

Remuneration Policy

Remuneration Policy introduction

This Policy applies to our Executive and Non-Executive Directors and to the Chair. In accordance with Australian law, it also sets out the broad policy principles that apply to members of the Executive Committee who are not directors.

Our Policy is binding only in so far as it relates to directors. Therefore, implementing this Policy for executives who are not directors may vary from that of the Executive Directors.

In determining the new Policy, the Committee followed a robust process, which included multiple discussions and engagement with investors and proxy advisers regarding the content of the Policy, taking into account the needs of the business and evolving market and best practice. The Committee considered input from both management and our independent advisers while ensuring that conflicts of interest were appropriately managed.

The overall structure of the new Policy remains broadly unchanged from the Policy previously approved by shareholders in 2021. Updates to the Policy largely reflect strategic focus, evolving corporate governance and market practice, with changes being made to aid the operation of the Policy, including refinements to incentive measures proposed for 2024. The key changes to the Policy include increasing the LTIP maximum award to 500% of salary (from 400%) to drive the decarbonisation agenda, and increasing share ownership requirements.

Our remuneration policies, principles and practices

Our values of care, courage and curiosity reflect who we are and what we stand for as a business. They guide the Committee in its decision-making and are foundational to our remuneration-related policies, principles and practices.

Our first priority is to allocate remuneration resources wisely. We want our pay policies to be regarded as fair by employees and shareholders alike to reward both short and long-term performance and to reinforce the values and collective behaviours that drive sustainable performance. Although we believe that our Policy is fit for purpose, the Committee retains the discretion to override any unforeseen and inappropriate formulaic outcomes.

People with high quality skillsets, who are capable of managing and growing the business sustainably, are essential to delivering on our strategic objectives. Rio Tinto operates in global markets where it competes for talented executives in a limited pool. Our remuneration strategy is therefore designed to attract and retain the people we need. We recognise remuneration represents just one of the factors that encourages the attraction and retention of talent. We also seek to engage our employees over the long-term, to foster diversity, to offer a caring and respectful work environment, to provide challenging work as well as opportunities to build capability. Our people strategy is underpinned by our commitment to safety and our core values.

Competitive remuneration linked to performance and shareholder value creation

We link remuneration to performance targets over both the short- and long-term, to ensure executive rewards align to both short-term priorities and long-term sustainable growth in shareholder value. In order to assess the competitiveness of the packages we offer, we benchmark ourselves against other international mining and natural resources companies, and companies in the FTSE 30 (excluding financial services) and global industrials of comparable size, which typically have similar global reach and complexity.

The outcomes of these benchmarking exercises form just part of our consideration of the appropriate level of remuneration packages. The actual outcome will depend on both business and individual performance and behaviours.

We take salary increases in the broader employee population into account in determining any change to the base salary of executives and consult with shareholders on the design of our short- and long-term incentive plans to ensure they are aligned with shareholder interests and priorities. We do not formally consult with our employees on the Policy, but approximately 60% of the workforce are shareholders through participation in our employee share plans and therefore have the right to vote on the Remuneration report. Employees are invited to ask questions or express opinions through our normal employee communication channels. Our employee engagement surveys in 2023 were completed by an average of 38,500 employees.

Performance under the STIP is measured over one year based on a balanced scorecard including strategic and financial metrics. We recognise the importance of ensuring targets are achieved in the right way, aligned to our values and consider this when determining STIP outcomes. 50% of the STIP is normally deferred into shares that vest after three years.

Performance under the LTIP is measured over three years (for PSA awards made from 2024) and awards are typically delivered in shares together with cumulative dividends. Awards with a three-year performance period are also subject to a holding period of a further two years.

Our share ownership policy requires executives to build up and maintain a material shareholding in the company as described in the Implementation report.

