

## 2017 Notice of annual general meeting

The annual general meeting of Rio Tinto plc will be held at 11.00am on Wednesday, 12 April 2017 at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London, SW1P 3EE.

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](http://riotinto.com).**

**Rio Tinto plc**

**Registered office:**

6 St James's Square  
London  
SW1Y 4AD

(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 Wednesday, 12 April 2017 at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London, SW1P 3EE.

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. Two of them relate to the approval of the Group's 2016 Remuneration Report or aspects thereof (resolutions 2 and 3). The third of these resolutions (resolution 4) relates to a requested approval of potential termination payments as a matter of Australian law, and the reasoning is described in the explanatory notes.

On 1 July 2016, Sam Walsh retired as chief executive of Rio Tinto, and I thank him for the significant service and transformative leadership he gave to the company during his three-and-a-half-year tenure as chief executive. Since taking over as chief executive in July, Jean-Sébastien Jacques has set about driving a new era of productivity, performance and growth. A resolution for Jean-Sébastien's election to the board is included in the business of the meeting.

I am also pleased to include three resolutions to elect the three new non-executive directors whose appointments we announced recently, David Constable, Sam Laidlaw and Simon Henry (Simon's appointment being effective as of 1 July 2017). The new directors broaden the experience of the board, bringing considerable expertise in the resources sector and an international perspective having enjoyed long careers in executive roles with multi-national businesses. All three also have considerable experience as non-executive directors with leading listed companies. As announced, Robert Brown and Anne Lauvergeon 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 Robert and to Anne for their contribution to Rio Tinto over the years. They have provided tremendous support during their tenure and we wish them well for the future.

On 8 February 2017, Rio Tinto announced a share buy-back programme, comprising an on-market buy-back of shares in Rio Tinto plc to return up to US\$500 million to shareholders, which is expected to be completed during 2017.

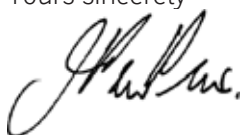
Your directors are unanimously of the opinion that all of the resolutions to be proposed are in the best interests of shareholders and of Rio Tinto as a whole. Accordingly, they recommend that you vote in favour of all the resolutions.

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 14. Submitting a proxy form will ensure your vote is recorded but does not prevent you from attending and voting at the meeting itself if you would like to do so. If you are unable to attend the meeting we will be webcasting the event again this year on the Rio Tinto website (riotinto.com).

The corresponding Rio Tinto Limited annual general meeting will take place in Sydney on Thursday, 4 May 2017. The result of the vote on resolutions 1 to 19, which are also being proposed to the Rio Tinto Limited annual general meeting, will be determined when the relevant polls are closed at the end of that meeting. The overall results will be announced to the relevant stock exchanges and posted on our website after that date. The results of resolutions 20 to 23, which only apply to Rio Tinto plc, will be released as soon as possible after the Rio Tinto plc annual general meeting.

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

Yours sincerely



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Jan du Plessis

Chairman

1 March 2017

# 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, SW1P 3EE at 11.00am on Wednesday, 12 April 2017, for the following purposes:

## Resolution 1

### Receipt of the 2016 Annual report

To receive the Company's financial statements and the reports of the directors and auditors for the year ended 31 December 2016.

## Resolution 2

### 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 2016 and the Remuneration Committee chairman's letter as set out in the 2016 Annual report on pages 67 to 107 (save for pages 70 to 77).

## Resolution 3

### Approval of the Remuneration Report

To approve the Remuneration Report for the year ended 31 December 2016 as set out in the 2016 Annual report on pages 67 to 107.

## Resolution 4

### Approval of potential termination benefits

To approve for all purposes (including for the purposes of sections 200B and 200E of the Australian Corporations Act 2001) the giving of benefits to persons (Relevant Executives) who, from time to time, are key management personnel (KMP) of Rio Tinto Limited or who, from time to time, hold a managerial or executive office (as defined in the Australian Corporations Act 2001) in Rio Tinto Limited or a related body corporate, in connection with the person ceasing to hold an office, or position of employment, in Rio Tinto Limited or a related body corporate for a period of three years from the date the resolution is passed.

## Resolution 5

To re-elect Megan Clark as a director

## Resolution 6

To elect David Constable as a director

## Resolution 7

To re-elect Jan du Plessis as a director

## Resolution 8

To re-elect Ann Godbehere as a director

## Resolution 9

To elect Simon Henry as a director, effective as of 1 July 2017

## Resolution 10

To elect Jean-Sébastien Jacques as a director

## Resolution 11

To elect Sam Laidlaw as a director

## Resolution 12

To re-elect Michael L'Estrange as a director

## Resolution 13

To re-elect Chris Lynch as a director

## Resolution 14

To re-elect Paul Tellier as a director

## Resolution 15

To re-elect Simon Thompson as a director

## Resolution 16

To re-elect John Varley 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

### Authority to make political donations

That the Company and any company which is a subsidiary of the Company at the time this resolution is passed or becomes a subsidiary of the Company at any time during the period for which this resolution has effect be generally authorised to:

- (a) make donations to political parties and independent election candidates;
- (b) make donations to political organisations other than political parties; and
- (c) incur political expenditure,

provided that in each case any such donations or expenditure made by the Company or a subsidiary of the Company shall not exceed £50,000 per company, and that the total amount of all such donations and expenditure made by all companies to which this authority relates shall not exceed £100,000.

This authority shall expire at the close of the annual general meeting of Rio Tinto Limited held in 2018 (or, if earlier, at the close of business on 30 June 2018).

## Resolution 20

### 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 £45,372,445;
- (b) comprising equity securities (as defined in the 2006 Act) up to a further nominal amount of £45,372,445 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 at the end of the annual general meeting of the Company held in 2018 (or, if earlier, at the close of business on 30 June 2018) 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.

## Notice of annual general meeting continued

### Resolution 21

#### Disapplication of pre-emption rights

That, if resolution 20 above is passed, the directors be authorised to allot equity securities (as defined in the 2006 Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be limited:

- (a) to the allotment of equity securities or sale of treasury shares in connection with a pre-emptive offer; and
- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount of £8,995,575

Such power to expire at the end of the annual general meeting of the Company held in 2018 (or, if earlier, at the close of business on 30 June 2018) but, in each case, so that the Company may make offers and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

For the purposes of this resolution:

- (a) "rights issue" has the meaning as in resolution 20;
- (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 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; and
- (c) 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.

