independent trade and the highest current bid as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buy-back programmes and stabilisation of financial instruments (No 2273/2003); and
 - so that the minimum price payable for each such RTP Ordinary Share shall be its nominal value; and

Resolution 22

Notice period for general meetings other than annual general meetings

That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

Note:

In accordance with Rio Tinto's dual listed companies structure, as Joint Decision Matters, resolutions 1 to 18 (inclusive) will be voted on by the Company and Rio Tinto Limited shareholders as a joint electorate and resolutions 19 to 22 (inclusive) will be voted on by the Company's shareholders only.

Resolutions 1 to 19 (inclusive) will be proposed as ordinary resolutions and resolutions 20 to 22 (inclusive) will be proposed as special resolutions.

By order of the board



Eleanor Evans

Company Secretary

2 Eastbourne Terrace London W2 6LG

4 March 2015

Explanatory notes to the resolutions

Resolution 1

Receipt of the 2014 Annual report

The directors are required by company law to present the 2014 Annual report comprising the 2014 financial statements, the Directors' report and the Auditors' report on the Company's financial statements to the annual general meeting. These can be viewed on the Rio Tinto website: riotinto.com/ar2014.

Resolution 2

Approval of the Remuneration Policy Report for UK law purposes

The Remuneration Policy Report is set out on the Rio Tinto website and also on pages 66 to 73 of the 2014 Annual report. This vote is binding.

Resolution 3

Approval of the Directors' Report on Remuneration and Remuneration Committee chairman's letter for UK law purposes

The Directors' Report on remuneration for the year ended 31 December 2014 and the Remuneration Committee chairman's letter are set out on the Rio Tinto website and also on pages 64 to 100 (save for pages 66 to 73) of the 2014 Annual report. The report, which we continue to call the Implementation Report, describes the remuneration arrangements in place for each executive director, other members of the Executive Committee and the non-executive directors (including the chairman) during 2014. The letter from the Remuneration Committee chairman providing context to 2014 remuneration outcomes, together with information to help shareholders understand what the executives were paid in 2014, is contained on pages 64 and 65 of the 2014 Annual report. This vote is advisory.

Resolution 4

Approval of the Remuneration Report for Australian law purposes

The Remuneration Report for the year ended 31 December 2014 consists of the Remuneration Committee chairman's letter, the Remuneration Policy Report and the Directors' Report on remuneration and is set out on the Rio Tinto website and also on pages 64 to 100 of the 2014 Annual report. The report describes the Group's remuneration strategy and policy and the remuneration arrangements in place for each executive director, other members of the Executive Committee and the non-executive directors (including the chairman) during 2014. This vote is advisory.

Resolutions 5-6

Election of directors

The board recognises that, to achieve its vision of leadership in the mining and metals sector, a robust succession planning process is justified in order to secure the supply of directors with a diverse range of independent perspectives.

Michael L'Estrange and Megan Clark, whose appointments to the board were announced on 29 May 2014 and 19 November 2014 respectively, put themselves forward for election as directors by shareholders at the annual general meetings.

Megan Clark AC

Non-executive director, BSc, PhD, age 56

Appointment: Director of Rio Tinto since 20 November 2014.

Skills and experience: Megan, an Australian citizen, was a director of the Commonwealth Scientific and Industrial Research Organisation (CSIRO) until 31 December 2014 and was Chief Executive of CSIRO from 2009 until November 2014. Prior to CSIRO, Megan held various mineral exploration, mine geology and strategy roles with Western Mining Corporation, was a Director at NM Rothschild and Sons (Australia) and was Vice President Technology and subsequently Vice President Health, Safety, Environment, Community and Sustainability with BHP Billiton from 2003 to 2008. She holds a PhD in economic geology from Queen's University, Canada and is a Fellow of the Australian Academy of Technological Sciences and Engineering, the Australian Institute of Mining and Metallurgy and the Australian Institute of Company Directors. In June 2014 she was appointed a Companion of the Order of Australia.

External appointments (current and recent): Member of the Australian advisory board of Bank of America Merrill Lynch since 2010, a member of the Global Foundation board since 2014, a member of the Monash University Council since 2014, on the advisory board of the World Economic Forum's 2015 Global Risk Report, and was a member of the Prime Minister's Science, Industry and Engineering Council from 2009 to October 2014.

Megan is recommended for election.

Michael L'Estrange AO

Non-executive director, BA (Sydney), MA (Oxon), age 62

Appointment: Director of Rio Tinto since 1 September 2014.

Skills and experience: Michael, an Australian citizen, joined the Australian Government's Department of Prime Minister and Cabinet in 1981. From 1989 to 1994, he worked in a range of policy advisory positions before he was appointed the inaugural executive director of the Menzies Research Centre in Canberra in 1995. In 1996, he was appointed by the Prime Minister as secretary to cabinet and head of the Cabinet Policy Unit. He served in that role until 2000 when he became Australia's high commissioner to the United Kingdom. He returned to Australia as secretary of the Department of Foreign Affairs and Trade from 2005 to 2009. In 2007, he was appointed an Officer in the Order of Australia. Michael served as head of college of the National Security College at the Australian National University from 2009 until December 2014.