Alignment with the UK Corporate Governance Code

The UK Corporate Governance Code principles for developing a remuneration policy have been addressed as follows:

Principle	Focus
Clarity	Our Policy is set out in a fully transparent manner. Communications and engagement with stakeholders promotes clarity around all elements of the Policy.
Simplicity	Our Policy retains key features of transparency, alignment with our strategic objectives and simplicity to aid understanding.
Risk	The incentive arrangements have been structured to support effective risk management. This includes a strong focus on long-term success. Risks include non-financial risk, such as safety, the environment and heritage protection. Malus, clawback and suspension provisions apply to all variable remuneration, which allow for adjustment of rewards in the event of risk management failures.
Predictability	The remuneration outcomes under the different performance scenarios (threshold, target, and outstanding) are clearly set out with an estimate of potential maximum outcome if the share price increased by 50%. See charts on page 123.
Proportionality	The Policy maintains a strong link to strategy and performance. This is set out in the Policy table on page 116. The Committee also has discretion over all variable remuneration outcomes.
Alignment to culture	Our incentive plans are aligned with our strategic focus on long-term sustainable growth and a focus on values and behaviours.

Executive remuneration structure – Policy table

The Policy set out on the following pages is designed to provide a total remuneration package that is appropriately balanced between fixed and variable components, with an emphasis on long-term variable pay. The remuneration structure for executives, including the relationship between each element of remuneration and Group performance, is summarised below.

Further details on the key performance indicators (KPIs) used to assess Group performance are provided in the Strategic report on pages 20-22.

Any commitment made before this Policy takes effect or before an executive became or becomes a director will be honoured even if it is not consistent with this or any subsequent Policy.

Remuneration arrangements – Fixed

Base salary

[Link to Group performance and strategy](#)

- We pay competitive salaries to hire, motivate and retain highly competent executives from a global talent pool.

Operation

- Base salary is the main fixed element of the remuneration package.
- Base salaries are reviewed annually. We determine any increases based on Group and individual performance, global economic conditions, role responsibilities, an assessment against relevant comparator groups and internal relativities. Any increase is generally aligned with the average base salary increases applying to the broader employee population unless there were significant changes to an individual's role and/or responsibilities during the year. Such changes may include a promotion or increase in responsibility or where the executive's base salary is significantly below market positioning.
- Benchmarking is undertaken periodically but not annually, and our intention is to apply judgement in evaluating market data.

Pension or superannuation

[Link to Group performance and strategy](#)

- We provide competitive post-employment benefits in a cost-efficient manner in order to hire and retain.

Operation

- Employment benefits typically include participation in a pension plan, superannuation fund, or a cash allowance to contribute to a personal pension or superannuation fund, which are aligned with the arrangements for the broader workforce in the country of employment.
- The maximum annual benefit is currently capped at 14% of base salary but may be adjusted to reflect changes in arrangements for the wider employee population.

Other benefits

[Link to Group performance and strategy](#)

- We provide competitive other benefits in a cost-efficient manner in order to hire and retain.

Operation

- Other benefits may include, but are not limited to, private healthcare cover for the executive and their dependants, life insurance, accident insurance, professional advice, participation in local flexible benefit programs and certain other minor benefits (including modest retirement gifts in applicable circumstances, occasional spouse travel in support of the business, any Rio Tinto business expenses which are deemed to be taxable, and any resulting tax on the benefits).
- Secondment, relocation and localisation benefits, including payment of transfer allowances, may also be made to and on behalf of executives living outside their home country.
- Given the nature and variety of the items that make up benefits, there is no formal maximum level of company contribution.

Remuneration arrangements – Short-term performance-related (at risk)

Short-term incentive plan

[Link to Group performance and strategy](#)

- STIP focuses participants on achieving demanding annual performance goals, which are based on the Group's priorities, in pursuit of the creation of sustainable value for our stakeholders.
- We require that sustainable business practices are adhered to, particularly in the context of safety and ESG.
- We consider the individual performance of our executives against our values. *The Way We Work* outlines how we deliver both our purpose and strategy. It makes clear how all employees are expected to behave, in accordance with our values of care, courage and curiosity.