### Resolution 22

#### Authority to purchase Rio Tinto plc shares

That:

- (a) the Company, Rio Tinto Limited and/or 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:
  - (i) so as to expire at the end of the annual general meeting of the Company held in 2018 (or, if earlier, at the close of business on 30 June 2018), 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);
  - (ii) so that the number of RTP Ordinary Shares which may be purchased pursuant to this authority shall not exceed 137,492,259;
  - (iii) 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 preceding the day on which such share is contracted to be purchased and (b) the higher of the price of the last independent trade and the highest current independent purchase bid as stipulated by the Commission-adopted Regulatory Technical Standards pursuant to Article 5(6) of the Market Abuse Regulation; and

- (iv) so that the minimum price payable for each such RTP Ordinary Share shall be its nominal value; and
- (b) the Company be authorised for the purpose of Section 694 of the 2006 Act to purchase off-market from Rio Tinto Limited and/or 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:
    - (i) such authorisation shall expire at the end of the annual general meeting of the Company held in 2018 (or, if earlier, at the close of business on 30 June 2018);
    - (ii) the maximum total number of RTP Ordinary Shares to be purchased pursuant to Contracts shall be 137,492,259; and
    - (iii) 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 preceding the day on which such share is contracted to be purchased 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 23

#### 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 19 (inclusive) will be voted on by the Company and Rio Tinto Limited shareholders as a joint electorate and resolutions 20 to 23 (inclusive) will be voted on by the Company's shareholders only.

Resolutions 1 to 20 (inclusive) will be proposed as ordinary resolutions and resolutions 21 to 23 (inclusive) will be proposed as special resolutions.

By order of the board



Steve Allen

Group Company Secretary

6 St James's Square London SW1Y 4AD

1 March 2017

# Appendix 1 – Explanatory notes to the resolutions

## Resolution 1

### Receipt of the 2016 Annual report

The directors are required by company law to present the 2016 Annual report comprising the 2016 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/ar2016](http://riotinto.com/ar2016).

## Resolution 2

### 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 2016 and the Remuneration Committee chairman's letter are set out on the Rio Tinto website and also on pages 67 to 107 (save for pages 70 to 77) of the 2016 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 2016. The letter from the Remuneration Committee chairman providing context to 2016 remuneration outcomes, together with information to help shareholders understand what the executives were paid in 2016, is contained on pages 67 to 69 of the 2016 Annual report. This vote is advisory.

## Resolution 3

### Approval of the Remuneration Report for Australian law purposes

The Remuneration Report for the year ended 31 December 2016 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 67 to 107 of the 2016 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 2016. This vote is advisory.

## Resolution 4

### Approval of potential termination benefits for Australian law purposes

The law in Australia restricts the benefits which can be given to people who hold certain offices in Group companies in connection with cessation of office or employment, unless shareholder approval is obtained. The law is complex and affects our ability to treat employees across the group consistently and/or abide by the terms of contractual commitments. As described in Appendix 2, approval is sought to give certain benefits to current and future directors, members of the Executive Committee and other personnel in the Group in a manner that is consistent with our Remuneration Policy and practices.

Approving termination benefits is considered a matter that affects the Group as a whole and will therefore be considered by shareholders of both Rio Tinto Limited and Rio Tinto plc. A resolution on similar terms was put to, and approved by, shareholders of both Rio Tinto Limited and Rio Tinto plc at the 2014 annual general meetings.

If approval is obtained, it will be effective for a period of three years from the date the resolution is passed.

## Resolutions 5-16

### Election and 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 directors will retire and offer themselves for re-election (except for Robert Brown and Anne Lauvergeon who are stepping down from the board). All of the directors seeking re-election have been subject to a performance evaluation, as described in the corporate governance section of the 2016 Annual report. Based on that evaluation, it is considered that those directors continue to be effective and demonstrate the level of commitment required in connection with their role and the needs of the business. The board also 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. The board has appointed four new directors in the last 12 months. Accordingly, Jean-Sébastien Jacques, whose appointment to the board was announced on 17 March 2016 and David Constable, Simon Henry and Sam Laidlaw, whose appointments were announced on 10 February 2017, put themselves forward for election as directors by the shareholders at the annual general meetings. As announced, Simon's appointment will be effective as of 1 July 2017.

The board has also adopted a framework on directors' independence and it is satisfied that each non-executive director who is standing for election or re-election at the meeting is independent in accordance with this framework.

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

**Megan Clark** Non-executive director, BSc, PhD, age 58

**Appointment:** November 2014. Chairman of the Sustainability Committee.

**Skills and experience:** Megan, an Australian citizen, has had an extensive career in both the private and public sector, combining expertise in the metals and mining business with high-level experience in science, research and technology. Her core industry experience and knowledge brings valuable insight and effective contributions to the board. Megan was chief executive of the Commonwealth Scientific and Industrial Research Organisation (CSIRO) from 2009 until 2014. Prior to CSIRO, Megan held various roles with Western Mining Corporation, was a director at N M Rothschild and Sons (Australia) and was vice president, Technology and subsequently vice president, Health, Safety, Environment, Community and Sustainability with BHP Billiton. 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 2014 she was appointed a Companion of the Order of Australia.

**External appointments (current and recent):** Non-executive director of CSL Limited since February 2016, non-executive director of CARE Australia since 2016, member of the Prime Minister's Science, Industry and Engineering Council from 2009 to 2014.

**David Constable** Non-executive director, B.Sc. Engineering, age 55

**Appointment:** February 2017.

**Skills and experience:** David, a Canadian citizen, is an experienced executive with strong credentials in the engineering, construction, energy and chemical sectors. He brings an international perspective to the board, having worked in Canada, the US, Chile, Argentina, the Netherlands, China and South Africa. David was the chief executive officer of SASOL Limited from 2011 to 2016 where he drove a comprehensive group wide change programme which culminated in the roll out of the organisation's new operating model and its related structures, systems and processes. Prior to this, David held various roles with Fluor Corporation from 1982 to 2011, most recently as Group President, Operations. He also served as Group President for Fluor's Power Business, heading up the company's activities in the global coal, gas, nuclear and renewable power generation industries. Prior to this, David was Group President, Operations and Maintenance, focusing on Fluor's operational asset productivity improvement business across a wide range of industries.

**External appointments (current and recent):** Non-executive director of Anadarko Petroleum Corporation since 2016 and ABB Ltd since 2015, member of the US Business Council and the International Business Council, member of SASOL Limited's Risk and Safety, Health and Environmental Committee and Capital Investment Committee until June 2016 and was also Chairman of the Sasol Global Foundation.

**Jan du Plessis** Chairman, BCom, LLB, CA (SA), age 63

**Appointment:** September 2008 (board), April 2009 (chairman). Chairman of the Nominations Committee.

**Skills and experience:** Jan, a South African and British citizen, has significant experience on the boards of major UK public companies, having served as chairman and non-executive director of various FTSE100

## Appendix 1 – Explanatory notes to the resolutions continued

companies across a range of sectors. His breadth of experience and leadership skills enable him to fulfil his role as chairman effectively. Jan was group finance director of Compagnie Financière Richemont, the Swiss luxury goods group, from 1988 to 2004. He was appointed a non-executive director of British American Tobacco plc in 1999, prior to holding the chairmanship from 2004 to 2009. He was a non-executive director of Lloyds TSB from 2005 to 2009.