External appointments (current and recent): Director of the University of Notre Dame, Australia from 2014, and head of college of the National Security College at the Australian National University in Canberra from 2009 until December 2014. He is a professor at the College.

Michael is recommended for election.

Resolutions 7-18

Re-election of directors

The board has adopted a policy whereby all directors are required to seek re-election by shareholders on an annual basis. Accordingly, all shareholder-elected directors will retire and offer themselves for re-election. Non-executive directors will continue to be expected to serve for a minimum of six years and would not usually serve for more than nine years. The board has also adopted a policy on directors' independence and it is satisfied that each non-executive director who is standing for re-election at the meeting is independent in accordance with this policy.

All of the directors have been subject to a performance evaluation, as described in the corporate governance section of the 2014 Annual report. Based on that evaluation, it is considered that the directors continue to be effective and demonstrate the level of commitment required in connection with their role and the needs of the business.

Biographical details in support of each director's re-election are provided below.

Robert Brown

Non-executive director, BSc, age 70

Appointment: Director of Rio Tinto since 2010.

Skills and experience: Bob is a Canadian citizen and contributes his considerable experience in large, high-profile Canadian companies. He is chairman of Aimia Inc., a customer loyalty management provider, and serves on the board of BCE Inc. (Bell Canada Enterprises), Canada's largest communications company. He was previously president and chief executive officer of CAE Inc., a world leader in flight simulation and training. Before that he spent 16 years at Bombardier Inc., the aerospace and transportation company, where he was firstly head of the Aerospace Group and then president and chief executive officer. He has also served as chairman of Air Canada and of the Aerospace Industries Association of Canada. Bob was inducted to the Order of Canada as well as l'Ordre National du Québec. He has been awarded honorary doctorates from five Canadian universities.

External appointments (current and recent): Non-executive director and chairman of Aimia Inc. since 2005 and 2008 respectively, non-executive director of BCE Inc. and Bell Canada since 2009, non-executive director of Fier CPVC-Montreal L.P. from 2005 to November 2014.

Due to his considerable experience in large, high-profile Canadian companies, Bob continues to provide an important perspective to the board and its committees. Bob is recommended for re-election.

Jan du Plessis

Chairman, BCom, LLB, CA (SA), age 61

Appointment: Director of Rio Tinto since 2008. He was appointed chairman in 2009.

Skills and experience: Jan, a South African and British citizen, became group finance director of Compagnie Financière Richemont, the Swiss luxury goods group, in 1988. In 2004, he was appointed chairman of British American Tobacco plc, a position which he held until 2009.

Explanatory notes to the resolutions continued

External appointments (current and recent): Non-executive director and chairman-elect of SAB Miller since September 2014 and non-executive director and senior independent non-executive director of Marks and Spencer Group plc since 2008 and 2012 respectively. Jan stepped down from the board of Marks and Spencer Group plc in March 2015.

The directors have concluded that Jan continues to demand the highest standards of corporate governance and, in doing so, he provides strong and effective leadership to the board, its decision-making processes and the Rio Tinto Group as a whole. He is recommended for re-election.

Ann Godbehere

Non-executive director, FCGA, age 59

Appointment: Director of Rio Tinto since 2010 and chairman of the Audit Committee.

Skills and experience: Ann, a Canadian and British citizen, has more than 25 years' experience in the financial services industry. She spent ten years at Swiss Re, a global reinsurer, latterly as chief financial officer from 2003 until 2007. She was interim chief financial officer and executive director of Northern Rock bank after its nationalisation. Ann is a qualified accountant.

External appointments (current and recent): Non-executive director of British American Tobacco plc since 2011, non-executive director of UBS AG since 2009, non-executive director of UBS Group AG since November 2014, non-executive director and chairman of the audit committee of Prudential Public Limited Company since 2007 and 2009 respectively, non-executive director of Atrium Underwriting Group Limited from 2007 until March 2014 and non-executive director of Arden Holdings Ltd from 2007 until November 2014.

Ann makes a substantial contribution to the board and the Audit Committee, notably in the areas of financial control and the governance and effectiveness of the Group's risk management processes. Ann is recommended for re-election.

Richard Goodmanson

Non-executive director, BEcon, BCom, MBA and MCE, age 67

Appointment: Director of Rio Tinto since 2004 and chairman of the Sustainability Committee.

Skills and experience: Richard, a US citizen, was executive vice president and chief operating officer of DuPont until 2009. Prior to this he was president and chief executive officer of America West Airlines and senior vice president of operations for Frito-Lay, Inc., a subsidiary of PepsiCo. Richard has worked at senior levels for McKinsey & Co, where he led client service teams on major programmes of strategy development. He spent ten years in heavy civil engineering project management, principally in South East Asia, including the construction of the Hong Kong Subway System.

External appointments (current and recent): Non-executive director of Qantas Airways Limited since 2008.