Operation

- The level of award for threshold performance is normally set at either nil or 25% of maximum, but may be adapted to reflect the stretch of the underlying targets.
- The award is normally pro-rated on a straight-line basis between threshold, target and outstanding points.
- The maximum award is capped at 200% of base salary for all executives. Any outcome from the formulaic STIP calculation is subject to discretion by the Committee.
- A scorecard based on the Group's priorities is established at the commencement of the financial year. The measures and the relative weightings are selected by the Committee in order to drive business performance for the current year, including the achievement of strategic and financial business outcomes that are priorities for the financial year in question. At least 50% of the measures will relate to financial performance, a significant component will relate to safety performance and any work-related fatality will have a material impact on the STIP result for all executives.
- At the beginning of each year, we expect to disclose the measures and weightings only, with targets deemed commercially sensitive. We intend to disclose these targets and outcomes retrospectively.
- An individual performance multiplier may be applied to the STIP outcome, but the final payout may not exceed 200% of salary.

Remuneration arrangements – Short-term performance-related (at risk) continued

Operation continued

- In making its year-end determination of STIP awards, the Committee seeks to ensure that actual performance is directly comparable to the targets set at the beginning of the year. This may result in adjustments to the targets or to the assessed results being made by the Committee (in particular to take account of events outside management's control), to ensure a like-for-like comparison. Both upward and downward adjustments can be made, with reference to principles agreed by the Committee, to ensure the outcomes are fair.
- Malus, clawback and suspension provisions apply and are set out later in the Policy.

Bonus deferral

Link to Group performance and strategy

- Provides ongoing alignment between executives and shareholders through deferral of part of the STIP award into Rio Tinto shares.

Operation

- 50% of the STIP will normally be delivered in deferred shares (known as Bonus Deferral Awards (BDA)) with the remainder delivered in cash.
- BDA normally vest in the December of the third year after the end of the STIP performance year to which they relate.
- Dividends (or equivalents) may accrue in respect of any BDA that vest.
- Where permitted by the plan rules, and where the Committee so decides, awards may be made or satisfied in cash in lieu of shares. Awards are normally, but not exclusively, granted with an intention to settle in shares.
- BDA vest on a change of control.
- Malus, clawback and suspension provisions apply and are set out later in the Policy.

Remuneration arrangements – Long-term performance-related (at risk)

Performance share awards under the long-term incentive plan

Link to Group performance and strategy

- Performance share awards (PSA) are designed to provide a simple and transparent mechanism for aligning executive reward with the execution of an effective business strategy and delivery of superior long-term shareholder returns.
- Award levels are set to provide substantive focus on and reward long-term performance. PSA are the most significant component within the remuneration package and are calibrated so as to ensure the overall competitiveness of the remuneration package.