**External appointments (current and recent):** Non-executive director and chairman of SABMiller plc from September 2014 and July 2015 respectively, until October 2016. Non-executive director and senior independent director of Marks and Spencer Group plc from 2008 and 2012 respectively until March 2015.

**Ann Godbehere** Non-executive director, FCPA, FCGA, age 61

**Appointment:** February 2010. 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 and was made a fellow of the Institute of Chartered Professional Accountants in 2014. Ann's strong financial background and expertise enable her to effectively fulfil the role of Audit Committee chairman.

**External appointments (current and recent):** Non-executive director of UBS Group AG since 2014 and non-executive director of UBS AG since 2009, non-executive director of British American Tobacco plc since 2011, 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 2014, non-executive director of Arden Holdings Ltd from 2007 until 2014.

**Simon Henry** Non-executive director, MA, FCMA, age 55

**Appointment:** effective from 1 July 2017.

**Skills and experience:** Simon, a British citizen, has significant global experience in the oil and gas industry, having spent over 30 years at Royal Dutch Shell plc, most notably as chief financial officer, a position that he has held since 2009. He was chief financial officer and executive vice president, Finance, Exploration & Production from 2004 to 2009, and prior to this he was head of Group Investor Relations from 2001 to 2004. Simon brings extensive financial expertise to the board and is a fellow of the Chartered Institute of Management Accountants (CIMA) and has a BA in Mathematics and an MA from the University of Cambridge.

**External appointments (current and recent):** Non-executive director of Lloyds Banking Group plc since June 2014 and member of the Audit Committee and the Risk Committee, member of the Advisory Board of the Centre for European Reform and the Advisory Panel of CIMA, chaired the European Round Table CFO Taskforce from 2011 to 2017, member of the Main Committee of the 100 Group of UK FTSE CFOs from 2009 to 2017.

**Jean-Sébastien Jacques** Chief executive, MSc, age 45

**Appointment:** March 2016 (board), July 2016 (chief executive).

**Skills and experience:** Jean-Sébastien, a British citizen, has strong executive leadership skills and expertise in leading significant growth projects. He is also highly respected for his thought leadership across a wide range of geopolitical and economic issues within the mining industry and more broadly. Jean-Sébastien was appointed chief executive officer of Rio Tinto's Copper group in 2013 and chief executive of the Copper & Coal group in February 2015. He led the transformation of this group, delivering a step-change in both safety and cash performance whilst reshaping the portfolio to focus on a core of the highest-quality assets. He also had responsibility for two growth projects, Oyu Tolgoi in Mongolia and Resolution in the US, both of which saw significant progress during his tenure. Prior to joining Rio Tinto, Jean-Sébastien spent more than 15 years working in various roles across Europe, South East Asia, India and the US. He covered a wide range of operational and functional positions for the

aluminium, bauxite and steel industries and more notably served as group director, Strategy for Tata Steel Group from 2007 to 2011.

**External appointments (current and recent):** Chairman of the International Copper Association since late 2014.

**Sam Laidlaw** Non-executive director, MA, MBA, age 61

**Appointment:** February 2017.

**Skills and experience:** Sam, a British citizen, has had a long and distinguished career in the energy industry, both in the UK and internationally. Sam brings to the board deep experience of long-cycle, high-capex and safety critical industries from his involvement in the upstream oil and gas industry for over 30 years. Sam was chief executive officer of Centrica plc from 2006 to 2014. His other previous roles include Executive Vice President of Chevron Corporation; non-executive director of Hanson PLC; chief executive officer of Enterprise Oil plc; and President and chief operating officer of Amerada Hess Corporation. He was also a member of the UK Prime Minister's Business Advisory Group and was senior director of the UK Department of Transport. Sam is a qualified solicitor and has a Master's degree in Business Administration from INSEAD.

**External appointments (current and recent):** Non-executive director of HSBC Holdings plc since 2008 and chairman of the Remuneration Committee and the Nomination Committee, director of Neptune Oil & Gas Limited, chairman of the National Centre of Universities & Business, a board member of the Oxford Saïd Business School and a council member of Radley College.

**Michael L'Estrange** Non-executive director, BA (Sydney), MA (Oxon), age 64

**Appointment:** September 2014.

**Skills and experience:** Michael, an Australian citizen, has had a long and distinguished public service experience in Australia and brings to the board valuable, global expertise in foreign policy, international relations and trade. Michael 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 as an Officer of the Order of Australia.

**External appointments (current and recent):** Director of the University of Notre Dame, Australia since 2014, and head of college of the National Security College at the Australian National University in Canberra from 2009 until 2014, continuing as a professor until 2015. Non-executive director of Qantas Airways Limited.

**Chris Lynch** Chief financial officer, BCom, MBA, age 63

**Appointment:** September 2011 (board), April 2013 (chief financial officer).

**Skills and experience:** Chris, an Australian citizen, has significant experience in the mining and metals industry, having spent over 30 years working in these fields globally. Chris also has extensive listed company experience at board level across a variety of leadership roles, providing the board with significant operational and financial expertise. 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 of 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 until 2014.

**Hon. Paul Tellier** Non-executive director, LLL, BLitt (Oxon), LL.D, C.C. age 77

**Appointment:** October 2007.

**Skills and experience:** Paul, a Canadian citizen, has extensive experience in both the corporate sector and the civil service, broadening the board's diversity and enabling Paul to contribute effectively as a member of the Audit Committee and Remuneration Committee. He entered the civil service in the 1970s and 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. From 2002 to 2004, he was president and chief executive officer of Bombardier Inc., the aerospace and transportation company.

**External appointments (current and recent):** Director of Groupe Harnois since January 2017, chairman of Global Container Terminals Inc. from 2007 to January 2016, 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 2014, strategic adviser to Société Générale (Canada) from 2005 until 2013, director of BCE Inc. (Bell Canada Enterprises) from 1999 until 2010, director of Bell Canada from 1996 until 2010, director of McCain Foods Limited from 1996 until 2014.

**Simon Thompson** Non-executive director, MA, (Oxon), age 57

**Appointment:** April 2014.

**Skills and experience:** Simon, a British citizen, has a wealth of global experience in the metals and mining industry, having held numerous executive and non-executive positions in this sector. This enables Simon to provide valuable insight as a non-executive director and member of the Sustainability Committee and Remuneration Committee. Simon 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.

**External appointments (current and recent):** Chairman of 3i Group plc since 2015, non-executive director and chairman of Tullow Oil plc since 2011 and 2012 respectively, non-executive director and senior independent director of AMEC Foster Wheeler plc from 2009 and 2014 respectively until 2015, non-executive director of Sandvik AB from 2008 until May 2015, and non-executive director of Newmont Mining Corporation from 2008 until 2014.