Richard has been a non-executive director since 2004. Richard has agreed to stand for re-election. The board considers that Richard will provide continuity given his significant knowledge of the business and has confirmed that he continues to be independent. Richard has shown great leadership in his position as chairman of the Sustainability Committee and in overseeing that the Group's sustainability strategy is embedded throughout the business. Richard is recommended for re-election.

Anne Lauvergeon

Non-executive director, PhD, age 55

Appointment: Director of Rio Tinto since 15 March 2014.

Skills and experience: Anne, a French citizen, started her professional career in 1983 in the steel industry and in 1990 was named Adviser for Economic International Affairs at the French Presidency and Deputy Chief of its Staff in 1991. In 1995 she became a Partner of Lazard Frères & Cie, subsequently joining Alcatel Telecom as Senior Executive Vice President in 1997, where she was responsible for international activities and the Group's industrial shareholdings in the energy and securities sectors. She served as Chairman and Chief Executive Officer of COGEMA from 1999 to 2011 and Chief Executive Officer of AREVA Group from June 2001 to June 2011.

External appointments (current and recent): Chairman of SIGFOX since April 2014, Non-executive director of American Express Company since February 2013, non-executive director of EADS N.V. since March 2013, non-executive director of Total SA since 2000 and is also Chairman and Chief Executive Officer of French advisory company, A.L.P. SAS. She was a non-executive director of GDF SUEZ from 2001 to 2012, Vice-chair of Safran SA from 2001 to May 2009, Chief Executive Officer of AREVA Group from 2001 to June 2011, and non-executive director of Vodafone plc from 2005 until July 2014.

Anne's experience enables her to provide an important contribution to the deliberations of the board and the Sustainability Committee. She is recommended for re-election.

Chris Lynch

Executive director, and chief financial officer, BCom, MBA, age 61

Appointment: Director of Rio Tinto since 2011 (non-executive) and chief financial officer since 2013.

Skills and experience: Chris, an Australian citizen, has nearly 30 years' experience in the mining and metals industry. He was chief executive officer of the Transurban Group, an international toll road developer and manager with interests in Australia and North America, until 2012. His career has included seven years at BHP Billiton, where he was chief financial officer and then executive director and group president – Carbon Steel Materials. Prior to this, Chris spent 20 years with Alcoa Inc. where he was vice president and chief information officer based in Pittsburgh, and chief financial officer Alcoa Europe in Switzerland. He was also managing director of KAAL Australia Limited, a joint venture company formed by Alcoa and Kobe Steel.

External appointments (current and recent): Chief executive officer of the Transurban Group Limited from 2008 until 2012, commissioner of the Australian Football League from 2008 to March 2014.

Chris has nearly 30 years' experience in the mining and metals industry and he is a leading figure in the Australian business community. In the view of the board Chris provides strong and effective financial and other leadership to the Group. He is recommended for re-election.

Paul Tellier

Non-executive director, LLL, BLitt (Oxon), LLD, CC, age 75

Appointment: Director of Rio Tinto since 2007.

Skills and experience: Paul, a Canadian citizen, entered the civil service in the 1970s. He was clerk of the Privy Council Office and secretary to the Cabinet of the Government of Canada from 1985 to 1992. He became president and chief executive officer of the Canadian National Railway Company from 1992 to 2002. Until 2004, he was president and chief executive officer of Bombardier Inc., the aerospace and transportation company.

External appointments (current and recent): Chairman of Global Container Terminals Inc. since 2007, member of the advisory board of General Motors of Canada since 2005, trustee of the International Accounting Standards Foundation from 2007 until 2012, co-chair of the Prime Minister of Canada's Advisory Committee on the Renewal of the Public Service from 2006 until February 2014, strategic adviser to Société Générale (Canada) from 2005 until May 2013, director of Bell Canada from 1996 until 2010, director of BCE Inc. (Bell Canada Enterprises) from 1999 until 2010, and director of McCain Foods Limited from 1996 until October 2014.

Paul has many years' broad-based experience gained with the Canadian Government and also in industry as a director of large publicly-listed companies. He makes a substantial contribution to the board and its committees and is recommended for re-election.

Simon Thompson

Non-executive director, MA, (Oxon), age 55

Appointment: Director of Rio Tinto since 1 April 2014.

Skills and experience: Simon, a British citizen, was an executive director of Anglo American plc, chairman and chief executive of the Base Metals Division, chairman of the Exploration Division and chairman of Tarmac. Prior to his career with Anglo American he held investment banking positions at S. G. Warburg and N M Rothschild & Sons Limited. Simon holds a degree in geology.

External appointments (current and recent): Chairman of Tullow Oil plc since 2012, non-executive director of Amec Foster Wheeler plc since 2009, non-executive director of Sandvik AB since 2008, non-executive director of Newmont Mining Corporation from 2008 until April 2014, independent director of United Company Rusal from 2007 to 2009, and non-executive director of AngloGold Ashanti Limited from 2004 to 2008.

Simon's broad-ranging experience in mining provides a significant enhancement to the board's existing strengths. Simon is recommended for re-election.

John Varley

Non-executive director, BA, MA (Oxon), MA (London College of Law), age 58

Appointment: Director of Rio Tinto and chairman of the Remuneration Committee since 2011, senior independent director since 2012.