Operation

- PSA are conditional share awards (or economic equivalent) that vest subject to the achievement of stretching performance conditions and continued employment.
- The Committee will set performance conditions aligned with the Group's long-term strategic objectives for each PSA grant.
- For the 2024 awards, relative TSR has been retained as the primary measure as it provides an objective external assessment over a sustained period on a basis that is familiar to shareholders. In addition, metrics linked to decarbonisation have been introduced to reflect the importance of climate change and low-carbon transition to the Group's strategy.
- While we expect TSR and decarbonisation will remain key performance metrics, the Committee retains the discretion to adjust the performance measures and weightings as appropriate.
- PSA are normally only released five years after grant. From 2024, PSA are subject to a three-year performance period followed by a holding period of two years, with awards usually only released to executives five years after the award was granted.
- Awards have a maximum face value of 500% of base salary when granted which is currently determined using the average share price of the prior financial year. Actual annual award levels may vary for each executive.
- Threshold performance would result in the vesting of up to 22.5% of the award.
- Dividends (or equivalents) may accrue in respect of any PSA that vest.
- Where permitted by the plan rules, and where the Committee so decides, awards may be made or satisfied in cash in lieu of shares. Awards are normally, but not exclusively, granted with an intention to settle in shares.
- Awards and performance conditions may be adjusted to take account of variations of share capital and other transactions. Subject to this Policy, performance conditions may also be amended in other circumstances if the Committee considers that a changed performance condition would be a fairer measure of performance.
- If there is a change of control, awards will vest to the extent performance conditions are then satisfied. Unless the Committee determines otherwise, if the change of control happens prior to the vesting of the award, the number of shares that can vest will be reduced pro rata for the period from grant to change of control relative to the vesting period. The Committee may, alternatively, with agreement of an acquiring company, replace PSA with equivalent new awards over shares in the acquiring company.
- The Committee retains the discretion, where circumstances warrant, to amend performance conditions under the relevant plan rules. The Committee will seek to ensure that outcomes are fair and that they take account of the overall performance of the company during the performance period.
- Malus, clawback and suspension provisions apply and are set out later in the Policy.

Shareholding requirements

Link to Group performance and strategy

- Shareholding requirements align executives' interests with those of shareholders.

Operation

- The Group understands the importance of and expects executives to build up and maintain a material shareholding in Rio Tinto.
- Executives should aim to reach a share ownership in Rio Tinto shares, which is set as a fixed number of shares with reference to the following levels:
 - Chief Executive: 5 x base salary
 - Chief Financial Officer: 4 x base salary
 - Other executives: 4 x base salary
- From an operational perspective these requirements are converted into a fixed number of shares. For 2024, the required holdings are as follows:
 - Chief Executive: 120,000 Rio Tinto plc shares
 - Chief Financial Officer: 60,000 Rio Tinto plc shares
 - Other executives (requirement varies by individual): 46,000–54,000 Rio Tinto plc shares or 40,000–46,000 Rio Tinto Limited shares
- The applicable number of shares will be reviewed at least every two years to account for salary and share price movements.
- Executives are expected to build up their shareholding over a five-year period. Longer periods may be accepted for new appointments.
- Shares are treated as “owned” once vested and where beneficial and/or legal ownership of the shares is held by the executive. A beneficial interest includes any shares for which an executive receives the benefit of ownership (such as a right to receive dividends) without directly owning the shares. Given the mandatory nature and absence of performance conditions, 50% of the unvested BDA will be treated as owned accounting for likely effects of taxation.
- Executive Directors are expected to continue to meet the shareholding requirements for two years after ceasing to be an Executive Director (or if the holding requirement is not met at this date, the relevant holding at the time). When considered alongside the existing leaver provisions for share awards, this will ensure that Executive Directors will remain aligned with shareholders for an extended period.
- The Committee retains the discretion to enforce shareholding requirements through the application of malus to unvested share awards and/or scale back of future grants.

Consequence management framework

In 2021, the consequence management framework was introduced as a framework to assist with the application of Committee discretion and the potential recovery of incentives in exceptional circumstances.

Malus, clawback and suspension provisions will apply to all STIP and LTIP awards in cash or shares. Under both the malus and clawback provisions, where the Committee determines that exceptional circumstances exist, the Committee may, at its discretion, reduce the number of shares to be received on vesting of an award, or, for a period of two years after the vesting, the end of any holding period or payment of a share or cash award, the Committee can clawback value from a participant.