**John Varley** Non-executive director, BA, MA (Oxon), age 60

**Appointment:** September 2011 (board), May 2012 (senior independent director). Chairman of the Remuneration Committee.

**Skills and experience:** John, a British citizen, has significant banking experience having spent 28 years with Barclays PLC, most notably as chief executive of the Group from 2004 until 2010. John's extensive board-level experience makes him an effective senior independent director and his financial services experience complements the balance of skills on the board. During his career with Barclays he held several senior positions, including chairman of the Asset Management division, group finance director and deputy chief executive. Prior to joining Barclays, John worked as a solicitor.

**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 from 2006 and 2012 respectively until April 2015, chairman of Marie Curie since 2011, chairman of Employment for Excluded Groups since 2006 and trustee of the Prince of Wales Charitable Foundation since 2011.

## 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

### Authority to make political donations

It is not proposed or intended to alter Rio Tinto's policy of not making political donations, within the normal meaning of that expression. However, it may be that some of Rio Tinto's activities fall within the potentially wide definitions of political donation, political expenditure and/or political organisation in the 2006 Act and, without the necessary authorisation, Rio Tinto's ability to communicate its views effectively to political audiences and to relevant interest groups could be inhibited. In particular, the definition of political organisations may extend to bodies such as those concerned with policy review, law reform, the representation of the business, community and special interest groups such those concerned with the environment. As a result, the definition may cover legitimate business activities not in the ordinary sense considered to be political donations or political expenditure. The authority that the board is requesting is a precautionary measure to ensure Rio Tinto does not inadvertently breach the 2006 Act.

Accordingly, the directors believe that the authority contained in this resolution is in the interests of shareholders to support. Any expenditure which may be incurred under authority of this resolution will be disclosed in next year's annual report. Details of political expenditure by Rio Tinto during the past year are set out on page 48 in the 2016 Annual report.

## Resolution 20

### General authority to allot shares

This resolution asks shareholders to renew the directors' authority to allot new shares. The authority, if approved, will expire at the end of the annual general meeting of the Company held in 2018 (or, if earlier, at the close of business on 30 June 2018).

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 £45,372,445, 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 24 February 2017, being the latest practicable date for information included in this Notice.

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 £45,372,445, 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 24 February 2017.

At 24 February 2017, the Company held 9,602,947 treasury shares, which represents 0.69 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 21

### 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.

## Appendix 1 – Explanatory notes to the resolutions continued

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.

Resolution 21 asks shareholders to grant this limited waiver. 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 20, or sell treasury shares, for cash: (i) in connection with a rights issue or other pre-emptive offer; or (ii) otherwise up to a nominal value of £8,995,575 (equivalent to five per cent of the combined issued ordinary share capital of the Company and Rio Tinto Limited as at 24 February 2017, exclusive of shares held in treasury by the Company) 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 20, 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.

If resolution 21 is passed, the waivers will expire at the end of the annual general meeting of the Company held in 2018 (or, if earlier, at the close of business on 30 June 2018).

Additionally, the Group intends to follow the UK Pre-Emption Group's principles regarding the rolling three-year cumulative use of the authority sought under Resolution 21(b), in that the cumulative use of the authority will not exceed 7.5 per cent of the combined 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.

In accordance with the announcement made by the Company on 14 April 2016, the Company is following the approach taken at previous annual general meetings by seeking a 5 per cent disapplication of pre-emption rights only.

### Resolution 22

#### 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 Rio Tinto Limited.

The authority conferred by the resolutions to be approved at the Company's and Rio Tinto Limited's 2017 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. As announced on 8 February 2017, the Company will undertake a US\$500 million on-market share buyback programme which is expected to be completed in the period to 31 December 2017.

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 2016 annual general meetings and expire at the end of each of the 2017 annual general meetings.

Authority is sought for the Company, Rio Tinto Limited and/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 at the end of the annual general meeting of the Company held in 2018 (or, if earlier, at the close of business on 30 June

2018). The authority sought would permit the Company, Rio Tinto Limited and/or any of Rio Tinto Limited's subsidiaries to purchase up to 137,492,259 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 24 February 2017.

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 during the period of five business days immediately preceding the day on which such share is contracted to be purchased; (b) the higher of the price of the last independent trade and the highest current independent purchase bid as stipulated by the Commission-adopted Regulatory Technical Standards made pursuant to Article 5(6) of the Market Abuse Regulation. 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 ordinary shares in the Company with a total value of US\$500 million at the share prices and exchange rates prevailing on 31 December 2016 would increase the Group's net debt and reduce equity attributable to shareholders by US\$500 million and, on the basis of the Group's 2016 financial statements, would increase the Group's gearing ratio (being net debt divided by the sum of net debt and total equity) by 0.9 percentage points to approximately 18.2 per cent.

The total number of options to subscribe for shares and awards of shares outstanding at 24 February 2017 was 3,910,947 which represents 0.28 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 0.32 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 cancelled.

The authority being sought in paragraph (a) of resolution 22 extends to Rio Tinto Limited and/or 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 22.

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 would 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 any capital management programme that the Group may be implementing at the relevant time, with the intention of returning surplus cash to shareholders in the most efficient manner. The DLC Merger Sharing Agreement contains the principles of equalisation which ensure that entitlements to distributions of income and capital 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 2017 annual general meeting on 4 May 2017.



## Resolution 23

### 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. Rio Tinto plc's 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 23 seeks to renew this approval.

The approval will be effective until the Company's annual general meeting in 2018, 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.

## Appendix 2 – Further explanation on resolution 4

### Why shareholder approval is being sought

Relevant law in Australia (sections 200B and 200E of the Corporations Act 2001 (the Act)) restricts the benefits (termination benefits) which can be given to certain individuals in connection with the individual ceasing employment or ceasing to hold an office with Rio Tinto. The effect of such restrictions would be to pre-empt in some cases, either the application of the Remuneration Policy which shareholders have approved, or conformity with the provisions of individuals' pre-existing contracts of employment.

The Act applies to individuals (Relevant Executives) who hold a managerial or executive office, as defined in the Act, in Rio Tinto Limited or a related body corporate or individuals who have held such an office during the last three years before they ceased to hold such an office or position of employment. This includes members of Rio Tinto's Key Management Personnel (KMP) (note this includes all Rio Tinto directors) and directors of subsidiary companies of Rio Tinto Limited.

Under the Act, a Relevant Executive may only be given a termination benefit if it is approved by the relevant shareholders or an exemption applies. The exemptions include an exemption for benefits such as statutory entitlements to accrued annual and long-service leave, amounts required to be paid by law or by court order, certain types of "deferred bonuses" and, subject to certain conditions, payments made in accordance with a company's redundancy policy. Beyond that, in general terms, certain benefits are permitted if they are within a monetary cap. This termination cap is broadly equivalent to the average 12-months' base salary of the person concerned over the three years preceding cessation of office. If termination benefits are provided beyond those permitted by the Act, a breach of the Act can occur even if the Relevant Executive has a pre-existing contractual entitlement to the benefit.