Skills and experience: John, a British citizen, joined Barclays PLC in 1982 after working as a solicitor. He was chief executive of Barclays from 2004 until 2010. During a 28-year career with the bank he held several senior positions, including chairman of the Asset Management division, group finance director and deputy chief executive.

External appointments (current and recent): Director of Barclays PLC and Barclays Bank PLC from 1998 until 2010, non-executive director of BlackRock Inc. since 2009, non-executive director and senior independent director of AstraZeneca plc since 2006 and 2012 respectively, chairman of Marie Curie Cancer Care since 2011 and chairman of Business Action on Homelessness since 2006.

John's broad-ranging skills and experience in banking and financial markets, his all-round reputation and business judgment enhance the board's existing strengths. John is recommended for re-election.

Sam Walsh AO

Chief executive, BCom (Melbourne), age 65

Appointment: Director of Rio Tinto since 2009 and chief executive since 2013.

Skills and experience: Sam, an Australian citizen, joined Rio Tinto in 1991, following 20 years in the automotive industry at General Motors and Nissan Australia. He has held a number of management positions during his career at Rio Tinto including chief executive of the Aluminium group from 2001 to 2004, chief executive of the Iron Ore group from 2004 to 2009 and chief executive, Iron Ore and Australia from 2009 to January 2013. Sam is a Fellow of the Australian Institute of Management, the Australasian Institute of Mining and Metallurgy, the Chartered Institute of Purchasing and Supply Management, the Australian Institute of Company Directors and the Australian Academy of Technical Science and Engineering. In 2010, he was appointed an Officer in the General Division of the Order of Australia.

External appointments (current and recent): Member of the council of the International Council on Mining & Metals and a director of The International Council on Mining and Metals (UK) Limited since January 2013, and trustee of the Royal Opera House Covent Garden since October 2014. Non-executive director of Seven West Media Limited from 2008 until January 2013.

The board has concluded that Sam has provided effective leadership to the Rio Tinto Group and its employees. Sam is recommended for re-election.

Resolutions 17 and 18

Re-appointment and remuneration of auditors

The Company is required at each general meeting at which financial statements are laid to appoint auditors who will remain in office until the next general meeting at which financial statements are laid.

PricewaterhouseCoopers LLP have expressed their willingness to continue in office for a further year. In accordance with company law and good corporate governance practice, shareholders are also asked to authorise the Audit Committee to determine the auditors' remuneration.

Resolution 19

General authority to allot shares

This resolution asks shareholders to renew the directors' authority to allot new shares. The authority, if approved, will expire on the later of 16 April 2016 and the date of the 2016 annual general meeting.

The authority will allow the directors generally to allot new shares, and grant rights to subscribe for, or convert other securities into shares up to a nominal value of £46,655,859, which is, in accordance with good corporate governance practice, equivalent to approximately 33 per cent of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 27 February 2015.

In addition, the authority will allow the directors to allot new shares, and grant rights to subscribe for, or convert other securities into shares up to a further nominal value of £46,655,859, only in connection with a rights issue, which is, again in accordance with good corporate governance practice, equivalent to approximately 33 per cent of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 27 February 2015.

At 27 February 2015, the Company held 10,690,886 treasury shares, which represents 0.75 per cent of the total number of the Company's ordinary shares in issue, excluding treasury shares, at that date.

There are no present plans to undertake a rights issue or allot new shares other than in connection with employee share and incentive plans. The directors consider it desirable, however, to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

Resolution 20

Disapplication of pre-emption rights

If the directors wish to allot new shares (and other equity securities), or sell treasury shares, for cash, the 2006 Act requires that these shares are offered first to shareholders in proportion to their existing holdings. These rights are known as pre-emption rights.

There may, however, be occasions when, in order to act in the best interests of the Company, the directors need the flexibility to finance business opportunities as they arise or to conduct a rights issue or other pre-emptive offer without needing to comply with the strict requirements of the statutory pre-emption provisions.

Paragraph (a) of this resolution asks shareholders to authorise the directors to allot new shares pursuant to the authority given by paragraph (a) of resolution 19, or sell treasury shares, for cash: (a) in connection with a rights issue or other pre-emptive offer; or (b) otherwise up to a nominal value of £9,247,863 (equivalent to five per cent of the combined issued ordinary share capital of the Company and Rio Tinto Limited as at 27 February 2015, exclusive of shares held in treasury by the Company) in each case without the shares first being offered to existing shareholders in proportion to their existing holdings.

Paragraph (b) of this resolution asks shareholders to authorise the directors to allot new shares pursuant to the authority given by paragraph (b) of resolution 19, or sell treasury shares, for cash, in connection with a rights issue without the shares first being offered to existing shareholders in proportion to their existing holdings. This is in line with corporate governance guidelines.

Additionally, the Group intends to follow the UK Pre-emption group's guidelines regarding the rolling three-year cumulative use of the authority sought under paragraph (a)(ii), in that the cumulative use of the authority will not exceed 7.5 per cent of the combined issued ordinary share capital of the Company and Rio Tinto Limited exclusive of shares held in treasury by the Company, without a prior consultation with shareholders.