The circumstances under which the Committee may exercise such discretion may include, inter alia:

- any fraud or misconduct by a participant or an exceptional event which has had, or may have, a material effect on the value or reputation of any member of the Group (excluding an exceptional event or events which have a material adverse effect on global macroeconomic conditions).
- an error in the Group's financial statements, which requires a material downward restatement or is otherwise material, or where information has emerged since the award date, which would have affected the size of the award granted or vested.
- where the Committee determines that the personal performance of a participant, of their product group or of the Group does not justify vesting or where the participant's conduct or performance has been in breach of their employment contract, any laws, rules or codes of conduct applicable to them or the standards reasonably expected of a person in their position.
- the performance of the company, business or undertaking in which a participant worked or works or for which they were or are directly or indirectly responsible for is found to have been misstated or subject to a material misrepresentation. Consequently, the award being granted and/or vesting has resulted in a greater number of shares than would otherwise have been the case.
- where any team, business area, member of the Group or profit centre in which the participant works or worked has been found guilty in connection with any regulatory investigation or has been in breach of any laws, rules or codes of conduct applicable to it or the standards reasonably expected of it.
- where the Committee determines that there has been material damage to the Group's social licence to operate.
- a catastrophic safety or environmental event or events occurring in any part of the Group.

Under the suspension provisions, the Committee may suspend the vesting or payment of an award (for up to five years) until the outcome of any internal or external investigation is concluded and may then reduce or lapse the participant's award based on the outcome of that investigation. Note that where suspension applies, the 24-month clawback period will not extend beyond the period commencing from the original vesting date or end of holding period.

Remuneration delivered under this Policy is also subject to any additional malus and clawback provisions operated by the company, including but not limited to the Incentive-Based Compensation Clawback Policy adopted in compliance with the US SEC legislation requiring the clawback of incentives erroneously awarded as a result of material misstatements for up to three financial years.

Discretion

The Committee recognises the importance of ensuring that the outcomes of the Group's executive pay arrangements described in this Policy, properly reflect the Group's overall performance and risk appetite.

The Committee therefore reserves the right to review all remuneration outcomes arising from mechanistic application of performance conditions and to exercise discretion to make adjustments where such outcomes do not properly reflect underlying performance or the experience of shareholders or other stakeholders. The Committee will also be mindful of broader diversity and inclusion ambitions.

The Committee may, at its discretion, adjust and/or set different performance measures if events occur (such as a change in strategy, a material acquisition or divestment, a catastrophic safety or environmental incident, a change in control, or other unexpected event) which cause the Committee to determine that the measures are no longer appropriate or in the best interests of shareholders or other stakeholders, and that amendment is required so that the measures, as far as possible, achieve their original purpose. Such discretion will be exercised judiciously and clearly disclosed and explained in the Implementation report.

Any discretionary adjustments for directors will be disclosed in the Implementation report for the relevant financial period.

2024 remuneration opportunity

The following charts provide an indication of the minimum, target and maximum total remuneration opportunity, subject to shareholder approval of the Remuneration Policy for the Executive Directors, together with the proportion of the package delivered through fixed and variable remuneration. The STIP and PSA are both performance-related remuneration.

Chief Executive

(£'000)

Minimum



Target



Maximum



Maximum + 50% share price growth



■ Fixed pay ■ STIP ■ PSA ■ 50% share price growth

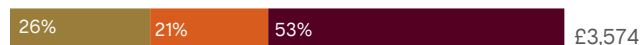
Chief Financial Officer

(£'000)

Minimum



Target



Maximum



Maximum + 50% share price growth



■ Fixed pay ■ STIP ■ PSA ■ 50% share price growth

The following table provides the basis for the values included in the charts above:

Fixed pay (stated in £'000)	Base salary ¹	Pension	Benefits ²	Total
Jakob Stausholm	£1,285	£180	£110	£1,575
Peter Cunningham	£761	£107	£43	£911

1. Base salary is the salary effective 1 March 2024.

2. The value of benefits is as per the 2023 benefits figure in the single total figure of remuneration table, as set out in the Implementation report.

Performance-related pay

Target STIP and LTIP performance – A STIP award of 50% of the maximum award, equating to 100% of base salary
– Expected value of 2024 PSA of 50% of face value, calculated as 250% of base salary

Maximum STIP and LTIP performance – A maximum STIP award of 200% of base salary
– Full vesting of 2024 PSA, calculated as 500% of base salary

– PSAs granted under the LTIP are measured at 2024 face value. This does not constitute an estimate of the value of awards that may potentially vest with respect to year-end 31 December 2026. An assumed 50% growth in share price has been included in the final illustration. No assumption has been made for payment of dividends.