Having regard to the potentially wide application of the Act and the uncertainties it can cause, the directors are of the view that it is appropriate and prudent to seek shareholder approval, as contemplated by the Act, so that termination benefits are able to be provided to Relevant Executives in conformity with the Remuneration Policy where applicable, without any risk of a breach of the Act. The approval being sought would create no change (and in particular no increase) to the termination benefits which would have otherwise been applied to an outgoing employee under the Remuneration Policy.

### Global Group

The Rio Tinto Group consists of Rio Tinto plc and Rio Tinto Limited and their respective subsidiaries (of which there are approximately 510) under the dual listed companies structure. These entities are incorporated in multiple jurisdictions across the world. The boards and Executive Committees of Rio Tinto plc and Rio Tinto Limited are common (currently 21 people). Details of these 21 KMP are contained on pages 50 to 53 of the 2016 Annual report.

Relevant Executives are employed through a number of Group companies and many of them are employed outside Australia, on terms that are not typically the same as Australian employment contracts, but rather have been designed to be consistent with local practices and regulations. At this time we estimate that there are several hundred Relevant Executives that the Act could apply to.

Rio Tinto operates in global and local markets where it competes for a limited pool of talented executives. As a global organisation, Rio Tinto also seeks to ensure that, to the extent possible, it can be consistent across the Group in the benefits it is able to offer and Rio Tinto also tries to ensure that people are not disadvantaged by moving to different roles or jurisdictions within the Group.

### These are not new benefits

The directors are of the view that the Group's remuneration arrangements and strategy, including the termination benefits that are payable, are fair and reasonable for the Group and employees. The Group's Remuneration Report has been voted on by shareholders each year since 2002 and the latest report is set out on pages 67 to 107 of the 2016 Annual report.

Shareholders are not being asked to approve any increase in the remuneration or benefits for any Relevant Executive, any changes to their

underlying employment arrangements or their entitlements under any existing plans.

No changes to current share plan rules nor any variations to the existing discretions of the board or the Remuneration Committee are proposed. Where the Remuneration Committee has discretion to allow for the acceleration of vesting of awards for KMPs when they cease to hold office, for example under the former performance share plan rules, it does not intend to exercise such discretion. Neither does it intend to waive any pro rating of share awards at vesting for KMPs where they are a feature of the relevant plan.

Rather, shareholders are being asked to approve Rio Tinto's existing policy and practices, including the discretions of the board and Remuneration Committee, so as to enable Rio Tinto to continue to operate its remuneration programmes, to support the Group's strategy, as described in the Remuneration Report.

### Approval is being sought for the following termination benefits

Shareholder approval is being sought for the purposes of sections 200B and 200E of the Act for any termination benefits that may be provided to Relevant Executives as described in this appendix. This approval does not guarantee that any specific Relevant Executive will receive the benefits in the remuneration programmes described in this appendix, but rather preserves the discretions of the board and the Remuneration Committee to determine the most appropriate termination package in accordance with this appendix.

Under the Act, when seeking shareholder approval for a termination benefit, shareholders must be provided with details of the amount or value of the payment or benefit; or if that amount or value cannot be ascertained at the time of disclosure, the manner in which that amount or value is to be calculated and any matter, event or circumstance that will, or is likely to, affect the calculation of that amount or value.

The amount or value of a benefit that a particular Relevant Executive may be entitled to will depend on a number of factors, including the manner in which the individual ceases in their role, the length of time they have been employed, changes in market practice, fluctuations in Rio Tinto's share price and, in some cases, the exercise of discretions by the boards or by the Remuneration Committee. Accordingly, it is not possible to state with certainty the amount or value of a payment or benefit that may become payable. Rather, Rio Tinto has set out in the tables below a range of benefits that may be treated as potential termination benefits, the manner in which the amount or value of that benefit may be calculated and the matters, events or circumstances that will, or will be likely to, affect the calculation of that amount or value.

Shareholder approval is being sought to the extent required to allow the provision of benefits up to the maximum amount or value under the relevant arrangements described in this appendix, including by the exercise of discretion as described and in addition to other benefits that are treated as exempt benefits under the Act (and which are not taken into account in calculating the termination cap). Alternatively, Rio Tinto and a Relevant Executive may agree not to rely on this approval to any extent and to instead rely on the provisions of the Act.

Not all of the benefits in this appendix require shareholder approval. However, in the interests of good governance and transparency, the board considers it appropriate to seek approval for all benefits that are potentially payable when a Relevant Executive ceases to hold office.

### Approval is sought for a three-year period

If approval is obtained, it will be effective for a period of three years from the date the resolution is passed. That is, shareholder approval will be effective for all termination benefits paid or granted to a Relevant Executive who ceases to hold office or a position of employment during the period beginning at the conclusion of the Rio Tinto annual general meetings in 2017 and expiring at the conclusion of the Rio Tinto annual general meetings in 2020. If considered appropriate, the directors would consider seeking a new approval from shareholders at the Rio Tinto annual general meetings in 2020.

## Appendix 2 – Further explanation on resolution 4 continued

It can be reasonably anticipated that aspects of the relevant employment agreements, practices, relevant share plans and retirement plans will be amended from time to time in line with market practice and changing governance standards and, where relevant, these changes will be reported

in Rio Tinto's Remuneration Report, which forms part of the Annual report. However, it is intended that this approval will remain valid for as long as these agreements, practices and plans provide for the treatment on cessation of employment as set out in this appendix.

