

**Rio Tinto Limited**  
**Dividend**  
**Reinvestment**  
**Plan**

**Rio Tinto**

**General Enquiries:**

Any enquiries about  
the Plan should be  
addressed to:

**The Rio Tinto**  
**Share Registrar**

Computershare Investor  
Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Telephone: 1800 813 292  
or 61 (0) 3 9415 4030  
Fax: 61 (0) 3 9473 2500  
Email: [web.queries@  
computershare.com.au](mailto:web.queries@computershare.com.au)

Further copies of  
this brochure and the  
application form may  
be obtained from the  
Rio Tinto Share Registrar.

May 2008

This document is important and requires your immediate attention. If you are in any doubt as to the action you should take, you should consult your licensed financial adviser.

This brochure constitutes the terms and conditions of the Plan and should be read carefully. If you wish to participate in the Plan, please retain this brochure for future reference. If you wish to continue to receive your dividends in cash you need take no further action and may disregard this document.

**Rio Tinto Limited,  
Registered Office:  
120 Collins Street,  
Melbourne, Victoria,  
Australia  
ABN 96 004 458 404**

The value of shares and the income from them can fall as well as rise and you may not recover the amount of money that you invest. Nothing in this brochure should be regarded as a recommendation to buy or hold shares in Rio Tinto Limited.

If you have any enquiries about the Dividend Reinvestment Plan, you should write to:

Rio Tinto Share Registrar  
Computershare Investor Services  
Pty Limited

GPO Box 2975  
Melbourne VIC 3001  
Email: [web.queries@  
computershare.com.au](mailto:web.queries@computershare.com.au)

## Introduction

Rio Tinto Limited (“Rio Tinto”) offers a Dividend Reinvestment Plan (the “Plan”), which gives you the opportunity to elect for your cash dividend to be used to purchase ordinary shares in Rio Tinto in the market free of commission.

The Plan is administered by the Rio Tinto Share Registrar, Computershare Investor Services Pty Limited who will arrange the purchase of Rio Tinto shares under the Plan on your behalf through a stockbroker. The Plan is not run by Rio Tinto.

## About the Plan

### **1 How does the Plan operate?**

Shareholders who are paid a cash dividend are given the opportunity to reinvest it in Rio Tinto shares through a special dealing arrangement. If shareholders join the Plan, then as many whole shares as possible will be purchased for them from their cash dividend.

The purchases will be made on or as soon as reasonably practicable after a dividend payment date and at the prevailing market price. All purchases will be made on an execution-only basis and you are not able to specify the price or the maximum or minimum price at which the shares will be purchased. You should note that the price of shares can change significantly between the time you decide to join the Plan and the date the shares are purchased.

## 2 Who can join the Dividend Reinvestment Plan?

To be eligible to participate in the Plan for a particular dividend, you must be on the Rio Tinto share register and entitled to participate in the dividend on the Record Date for the payment of that dividend.

If you are resident outside Australia, you are responsible for ensuring that you are legally permitted to join the Plan and for completing all relevant formalities. If in doubt, you should consult your independent professional adviser.

Where local legislation prohibits participation in the Plan, this documentation should be regarded as for information only.

## 3 Who administers the Plan?

The Plan is administered by the Rio Tinto Share Registrar, Computershare Investor Services Pty Limited, or such successor administrator of the Plan as may be appointed from time to time.

## 4 How much will it cost me to join the Plan?

If you participate in the Plan you will not be charged any stockbroking commission. You will pay stamp duty at the prevailing rate. Any stamp duty costs will be deducted automatically from your cash dividend to be reinvested in Rio Tinto shares. Currently shares do not incur a stamp duty charge.

## 5 At what price will the Rio Tinto shares be bought and how many shares will I receive?

This will depend on the price of Rio Tinto shares on the Australian Stock Exchange when the deal is carried out. The shares will be bought at the best price available at the time of dealing. You cannot specify a maximum or minimum price. Shares are bought on an execution only basis. It may be necessary to carry out several market transactions in order to acquire the number of shares needed for the Plan. The prices at which the shares are purchased may vary between transactions, in which case deal prices will be averaged with all shareholders receiving the same price.

You will receive the maximum whole number of shares that it is possible to purchase on your behalf using the cash dividend and at the relevant average purchase price, after deducting the costs described above.

## 6 What happens when money is left over after shares have been bought?

Any surplus cash dividend remaining or which is insufficient to purchase one share will be carried forward without interest and added to future dividend payments for reinvestment under the terms of the Plan.

If you cancel your participation in the Plan or sell all your Rio Tinto shares, any surplus cash balance will be paid to you following the next dividend payment date.

**7 Will the Plan apply to future dividends?**

It is envisaged that the Plan will continue to operate for the foreseeable future. However, the Plan will be operated at the discretion of the Directors of Rio Tinto. If the Plan is not applied to a particular dividend, your cash dividend will be paid to you on the relevant dividend payment date in the normal way together with any surplus cash dividend balance. The Plan may be amended (which includes revision of the costs associated with the Plan), suspended or terminated by the Directors of Rio Tinto at any time, in which case notice will be given to all shareholders. In the case of any amendment, you will continue to participate under the amended plan unless written notice of withdrawal is received from you by the Rio Tinto Share Registrar.