Resolution 21

Authority to purchase Rio Tinto plc shares

Consistent with its practice in prior years, the board is seeking authority to buy back shares in the Group. The overall purpose of the buy-back resolutions of the Company and Rio Tinto Limited is to provide the Group with flexibility in the conduct of its capital management initiatives, whether through on- or off-market share buy-backs in either or both of the Company and/or Rio Tinto Limited respectively.

Explanatory notes to the resolutions continued

The authority conferred by the resolutions to be approved at the Company's and Rio Tinto Limited's 2015 annual general meetings respectively would allow buy-backs of ordinary shares in the Company, either by the Company on market or by Rio Tinto Limited (or a subsidiary of Rio Tinto Limited) on market, and buy-backs by Rio Tinto Limited of its ordinary shares, either under off-market buy-back tenders or on market. The directors will only exercise these authorities after careful consideration, taking into account prevailing market conditions, other investment opportunities and the overall financial position of the Group.

Under the Dual Listed Companies ("DLC") agreements, the approval for a buy-back of the Company's ordinary shares, whether by the Company or by Rio Tinto Limited (or a subsidiary of Rio Tinto Limited), is voted on by the Company's shareholders only. Similarly, the approval for Rio Tinto Limited to buy back its ordinary shares is voted on by Rio Tinto Limited shareholders only.

These approvals were most recently renewed at the 2014 annual general meetings and expire on the date of the 2015 annual general meetings.

Authority is sought for the Company, Rio Tinto Limited or any of Rio Tinto Limited's subsidiaries, to purchase up to ten per cent of the issued ordinary share capital of the Company during the period stated below. The authority will expire on the later of 16 April 2016 and the date of the 2016 annual general meeting. The authority sought would permit the Company, Rio Tinto Limited or any of Rio Tinto Limited's subsidiaries to purchase up to 141,381,390 of the Company's ordinary shares, representing approximately ten per cent of its issued ordinary share capital, excluding the shares held in treasury, as at 27 February 2015. Any ordinary shares that are bought back under the on market share buy-back announced on 12 February 2015 prior to the date of the Company's 2015 annual general meeting will be bought back under the shareholder authority granted in 2014 and so are not counted towards the limit under this proposed 2015 shareholder authority.

The maximum price that may be paid for an ordinary share (exclusive of expenses) is an amount equal to the higher of (a) five per cent above the average of the middle market quotations for the period of five business days immediately prior to such purchase and (b) the higher of the price of the last independent trade and the highest current bid as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buy-back programmes and stabilisation of financial instruments (No 2273/2003). The minimum price that may be paid for an ordinary share (exclusive of expenses) is its nominal value of ten pence.

By way of illustration, the purchase of one per cent of the ordinary shares in both the Company and Rio Tinto Limited at the share prices and exchange rates prevailing on 27 February 2015 would, on the basis of the Group's 2014 financial statements, increase net debt and reduce equity attributable to shareholders by about US\$920 million and would increase the ratio of net debt to total capital by 1.4 percentage points, ie to approximately 20.0 per cent.

The total number of options to subscribe for shares and awards of shares outstanding at 27 February 2015 was 2,354,673, which represents 0.17 per cent of the issued ordinary share capital, excluding the shares held in treasury at that date. This excludes options and awards that the Company intends to settle without the issue of new shares or the sale of treasury shares. If the Company were to buy back the maximum number of shares permitted pursuant to this resolution, then this number of options and awards would represent 0.19 per cent of the issued ordinary share capital, excluding the shares held in treasury.

Pursuant to the 2006 Act, the Company can hold the ordinary shares which have been repurchased itself as treasury shares and resell them for cash, cancel them (either immediately or at a point in the future) or use them for the purposes of its employee share plans. Whenever any ordinary shares are held as treasury shares, all dividend and voting rights on these shares are suspended. Any shares purchased under the authority, if approved, would be either held as treasury shares or cancelled.

The authority being sought in paragraph (a) of Resolution 21 extends to Rio Tinto Limited and any of its subsidiaries. Any purchase by the Company from Rio Tinto Limited (or such subsidiaries) of the Company's ordinary shares would be an off-market purchase and the 2006 Act requires the terms of any proposed contract for an off-market purchase to be approved by a special resolution of the Company before the contract is entered into. Such approval is sought in paragraph (b) of resolution 21.

The Company is seeking the approval of shareholders for such off-market purchases from Rio Tinto Limited as may take place to be made at a price not less than one penny per parcel of shares. It is expected that such purchases will occur for nominal consideration. It is immaterial to the shareholders of either the Company or Rio Tinto Limited if Rio Tinto Limited or any of Rio Tinto's subsidiaries make a gain or a loss on such transactions as they have no effect on the Group's overall resources. The underlying purpose of these transactions would be to facilitate the Group's ongoing capital management programme, with the intention of returning surplus cash to shareholders in the most efficient manner. The DLC Sharing Agreement contains the equalisation principles which ensure that entitlements to capital and income will be the same for all continuing shareholders regardless of whether the Company's or Rio Tinto Limited's shares are purchased or whether the Company, Rio Tinto Limited or a subsidiary of Rio Tinto Limited acts as the purchaser.