**Table 1: Potential benefits**

Agreement or plan	Treatment on cessation of employment
<b>Employment agreements</b>	<p>As described in the Group's 2016 Remuneration Report, "executives" (as defined in that report, being the Rio Tinto Executive Committee) have service contracts that, save as noted below, can be terminated by either party with 12 months' notice in writing, or immediately by paying the base salary only in lieu of any unexpired notice. An initial notice period of up to 24 months during the first two years of employment, reducing to 12 months thereafter, may sometimes be necessary to secure an external appointment.</p> <p>All other Relevant Executives are employed pursuant to employment agreements which are capable of termination by Rio Tinto on giving the relevant period of notice under the agreement (generally between 12 and three months), or immediately by paying the base salary only in lieu of any unexpired notice.</p> <p>Relevant Executives may be required to undertake garden leave during all or part of their notice period and may receive their contractual salary, STIP and benefits during the notice period or the cash equivalent. Where applicable, tax equalisation and other expatriate benefits will continue in accordance with the Relevant Executive's prevailing terms and conditions.</p> <p>Rio Tinto may make payment in lieu of some or all of the notice period in accordance with the terms of the employment agreement. This payment can include any amounts as contemplated by the employment agreement.</p> <p>Accrued, but untaken, annual leave and any long-service leave will be paid out on termination, in accordance with the relevant country legislation and applicable practice applying to employees, which may be in excess of entitlements under law. For eligible leavers (as defined in the footnote below)<sup>1</sup> in Australia, the value of the leave is calculated on the basis of base salary, target STIP and car allowance. No STIP is included where the executive is not an eligible leaver.</p> <p>On termination, Rio Tinto will pay relocation or expatriation benefits as agreed on the original expatriation and/or in accordance with its applicable policies on travel and relocation. Rio Tinto may also agree to pay the Relevant Executive the monetary value of relocation or expatriation benefits in lieu of actually providing them, including relocation or expatriation benefits that the Relevant Executive would have received during a period of notice that was paid in lieu.</p> <p>On termination, other than for cause, Rio Tinto may make a payment in consideration of the departing Relevant Executive confirming, extending or entering into appropriate restrictive covenants to protect Rio Tinto and its shareholders. The amount of such payment will be determined by the Remuneration Committee based on the content and duration of the covenant.</p>
<b>Short Term Incentive Plan (STIP)</b>	<p>If a Relevant Executive who is an eligible leaver leaves the Group during a performance year, the Relevant Executive may be awarded a pro rata portion of the STIP based on the portion of the year served and based on actual assessment of performance against targets. No portion of the award will be deferred into shares and any cash payment will be made at the normal STIP payment date.</p> <p>If a Relevant Executive provides Rio Tinto notice of their resignation during the performance year, but will not leave the Group until after the end of the performance year, the Relevant Executive may receive an award under the STIP. In these circumstances, the Relevant Executive will only be eligible to receive the cash portion of the award and will forfeit the deferred shares portion.</p>
<b>Bonus Deferral Plan (BDP)</b>	<p>For grants made to Relevant Executives, awards will normally be retained, and vest (subject, where applicable, to the exercise of a discretion by the Remuneration Committee) either at the scheduled vesting date or on termination. There will be no pro rata reduction of awards and any dividend equivalent shares will be calculated on the vested shares. If the Relevant Executive resigns or is dismissed for misconduct, or for any other reason that the Remuneration Committee decides, the awards will lapse (subject to the Remuneration Committee's discretion). For any BDP award, where permitted by law or regulation, and the Remuneration Committee allows, a Relevant Executive can receive cash in lieu of shares.</p> <p>The Remuneration Committee does not intend to exercise any discretion to accelerate the vesting of any BDP awards for any member of the Executive Committee when they leave the Group.</p>
<b>Performance Share Plan (PSP)</b>	<p>For grants made to Relevant Executives, awards will be retained when a Relevant Executive ceases employment and vest at the scheduled vesting date, except that (subject to the Remuneration Committee's discretion) awards will lapse in the case of resignation, dismissal for misconduct or where the Remuneration Committee so decides. Unvested awards remain subject to the satisfaction of the performance conditions. Any dividend equivalent shares will be calculated on the vested shares at vesting.</p> <p>If a Relevant Executive leaves the Group during the first 36 months from the date of grant of the award, the number of shares that can vest will be reduced pro rata over that 36 month period. Awards will vest immediately on death, but if a Relevant Executive dies during the first 36 months from the date of grant of the award, the number of shares that can vest will be reduced pro rata over that 36 months period. The number of shares vesting is determined on the assumption that performance conditions are met at median level or at the level to which they are actually satisfied at the date of death, if higher. The number of shares is further reduced as described above. For any PSP award, where permitted and the Remuneration Committee allows, a Relevant Executive can receive cash in lieu of shares.</p>

<sup>1</sup> The concept of eligible leaver is defined in the relevant plans or policy. In general terms, an eligible leaver is an executive who leaves the Group by reason of ill health, injury, disability (as determined by the executive's employer); retirement; redundancy; transfer of the undertaking in which the executive works; change of control of the executive's employing company; or death. Usually there is a discretion of the Remuneration Committee to treat a person as an eligible leaver. If there is no relevant plan or policy (eg where there is an applicable practice applying to employees) or the plan or policy does not include a concept equivalent to eligible leaver. In addition to the definitions in the relevant plans or policy, the Remuneration Committee may exercise a discretion to treat a Relevant Executive as an eligible leaver. Further, if the circumstances warrant it, the Remuneration Committee may treat a Relevant Executive as an eligible leaver for some purposes, but not others. For example, the Remuneration Committee may decide to treat a Relevant Executive as an eligible leaver under the BDP, but not under the STIP.

## Appendix 2 – Further explanation on resolution 4 continued

Agreement or plan	Treatment on cessation of employment
<b>Share Option Plan (SOP)</b>	The SOP was discontinued from 2013. For grants made to eligible leavers before 2013, awards will be retained. If the Relevant Executive is an eligible leaver, awards will lapse one year from the date the Relevant Executive leaves the Group or such longer period as permitted by the Remuneration Committee. There are no awards under the SOP which remain subject to the satisfaction of performance conditions.
<b>Management Share Plan (MSP)</b>	Note that awards under the MSP are only made to KMPs prior to their appointment as an Executive Committee member. MSP awards are not normally subject to the satisfaction of vesting conditions, other than time. For grants made to Relevant Executives, awards will normally be retained by the Relevant Executive, and vest (subject, where applicable, to the exercise of a discretion by the Remuneration Committee) either at the scheduled vesting date or on termination (awards to US taxpayers will normally be allowed to vest on termination and awards to French taxpayers will normally vest on termination or on the second anniversary of the award, if later). If the Relevant Executive resigns or is dismissed for misconduct, or for any other reason that the Committee decides, the awards will lapse (subject to the Remuneration Committee's discretion). All retained MSP awards will be reduced pro rata to reflect the proportion of the period between the date of grant of the award and the normal vesting date which has not elapsed at the time employment ceased. Any dividend equivalent shares or the cash equivalent will be calculated on the vested shares. Awards vest on death, subject to the pro rata reduction as described above. The Remuneration Committee does not intend to exercise any discretion to accelerate the vesting of any MSP awards for any member of the Executive Committee when they leave the Group.
<b>myShare (GESP) and Share Savings Plan (SSP)</b>	<b>GESP:</b> Purchased shares will be transferred to the Relevant Executive (or nominee) as soon as practicable. In the case of a Relevant Executive who is an eligible leaver, any conditional awards also vest in full and will be transferred to the Relevant Executive (or nominee) following termination. <b>SSP:</b> In the case of a Relevant Executive who is an eligible leaver, awards are normally retained and options, up to the level of savings made, must be exercised within six months of termination. If a Relevant Executive has resigned (or for any other reason permitted by the directors) more than three years after the date of grant, options, up to the level of savings made, may be exercised within six months after termination.
<b>Pension or superannuation plans</b>	Employment benefits typically include participation in a pension plan, superannuation scheme, or a cash allowance to contribute to a personal pension or superannuation scheme. These may be defined benefit plans or contribution plans. Rio Tinto may make employer contributions to such plans and may also facilitate employee contributions either directly or through salary sacrifice arrangements. In some cases, these plans are funded externally or constitute unfunded promises made by Rio Tinto. The contributions or entitlements provided by Rio Tinto may exceed the minimum statutory requirement or be provided in jurisdictions where there is no statutory requirement. Pensions may be payable before, at or after termination.
<b>Other benefits</b>	In certain jurisdictions, such as Canada and the USA, employees and their dependants may also be eligible for post-retirement benefits such as medical and life insurance. Rio Tinto may also agree to continue certain other benefits for a period following termination where the arrangements are provided under term contracts or in accordance with the terms of the service contract, for example relocation or expatriation benefits, payment for financial advice, tax advice and preparation of tax returns for a tax year. In some cases, a Relevant Executive may receive a modest retirement gift. Rio Tinto may also pay reasonable legal and other professional fees including outplacement support, to or in respect of a Relevant Executive in connection with any termination of employment. These may include legal fees incurred in negotiating a settlement or separation agreement with Rio Tinto.
<b>Retrenchment policy</b>	If termination is a result of redundancy, the terms of the relevant local policy may apply. The Group's retrenchment policy generally provides for a payment determined by reference to the number of years of service of the Relevant Executive and the total remuneration of the Relevant Executive as at the termination date. There is some variation in the retrenchment policy applying across the Group to reflect different market practice in the jurisdictions in which the Group operates.
<b>Other amounts payable at law</b>	While many of the termination benefits to which a Relevant Executive may become entitled on ceasing employment are provided under the relevant employment agreement, there may be additional benefits, the payment of which is required by law, depending on the jurisdiction in which the Relevant Executive is based at the time they cease employment. This approval is intended to cover any such payments. The value of the payments will be calculated as prescribed by law, which may take account of any number of factors (e.g. the Relevant Executive's length of service with Rio Tinto, the circumstances of the Relevant Executive's cessation of employment, etc.).
<b>Settlement or separation agreements</b>	Rio Tinto may enter into a settlement or separation agreement with a Relevant Executive in connection with the termination of their employment. In accordance with the Remuneration Policy, Rio Tinto may agree in the settlement or separation agreement to pay such amount as it determines is reasonable to settle any claims which in Remuneration Committee's view are legitimate which the Relevant Executive may have in connection with the termination of employment. Rio Tinto may also agree to other clauses that are typically included in settlement or separation agreements (e.g. confidentiality, releases, non-disparagement, etc.).

