

## **Role and Responsibilities of the Senior Independent Director**

### **1. Background**

- 1.1 This document sets out the role and responsibilities of the Senior Independent Director (“SID”) of Rio Tinto plc and Rio Tinto Limited (each a “Company” and together the “Companies”).
- 1.2 Only the board may change any of these provisions.
- 1.3 In this document, “Group” means the Companies and its subsidiary undertakings.

### **2. Role**

- 2.1 The SID is appointed to provide a sounding board for the chairman and to serve as an intermediary for the other directors when necessary. The SID should be available to shareholders if they have concerns which have been unable to be resolved through the normal channels.
- 2.2 In times of stress, the role of the SID becomes particularly important in ensuring that significant issues are resolved by working with the chairman, the other directors and shareholders.

### **3. Responsibilities**

- 3.1 Be available to shareholders if they have concerns which the chairman, chief executive, or other executive directors have failed to address, or where such channels are inappropriate.
- 3.2 Provide support for the chairman in the delivery of his objectives by being a trusted channel of communication to the chairman for the other directors.
- 3.3 Lead the process for the appointment of a successor to the chairman, including chairing the relevant board Committees.
- 3.4 Liaise with major shareholders to ensure that their views are being considered by the chairman.
- 3.5 Evaluate the chairman with the other non-executive directors by meeting at least annually to appraise the chairman’s performance (as well as on other occasions as needed).
- 3.6 In respect of governance issues that may require attention outside the normal board setting, or during particularly stressful times, be ready to work with the chairman, or as appropriate, with the other board members and, where judged necessary, major shareholders, to resolve the issues.
- 3.7 The SID would be expected to intervene in the following situations (subject to any direction to the contrary from the entire board):
  - if there is a dispute between the chairman and the chief executive;

- if shareholders or other non-executive directors have expressed concerns that are not being addressed by the chairman or the chief executive;
- if the strategy being followed by the chairman and the chief executive is not supported by the entire board;
- if the relationship between the chairman and the chief executive has become particularly close, and decisions are being made without approval of the full board; or
- if succession planning is being ignored.

### Approvals History

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