Rio Tinto Limited will also seek to renew its shareholder approval to buy back its own ordinary shares at its 2015 annual general meeting on 7 May 2015.

Resolution 22

Notice period for general meetings other than annual general meetings

Changes made to the 2006 Act by the Companies (Shareholders' Rights) Regulations 2009 (the Shareholders' Rights Regulations) increased the notice period required for general meetings of the Company to 21 days, unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days. Annual general meetings will continue to be held on at least 21 clear days' notice.

Before the coming into force of the Shareholders' Rights Regulations on 3 August 2009, the Company was able to call general meetings, other than an annual general meeting, on 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability the Company has sought and obtained the required shareholder approval at each annual general meeting since 2009. Resolution 22 seeks to renew this approval.

The approval will be effective until the Company's annual general meeting in 2016, when it is intended that a similar resolution will be proposed.

The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

Additional information

Adoption of Financial Reporting Standard (FRS) 101 – Reduced Disclosure Framework

Following the publication of FRS 100 Application of Financial Reporting Requirements by the Financial Reporting Council, the Company is required to change its accounting framework for its entity financial statements, which is currently UK GAAP, for its financial year commencing 1 January 2015.

The board considers that it is in the best interests of the Group for the Company to adopt FRS 101 Reduced Disclosure Framework. No disclosures in the current UK GAAP financial statements would be omitted on adoption of FRS 101.

A shareholder or shareholders holding in aggregate five per cent or more of the total allotted shares in the Company may serve objections to the use of the disclosure exemptions on the Company, in writing, to its registered office not later than 30 June 2015.

Further information about the meeting

Entitlement to attend and vote

Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the register of members of the Company as at 6.00pm on 14 April 2015 (the Specified Time) shall be entitled to attend and vote at the aforesaid meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after the Specified Time shall be disregarded in determining the rights of any person to attend and vote at the meeting. If the meeting is adjourned to a time not more than 48 hours after the Specified Time applicable to the original meeting, that time will also apply for the purposes of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes they may cast) at the adjourned meeting. If, however, the meeting is adjourned for a longer period, then to be so entitled, members must be entered on the Company's register of members at a time which is not more than 48 hours before the time fixed for the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.

Voting exclusion

A vote on resolutions 2, 3 and 4 should not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel ("KMP") or their closely related party, unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form. The voting exclusions on KMP in resolutions 2, 3 and 4 do not apply to the chairman of the meeting acting as proxy if the proxy appointment expressly authorises the chairman to exercise the proxy even if resolutions 2, 3 and 4 are connected directly or indirectly with the remuneration of a member of KMP.

Appointment of proxies

A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to exercise all or any of his rights to attend and to speak and vote at the meeting. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company.

Members entitled to vote will be provided with a proxy form. To be effective the proxy form and any power of attorney under which it is executed (or a duly certified copy of any such power) must reach the transfer office of the Company at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY not less than 48 hours before the time of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used. Completion and return of the proxy form will not prevent a member from attending and voting at the meeting in person.

Proxy lodgement online

Shareholders can also lodge their proxy forms online at www.investorcentre.co.uk/eproxy and follow the prompts. To use this facility you will need the Control Number together with your Shareholder Reference Number (SRN) and PIN as shown on the proxy form. You will be deemed to have signed the proxy form if you lodge it in accordance with the instructions on the website.

Appointment of corporate representatives

Any corporation which is a member may appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, if there is more than one corporate representative, they do not do so in relation to the same shares.

Nominated persons

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the

2006 Act (nominated persons). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

Guests

Please notify the company secretary no later than 6.00pm on 14 April 2015 if you would like a guest to accompany you to the meeting. You should provide the name, address and the relationship or capacity of any guest, ie spouse, carer etc, in order to obtain an attendance card.

Please note, notwithstanding any notification of a guest being received by the company secretary by the deadline of 6.00pm on 14 April 2015, the Company reserves the right to refuse admission to non-shareholders.

Right to ask questions

Any member, proxy or corporate representative attending the meeting has the right to ask questions. The Company will answer questions relating to the business being dealt with at the meeting, but may choose not to answer if:

- to do so would interfere unduly with the procedure of the meeting or involve the disclosure of confidential information; or
- the answer has already been given on a website in the form of an answer to a question; or
- it is not in the interests of the Company or the good order of the meeting that the question be answered.

Guests will not be permitted to ask questions.

Website publication of audit concerns

Under Section 527 of the 2006 Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:

- the audit of the Company's accounts (including the Auditors' report and the conduct of the audit) that are to be laid before the annual general meeting for the financial year ended 31 December 2014; or
- any circumstance connected with an external auditor of the Company appointed for the financial year ended 31 December 2014 ceasing to hold office since the previous meeting at which annual accounts and reports were laid.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Section 527 or 528 (requirements as to website availability) of the 2006 Act. Where the Company is required to place a statement on a website under Section 527 of the 2006 Act, it must forward the statement to the Company's external auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the annual general meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the 2006 Act to publish on a website.