## Appendix 2 – Further explanation on resolution 4 continued

**Table 2: Relevant circumstances**

Agreement or plan	Circumstances affecting the calculation or amount of benefits <sup>2</sup>
<b>Employment agreements</b>	<p>The circumstances of the Relevant Executive's cessation of employment (for example, whether the employment agreement is terminated immediately, placed on garden leave, or with notice and the period of notice).</p> <p>The Relevant Executive's base pay and, where appropriate, contractual benefits and other benefits (eg STIP, relocation and expatriation benefits, etc.) at the time of cessation of employment.</p> <p>Whether the Relevant Executive is an employee requiring repatriation or relocation.</p> <p>The Relevant Executive's length of service with Rio Tinto.</p> <p>The amount of leave accrued by the Relevant Executive.</p> <p>The statutory requirements and market practice of the jurisdiction in which the Relevant Executive is employed.</p> <p>The content and duration of the restrictive covenant and prevailing market practice.</p> <p>Any other factors that the Remuneration Committee determines to be relevant when exercising its discretion.</p>
<b>Short Term Incentive Plan (STIP)</b>	<p>The circumstances of the Relevant Executive's cessation of employment (for example, whether cessation of employment arises due to resignation, retirement or redundancy or termination for cause).</p> <p>The Relevant Executive's base pay at the time of cessation of employment.</p> <p>The Relevant Executive's target STIP opportunity for the period, which will be set in advance in accordance with the Remuneration Policy.</p> <p>The time period served during the performance or vesting year by the Relevant Executive up to the date of cessation of employment.</p> <p>The applicable performance measures and performance against those measures.</p> <p>Any other factors that the Remuneration Committee determines to be relevant when exercising its discretion under the STIP (such as the assessment of the performance of the Relevant Executive up to the termination date).</p>
<b>Employee Incentive Plans (BDP, PSP, SOP, MSP, GESP and SSP)</b>	<p>The circumstances of the Relevant Executive's cessation of employment (for example, whether cessation of employment arises due to resignation, retirement or redundancy or termination for cause).</p> <p>The number of awards or options (as the case may be) held by the Relevant Executive prior to cessation of employment.</p> <p>The time period served during the performance period by the Relevant Executive up to the date of cessation of employment.</p> <p>The applicable performance measures and performance against those measures.</p> <p>The number of awards that vest.</p> <p>The market price of Rio Tinto shares at the relevant time.</p> <p>Any other factors that the Remuneration Committee determines to be relevant when exercising a discretion (such as the assessment of the performance of the Relevant Executive up to the termination date).</p>
<b>Pension or superannuation plans</b>	<p>The applicable statutory requirements and market practice of the jurisdiction in which the Relevant Executive is employed.</p> <p>The Relevant Executive's remuneration and years of service.</p> <p>The pension or superannuation plan the Relevant Executive participates in.</p> <p>The value of contributions made and earnings and capital growth or loss.</p> <p>The manner in which the governing rules of the pension or superannuation plan provide for calculation of the relevant benefit.</p> <p>The fees, taxes, costs, and expenses deducted from the Relevant Executive's account.</p> <p>The terms of any insurance policies that are referable to the Relevant Executive.</p>
<b>Other benefits</b>	<p>The circumstances of the Relevant Executive's cessation of employment (for example, whether cessation of employment arises due to resignation, retirement or redundancy or termination for cause).</p> <p>The applicable statutory requirements and market practice of the jurisdiction in which the Relevant Executive is employed.</p> <p>The value of the services, benefits or entitlements that the Relevant Executive is given.</p> <p>Any other factors that the Remuneration Committee determines to be relevant when exercising a discretion.</p>
<b>Retrenchment policy</b>	<p>Retrenchment policies in each jurisdiction are aligned with local market practice and applicable law.</p> <p>The number of years of service and base pay and other benefits as at the termination of employment.</p>
<b>Other amounts payable at law</b>	<p>The applicable statutory requirements of the jurisdiction in which the Relevant Executive is employed and any change in those requirements.</p>
<b>Settlement or separation agreements</b>	<p>The circumstances of the Relevant Executive's cessation of employment (for example, whether cessation of employment arises due to resignation, retirement or redundancy or termination for cause).</p> <p>Any claims that the Relevant Executive may have in connection with the termination of employment and the reasonable value of those claims.</p> <p>The clauses that are typically included in settlement or separation agreements from time to time.</p>

<sup>2</sup> In all cases, treatment will be subject to, and in accordance with, these explanatory notes, the Remuneration Policy, where applicable, the terms of any applicable plan, policy or contract and the law. For example, under some Employee Incentive Plans, the Remuneration Committee retains the discretion in certain circumstances to reduce the level of vesting of an award, determine that an award does not vest or clawback an award made after vesting. Nothing in this approval is intended to limit the exercise of such discretions.