– Further details of the 2024 PSA are disclosed in the Implementation report.

Recruitment remuneration

The table below sets out the policy for both internal and external recruitment. No form of “golden hello” will be provided upon recruitment. In the case of internal appointments, commitments preceding appointment will be honoured.

Element	Recruitment policy
Base salary	We aim to position base salary at an appropriate level, taking into consideration a range of factors including the executive’s current remuneration and experience, internal relativities, an assessment against relevant comparator groups and cost. If a new Executive Director is initially appointed at a lower rate, the Committee retains the ability to award larger increases in subsequent years in order to realign the salary over time as the individual develops in the role.
Pension or superannuation	Consistent with Policy table.
Other benefits	Consistent with Policy table.
STIP	Eligible to take part in our STIP with maximum opportunity capped at 200% of base salary.
PSA under LTIP	Maximum face value of 500% of base salary in line with our Policy.
Buy-out awards	Any compensation provided to an executive recruited from outside the Group, for the forfeiture of remuneration arrangements on joining, is considered separately to the establishment of forward-looking annual remuneration arrangements. Our approach with respect to such “buy-outs” is to determine a reasonable level of award, on a like-for-like basis, consisting primarily of equity-based awards, but also potentially cash, taking into consideration the quantum of forfeited awards, their performance conditions and vesting schedules. The Committee will obtain an independent external assessment of the value of awards proposed to be bought out and retains discretion, subject to the considerations noted above, to make such compensation arrangements as it deems necessary and appropriate to secure the relevant executive’s employment. The Committee’s intention is that buy-out compensation should include, where appropriate, performance conditions and equivalent timeframes for release.
Relocation-related support	If the Committee concludes that it is necessary and appropriate to secure an appointment, relocation-related support and international mobility benefits may be provided, depending on the circumstances and in line with the Group’s broader approach. Any relocation arrangements will be set out in the Implementation report.

Executives’ service contracts and termination

Under normal circumstances, Executive Directors will be offered service contracts that can be terminated by either party with up to 12 months’ notice in writing. In exceptional circumstances, an initial notice period of up to 24 months during the first two years of employment, reducing to up to 12 months thereafter, may be necessary to secure an external appointment. In some circumstances, it may also be appropriate to use fixed-term contracts for Executive Directors.

Other executives are offered service contracts which can be terminated by the company with up to 12 months’ notice in writing, and by the executive with up to 12 months’ notice in writing.

The contracts for executives include appropriate non-compete and restrictive covenants.

The current contract terms of directors and the other executives are included in the Implementation report. The letters of appointment are available for inspection at Rio Tinto plc’s registered office, and at our AGMs.

Executives may be required to go on “Garden leave” during all or part of their notice period and may receive their base salary, STIP and other benefits during the notice period (or the cash equivalent). Where applicable, tax equalisation and other expatriate benefits will continue in accordance with the executive’s prevailing terms and conditions.

If termination is a result of redundancy, the terms of the relevant local policy or practice will apply in the same way as for other employees hired in the same location.

The STIP and LTIP rules govern the entitlements that executives may have under those plans upon termination of employment, which is dependent on whether they are considered an eligible leaver or not. 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 with company consent, redundancy, transfer of the undertaking in which the executive works, change of control of the executive’s employing company, or death in service. In addition, the plan rules afford discretion to the Committee to award eligible leaver status in other circumstances.

In the case of dismissal for cause, the company can terminate employment without notice and without payment of any salary or compensation in lieu of notice. The Committee will apply the consequence management framework, and outstanding awards under any of the Group’s incentive plans may be forfeited and previous awards clawed back.