Total voting rights

The total number of issued ordinary shares in the Company on 27 February 2015, which is the latest practicable date before the publication of this document, is 1,413,813,903 (excluding shares held in treasury).

The voting arrangements for shareholders under the Group's DLC structure are explained in the shareholder information sections of the 2014 Annual report.

Website availability of documents

A copy of this notice and other information required by Section 311A of the 2006 Act can be found by visiting www.riotinto.com

Documents available for inspection

The following documents may be inspected at the registered office of the Company during normal business hours on any business day from the date of this notice until the close of the annual general meeting of Rio Tinto Limited on 7 May 2015 and also at The Queen Elizabeth II Conference Centre for at least 15 minutes prior to and during the annual general meeting of the Company:

- (a) proposed form of Contract between the Company and Rio Tinto Limited for the purchase off-market of ordinary shares issued by the Company; and
- (b) copies of directors' service contracts and letters of appointment with Rio Tinto Group companies.

Webcast and photography

The live webcast may include the question and answer sessions with shareholders as well as background shots of those in attendance. Photographs may also be taken at the meeting and used in future Rio Tinto publications. If you attend the annual general meeting in person you may be included in the webcast recording and photographs.

General information

Shareholders should note that the doors to the annual general meeting will be open from 10.15am.

To facilitate entry into the meeting, shareholders are requested to bring with them the attendance card, which is attached to the proxy card.

Mobile phones may not be used in the auditorium and cameras or any type of recording device are not allowed in the auditorium.

Getting to the annual general meeting

Please refer to the map on the following page for the location of the annual general meeting.

By train

Charing Cross (0.7 miles)

Exit the front of Charing Cross Station and turn left towards Trafalgar Square. Turn left down Whitehall and continue until Parliament Square. Follow Parliament Square around to the right and turn right onto Broad Sanctuary.

The Centre is on your right, directly opposite Westminster Abbey.

Victoria (0.7 miles)

Exit the front of Victoria Station, walk across the bus stand area and turn right onto Victoria Street. Continue along Victoria Street until you reach Westminster Abbey. The Centre is on your left, directly opposite Westminster Abbey.

Waterloo (1 mile)

Exit the station onto York Road. Turn left and walk to the roundabout with County Hall Hotel on your right. Cross York Road and take Westminster Bridge Road on your right. Cross the bridge to Parliament Square and follow Parliament Square around to the right. Turn right on to Broad Sanctuary.

The Centre is on your right, directly opposite Westminster Abbey.

Eurostar

St Pancras International Station can be reached easily by public transport from Victoria Station.

By tube

Nearest tube stations

- Westminster (0.1 mile)
- St. James's Park (0.1 mile)

By car

The Centre is within easy reach of the A1, M1, M25, M11, M40, M4, M3, M2 and M23.

There is no car parking at the Centre; however, there are four public NCP car parks nearby.

The Centre is located within the congestion charging zone. We advise you to find out more about congestion charging in London. Please be advised that it is quicker and easier to travel to the Centre using public transport.

By bus

Buses 11, 24, 53, 77a and 88 stop at Parliament Square. Continue forwards with Parliament Square on your left, then turn right onto Broad Sanctuary.

The Centre is located on your right, directly opposite Westminster Abbey.

By air

Heathrow

Take the tube to Green Park on the Piccadilly line. Change to the Jubilee line and alight at Westminster.

Approximate journey time: 1 hour.

Alternatively take the Heathrow Express to Paddington and then take the Circle line tube to Westminster.

Approximate journey time: 1 hour.

Gatwick

Take the Gatwick Express to Victoria. The Centre is a 15 minute walk from Victoria via Victoria Street.

Approximate journey time: 45 minutes.

Stansted

Take the Stansted Express to Liverpool Street and then take the Circle line tube to Westminster.

Approximate journey time: 1 hour.

London City

Take the Jubilee line from the airport to Westminster.

Approximate journey time: 45 minutes.

Luton

Take one of the special connecting buses from the airport to Luton rail station, where trains run frequently to Kings Cross and then take the Circle line tube to Westminster.

Approximate journey time: 1 hour 15 minutes.

Special needs

The annual general meeting will be held in the Churchill auditorium on the ground floor and refreshments will be available in the Pickwick suite on the first floor. There are lifts to the first floor, all of which can accommodate wheelchair access and incorporate audio/voice announcements.

There are eight accessible toilet facilities throughout the Centre and all are equipped with emergency alarms.

There is no fixed seating so wheelchair spaces can be positioned anywhere in the meeting room. In addition, all corridors provide for wheelchair access.

Car parking

Disabled delegates arriving at the Centre in a vehicle with a disabled badge displayed will be allowed to park on the forecourt of the building. Taxis and other vehicles will also be allowed on to the forecourt to enable disabled passengers to disembark more easily.

There is a ramp from the forecourt which leads to the front doors and is wide enough for easy wheelchair access.