# 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 10 April 2017 (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 entitled to attend and vote at the meeting, 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

Any Relevant Executive (as defined in resolution 4), potential or current, or an associate who wishes to preserve the benefit of resolution 4 for the Relevant Executive must not vote on the resolution. However they may cast a vote if the vote is cast as a proxy appointed by writing that specifies how the proxy is to vote on the resolution and it is not cast on behalf of a Relevant Executive or an associate of a Relevant Executive.

Further, a vote on resolutions 2, 3 or 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 though resolutions 2, 3 and 4 are connected directly or indirectly with the remuneration of a member of the KMP.

## Appointment of proxies

A member entitled to attend and vote at the meeting is entitled to appoint one or more persons of his/her choice, who need not be a member of the Company, as his/her proxy to exercise any or all of his/her rights to attend, speak and vote on his/her behalf 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.

Members entitled to vote will be provided with a proxy form. To be effective the proxy form and any power of attorney or other written authority under which it is executed (or a notorially certified copy of any such authority) must reach the transfer office of the Company at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY by 11.00am on 10 April 2017 or 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) 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. For further information please refer to your proxy form.

## Proxy lodgement online

Shareholders can also lodge their proxy forms online at [www.investorcentre.co.uk/eproxy](http://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. Any person appointed by a

corporate representative should bring the authority (or a notorially certified copy of such authority) under which they have been appointed to the meeting.

## Nominated persons

If you hold your shares through a broker or a nominee and you wish to attend the meeting, you will need to ask your broker or nominee to appoint you either as a proxy or as a corporate representative. For information on how to appoint a proxy or a corporate representative, please see the notes above. If you have not been appropriately appointed, you may not be able to attend the meeting.

Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a Nominated Person) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the annual general meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies in the section headed "Appointment of proxies" above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by shareholders of the Company.

## Guests

Please notify the company secretary no later than 6.00pm on 10 April 2017 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 10 April 2017, 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 undesirable 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 2016; or
- any circumstance connected with an external auditor of the Company appointed for the financial year ended 31 December 2016 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

On 24 February 2017, which is the latest practicable date before the publication of this document, the total number of issued ordinary shares in the Company was 1,374,922,589 (excluding shares held in treasury). 9,602,947 ordinary shares were in treasury.

The voting arrangements for shareholders under the Group's DLC structure are explained in the Shareholder information section of the 2016 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 [riotinto.com](http://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 4 May 2017 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 footage of those in attendance. Photographs may also be taken at the meeting and published in the media or 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. Proxies and corporate representatives should bring the authority or power of attorney or other written authority (or a notarially certified copy of such authority) under which they have been appointed to the meeting.

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

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

## Accessibility

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.

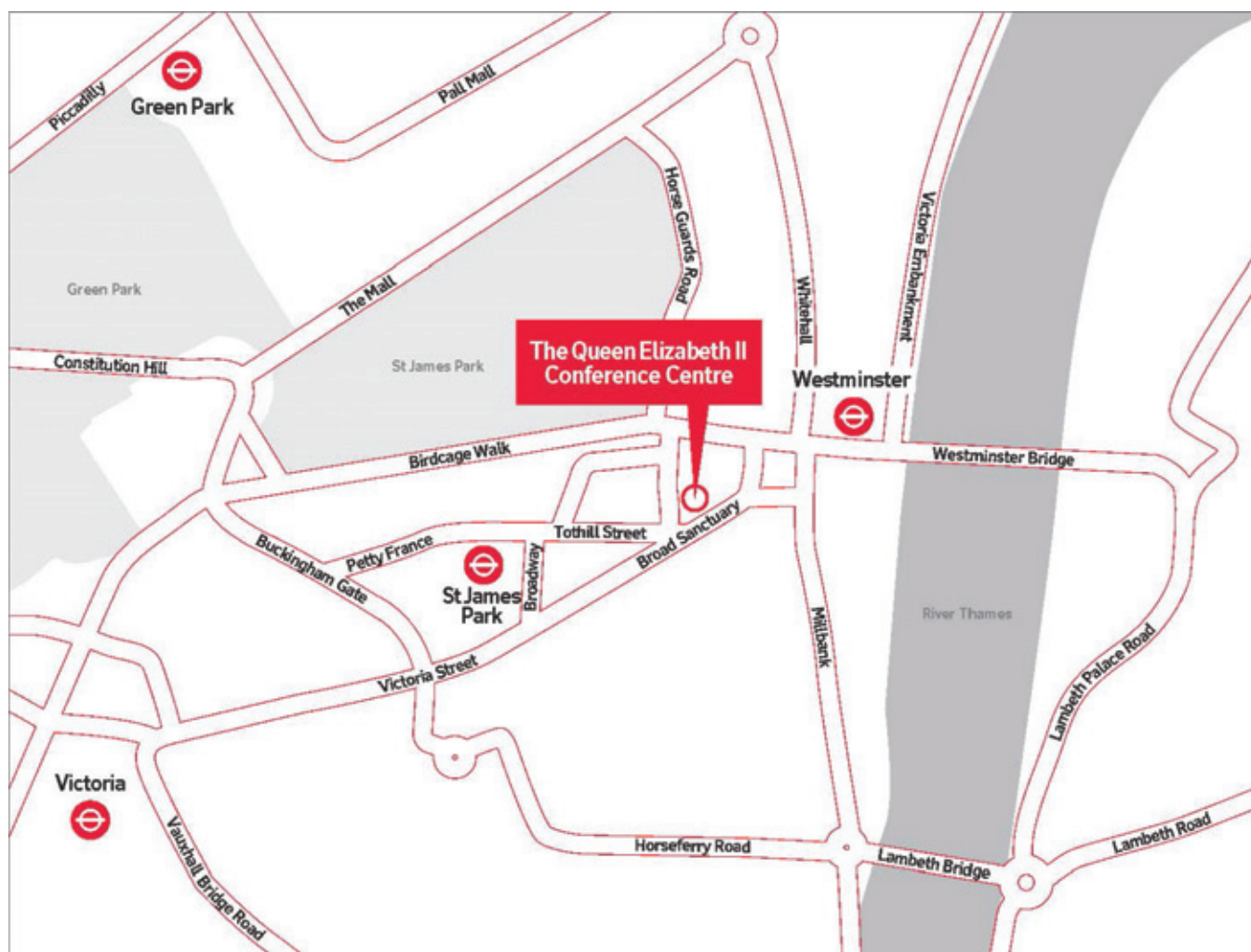
There are induction loops fitted in the meeting rooms.

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

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.

## Meeting location map and useful addresses



View our Annual report at [riotinto.com/ar2016](http://riotinto.com/ar2016)

### 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](http://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

6 St James's Square  
London  
SW1Y 4AD

[riotinto.com](http://riotinto.com)

Telephone: +44 (0) 20 7781 2000

### 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](http://www.investorcentre.co.uk/contactus)

Telephone: +44 (0) 870 703 6364

Fax: +44 (0) 870 703 6119

For UK residents only:

Freephone: 0800 435021