Element	Termination policy
Base salary, pension and other benefits	<p>Base salary will be paid in lieu of any unexpired notice and may be paid progressively in instalments over the notice period. For Executive Directors the Committee will (to the extent permitted by relevant law) have regard to the Executive Director's ability to mitigate their loss in assessing the payment to be made.</p> <p>Executive Directors and their dependants may also be eligible for post-retirement benefits such as medical and life insurance. The company 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, payment for financial advice, tax advice and preparation of tax returns for a tax year. In some cases, they may receive a modest leaving gift.</p>
Short-term incentive plan (STIP)	<p>If an eligible leaver leaves the Group during a performance year, the Committee may determine in its absolute discretion to award a pro rata portion of the STIP based on the amount of the year served and based on actual assessment of performance against the scorecard targets. Any cash payment will be made at the normal STIP payment date and no portion of the award will be deferred into shares. If an executive provides the company notice of their resignation during the performance year, but does not leave the Group until after the end of the performance year, the Committee may determine in its absolute discretion to make an award under the STIP. In these circumstances, the executive will only be eligible to receive the cash portion of the award and will forfeit any deferred shares portion. Any cash payment will be made at the normal STIP payment date.</p> <p>No STIP award will be made where an executive who is not an eligible leaver leaves the Group, resigns or is terminated for cause prior to the end of the performance year.</p>
Bonus deferral awards (BDA)	BDA will normally vest on the scheduled vesting date. There will be no pro-rating of BDA. Termination as an ineligible leaver at any point during the vesting period will result in forfeiture of BDA.
Performance share awards (PSA)	PSA will normally vest on the scheduled vesting date, subject to performance conditions. PSA will be reduced pro rata to reflect the period of employment between the date of grant of the award and the normal vesting date (in February following end of the three-year performance period). Leaver provisions apply until the release date of the awards at the end of the holding period. Termination as an ineligible leaver at any point during the five-year time horizon will therefore result in forfeiture of PSA.
Management share awards (MSA)	<p>Any MSA granted prior to appointment will normally be retained, and vest, at the Committee's discretion, at the scheduled vesting date (although awards for US taxpayers may vest on leaving).</p> <p>MSA will be reduced pro rata to reflect the period of employment between the date of grant of the award and the normal vesting date. Termination as an ineligible leaver at any point during the vesting period will result in forfeiture of MSA.</p>
All-employee share plans	All-employee share awards will normally vest on or shortly after leaving. There will be no pro rata reduction of awards. Termination as an ineligible leaver at any point during the vesting period will result in forfeiture of awards.
Dividend shares	Any dividend equivalent shares will be calculated on the vesting of all share awards.
Repatriation	On termination, the company will pay relocation or expatriation benefits as agreed at the time of the original expatriation and/or in accordance with applicable legislation and internal policies on travel and relocation.
Accrued but untaken leave	Accrued but untaken annual leave and any long service leave will be paid out on termination, in accordance with the relevant country legislation and practice applicable to all employees.
Legal expenses	The company may pay reasonable legal and other professional fees (including outplacement support) to, or in respect of, an executive concerning the termination of their employment.
Settlement claims	Subject to the approval of the Committee, the company may pay such amount as it determines is reasonable to settle any claims that an executive may have in connection with the termination of their employment.
Restrictive covenants	While our employment agreements include appropriate restrictive covenants as a matter of practice, the Policy provides additional flexibility to make payments in respect of expanding or enhancing existing covenants to protect Rio Tinto and its shareholders. The amount of such payment will be determined by the Committee based on the content and duration of the covenant.