**The dividend record and payment dates are included in the Annual report sent to shareholders each year and available on our web site: [www.riotinto.com](http://www.riotinto.com).**

**What you should do****8 What should I do if I want to join the Dividend Reinvestment Plan?**

If you wish to participate in the Plan, please complete the application form provided and then sign and return the form to the Rio Tinto Share Registrar in the enclosed envelope.

In order to participate in the Plan for a particular dividend, your completed application form must be received by the relevant Plan Notice Date, which is 15 business days prior to the payment date for the dividend.

Applications to join the Plan received after the relevant Plan Notice Date will be effective from the next dividend.

Once the shareholder has elected to participate in the Plan, all future dividends will be reinvested under the Plan until either the shareholder withdraws from the Plan (see Question 10) or the Plan is suspended.

**9 What should I do if I do not want to join the Dividend Reinvestment Plan?**

If you want to continue to receive a cash dividend and do not want to join the Plan, then you need take no action.

**10 If I join the Dividend Reinvestment Plan now, how can I withdraw from it in the future?**

You may withdraw from the Plan at any time by writing to the Rio Tinto Share Registrar. Your written notice must be received by the relevant Plan Notice Date if you do not wish to be included in the Plan for that dividend. Your participation in the Plan will cease automatically if you transfer all your shareholding.

Participation in the Plan will also cease automatically if the Rio Tinto Share Registrar receives notice of a participant's death, bankruptcy or mental incapacity (or in the case a corporate shareholder, liquidation). However, if the deceased, bankrupt (or in the case of a corporate shareholder, insolvent) or incapacitated participant was a joint shareholder, the Plan will be continued for the remaining joint shareholder(s).

**11 Can I join the Dividend Reinvestment Plan for just some of my shares?**

No, you may only elect to participate in the Plan for the **whole** of your shareholding in Rio Tinto, subject to the discretion retained by Rio Tinto referred to below.

If you have more than one holding of shares, the Plan will apply to each holding separately. Unless you ask the Rio Tinto Share Registrar to combine your holdings you must complete a separate application form for each holding. Once you have elected to participate in the Plan, future dividends will continue to be invested in Rio Tinto shares automatically until such time as

you decide to withdraw or the Plan is suspended or terminated. If you dispose of part of your shareholding your participation in the Plan will continue for your remaining Rio Tinto shares. Your participation will also apply to any additional shares you acquire.

Rio Tinto may, at its discretion, permit a corporate shareholder to reinvest any particular dividend payment on a lesser number of shares than its holding for a particular dividend but only where such a corporate shareholder is acting on behalf of more than one beneficial owner. This is necessary to enable a nominee shareholder to carry out the instructions of underlying beneficial shareholders.

Applications for partial investment must be received by the Share Registrar by the relevant Plan Notice Date. Any instructions for part of a holding will apply to the dividend in respect of the number of shares specified and must be received by the relevant Plan Notice Date. The remaining cash dividend will be paid automatically on the shares which are not included in the Plan. Corporate shareholders acting on behalf of more than one beneficial owner should also refer to Question 10.

**12 What documents will I receive?**

A dividend statement covering the whole amount of your dividend will be sent to you following the dividend payment date, the statement will include the number of shares acquired, the purchase price and stamp duty. Shares purchased under the Plan will be added to your holding. If on any

occasion your dividend, together with any cash brought forward, is insufficient to purchase at least one share, you will receive a statement explaining that no shares have been purchased and showing the amount of cash carried forward to the next dividend.

If you are a CHESS sponsored member, you will also receive a CHESS statement at month end showing the additional shares credited to your CHESS account

### **13 How does joining the Dividend Reinvestment Plan affect my tax position?**

The taxation effect of your participation in the Plan will depend on your own individual circumstances. You will generally be liable for tax on dividends reinvested in the Plan on the same basis as if you had received the cash and arranged the investment yourself. Accordingly you should include the dividend and any franking credits in your annual tax return in the normal way.

The shares acquired for you will be added to your existing shareholding at the date and at the net cost shown on the dividend statement. The actual cost of the shares (including stamp duty) will form your cost base for income or capital gains tax purposes.

**You should remember that tax legislation can change from time to time and, if you are in any doubt as to your taxation position, whether in relation to the receipt of the dividend or arising from your purchase of shares under the Plan, you should consult your independent tax or licensed financial adviser.**

### **14 Who will carry out the purchase of shares?**

All purchases of shares under the Plan will be made for you through a suitable stockbroker (the "Broker") and all dealings will be governed by the rules and regulations of the Australian Securities Exchange.

### **15 Is there anything else of which I should be aware?**

The Plan Administrator and its agent (including the Broker) may effect transactions notwithstanding that it has, directly or indirectly, a material interest in or a relationship with another party which may involve a conflict with its duty to shareholders.

Both the Plan Administrator and the Broker are authorised to disclose any information relating to the Plan to any relevant authority or as required by such authority, whether legally necessary or not. Neither the Plan Administrator nor the Broker shall be liable for any disclosure made in good faith provided that it believes that such disclosure has been made in accordance with the foregoing requirements.