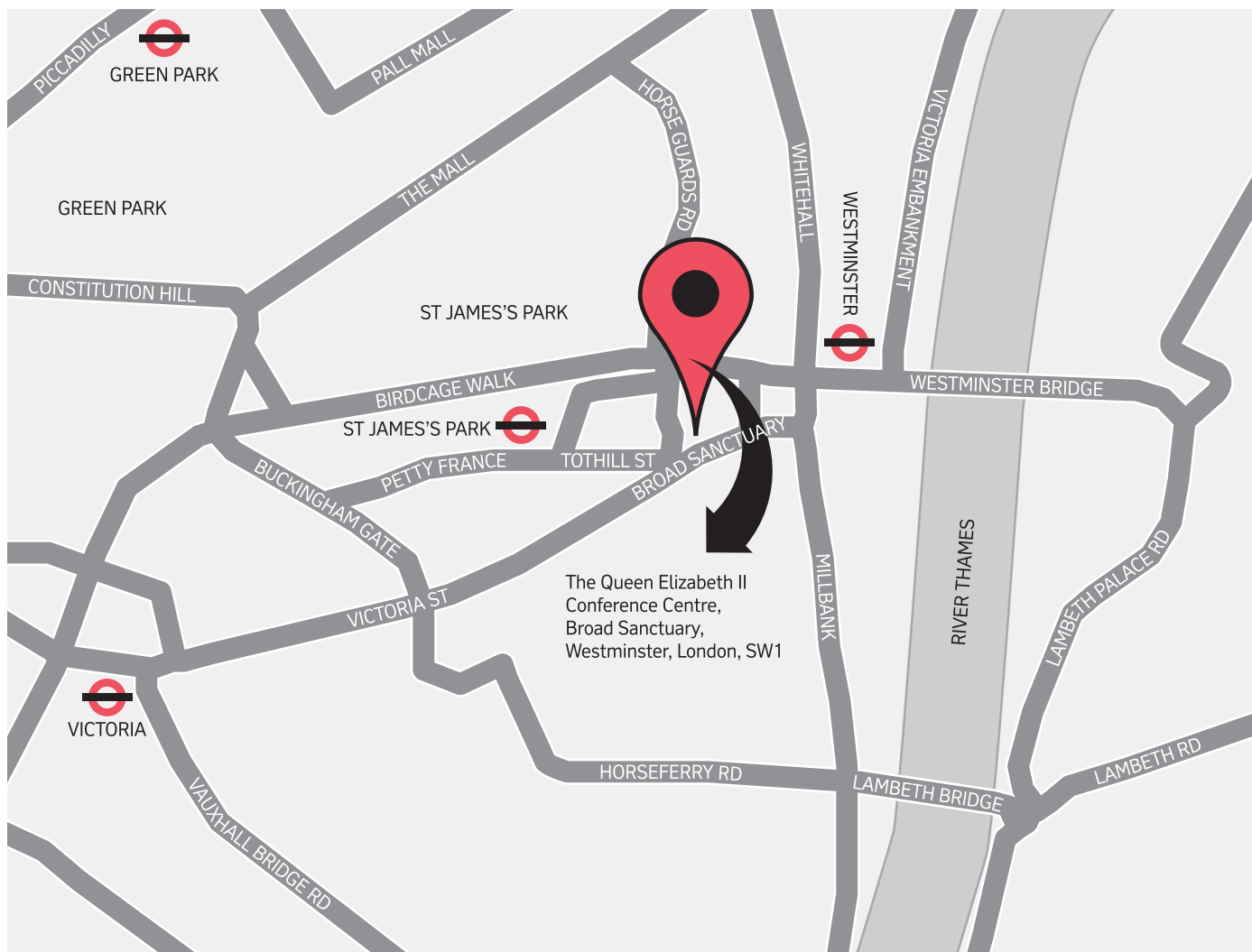
Guide dogs

Guide dogs, hearing dogs and other assistance dogs are welcome.

Induction loops

There are induction loops fitted in the meeting rooms.

Meeting location map and useful addresses



View our Annual report at riotinto.com/ar2014

Investor centre

At Rio Tinto, we want shareholders to take advantage of e-communications. By signing up to receive electronic communications you will be helping to reduce print, paper and postage costs and the associated environmental impact.

To register to receive all your shareholder communications electronically visit Investor Centre at www.investorcentre.co.uk/riotinto

By signing up, you can also:

- vote electronically;
- receive all important shareholder notifications via email;
- view your individual shareholding quickly and securely online;
- set up a dividend mandate; and
- amend your registered postal address and your dividend mandate details

Registered office

Rio Tinto plc

2 Eastbourne Terrace
London
W2 6LG

www.riotinto.com

Telephone: +44 (0) 20 7781 2000

Fax: +44 (0) 20 7781 1800

Registrar

Please contact our registrar if you have any queries about your shareholding:

Computershare Investor Services PLC
The Pavilions, Bridgwater Road, Bristol, BS99 6ZY

www.investorcentre.co.uk/contactus

Telephone: +44 (0) 870 703 6364

Fax: +44 (0) 870 703 6119

For UK residents only:

Freephone: 0800 435021