Chair and Non-Executive Directors' remuneration

The table below summarises how the fees are set and our Policy for the Chair and Non-Executive Directors:

Area	Chair	Non-Executive Directors
Setting of fees	The Committee (excluding the Chair, if they are a member) determines the terms of service and remuneration of the Chair.	The Non-Executive Directors' fees and other terms are set by the Board upon the recommendation of the Chair's Committee (which includes the Chair, Chief Executive and Chief Financial Officer).
Fees	<p>It is Rio Tinto's policy that the Chair should be remunerated on a competitive basis and at a level that reflects the complexity of the business and their contribution to the Group, as assessed by the Board.</p> <p>The Chair receives a fixed annual fee and does not receive any additional fee or allowance either for committee membership or being a committee chair, or for travel. The Chair does not participate in the Group's incentive plans.</p>	<p>Non-Executive Directors receive a base fee with additional fees paid for further Board responsibilities such as committee membership, being a committee chair or taking on the senior independent director role. Allowances may be paid for attending meetings that involve medium or long-distance air travel.</p> <p>They do not participate in any of the Group's incentive plans.</p> <p>Fees paid to Non-Executive Directors reflect their respective duties and responsibilities, and the time required for them to make a meaningful and effective contribution to Rio Tinto affairs.</p>
Pension and superannuation	Rio Tinto does not pay retirement or post-employment benefits to the Chair.	Where the payment of statutory minimum superannuation contributions for Australian Non-Executive Directors is required by Australian superannuation law, these contributions are deducted from the director's overall fee entitlements.
Benefits	<p>The Chair may on occasion receive reimbursement for costs incurred in relation to the provision of professional advice.</p> <p>Other benefits include accident insurance (note this is neither contractual nor a taxable benefit), other minor benefits (including modest retirement gifts in applicable circumstances), occasional spouse travel in support of the business, any Rio Tinto business-related expenses that are deemed to be taxable and any tax the company has paid on their behalf.</p>	<p>Non-Executive Directors may on occasion receive reimbursement for costs incurred in relation to the provision of professional advice.</p> <p>Other benefits provided include accident insurance (note this is neither contractual nor a taxable benefit), other minor benefits (including modest retirement gifts in applicable circumstances), occasional spouse travel in support of the business and any Rio Tinto business-related expenses that are deemed to be taxable and any tax the company has paid on their behalf.</p>

Appointment

The appointment of Non-Executive Directors (including the Chair) is handled through the Nominations Committee and Board processes. The Chair's letter of appointment from the company stipulates their duties as Chair of the Group and appointment may be terminated without liability on the part of Rio Tinto in accordance with the Group's constitutional documents dealing with retirement, disqualification from office or other vacation from office. Otherwise, their appointment may be terminated by giving 12 months' notice. Accrued fees will be paid up to the termination date with the exception of dismissal for cause. The Committee has the discretion to make a payment in lieu of notice if the Chair is not required to serve their full 12 months' notice. Should the Chair's appointment be terminated by reason of their removal as a director pursuant to a resolution of shareholders at the AGM, the company shall be liable to pay any fees accrued up to the date of any such removal.

The Non-Executive Directors' letters of appointment from the company stipulate their duties and responsibilities as directors. Each Non-Executive Director is appointed subject to their election and annual re-election by shareholders. Non-Executive Directors'

appointments may be terminated by either party giving three months' notice. There are no provisions for compensation payable on termination of their appointment. The letters of appointment are available for inspection at Rio Tinto plc's registered office and at the AGM.

The current fee levels are set out in the Implementation report.

As provided for in the Rio Tinto plc Articles of Association and Rio Tinto Limited Constitution, the current maximum aggregate fees payable annually to the Non-Executive Directors (including the Chair) for serving on the Board and any committees is £3 million. This current maximum aggregate amount of £3 million per annum was approved by shareholders at the 2009 AGMs and it has remained unchanged during the past 15 years, during which time the size of the Board has also increased. An ordinary resolution will be proposed at the 2024 AGMs seeking shareholder approval to increase the maximum aggregate amount to £4 million per annum with effect from 1 March 2024. In the event the resolution is not approved by the shareholders at the 2024 AGMs, the current maximum aggregate amount of £3 million per annum will continue to apply.