

2019 Notice of annual general meeting

The annual general meeting of Rio Tinto plc will be held at 11:00am on Wednesday, 10 April 2019 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.

A copy of this notice and other information required by Section 311A of the Companies Act 2006 can be found by visiting riotinto.com/agm2019

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

If you would like to vote and are unable to attend the annual general meeting, please complete and submit a proxy form in line with the instructions set out in this notice.

Rio Tinto plc

Registered office:

6 St James's Square
London
SW1Y 4AD

(Registered in England, No: 719885)



Letter from the chairman

Dear shareholders,

I am pleased to invite you to Rio Tinto plc's annual general meeting, which will be held at 11:00am on Wednesday, 10 April 2019 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.

During the year, there were a number of changes to the board and I am pleased to include resolutions to elect the three new directors whose appointments we announced in 2018: Moya Greene, Jakob Stausholm and Simon McKeon. Jakob brings extensive experience of finance, natural resources and capital intensive, cyclical industries. Moya and Simon bring valuable business expertise and a deep knowledge of Canada and Australia, respectively – the two countries that host our largest operations. Ann Godbehere will retire from the board following the conclusion of the Rio Tinto Limited annual general meeting on Thursday, 9 May 2019. Sam Laidlaw will succeed Ann as senior independent director, while Simon Henry will bring his considerable recent and relevant financial experience to the chairmanship of the Audit Committee. I am very grateful to Ann for her contribution to Rio Tinto during her nine years of service and we wish her well for the future.

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

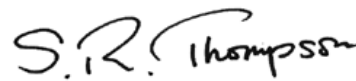
If you are unable to attend the meeting to vote in person, please complete and submit your proxy form by no later than 11:00am on Monday, 8 April 2019 in line with the instructions on page 10. Submitting a proxy form will ensure your vote is recorded but does not prevent you from attending and voting at the meeting itself, if you would like to do so.

The corresponding Rio Tinto Limited annual general meeting will take place in Perth on Thursday, 9 May 2019. The result of the vote on resolutions 1 to 16 (inclusive), 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 the Rio Tinto Limited meeting. The overall results will be announced to the relevant stock exchanges and posted on our website after that date.

The results of resolutions 17 to 20 (inclusive), 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



Simon Thompson
Chairman
27 February 2019

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, 10 April 2019, for the following purposes:

Resolution 1

Receipt of the 2018 Annual report

To receive the company’s financial statements, strategic report and the reports of the directors and auditors for the year ended 31 December 2018.

Resolution 2

Approval of the Directors’ Remuneration Report: Implementation Report

To approve the Directors’ Remuneration Report: Implementation Report for the year ended 31 December 2018, as set out in the 2018 Annual report on pages 101 to 136 (save for the part containing the directors’ remuneration policy set out on pages 106 to 112 (the “Remuneration Policy”)), comprising the annual statement by the Remuneration Committee chairman and the annual report on remuneration (together, the “Implementation Report”).

This resolution is advisory, and is required for UK law purposes.

Resolution 3

Approval of the Directors’ Remuneration Report

To approve the Directors’ Remuneration Report for the year ended 31 December 2018, comprising the Remuneration Policy and Implementation Report, as set out in the 2018 Annual report on pages 101 to 136.

This resolution is advisory, and is required for Australian law purposes.

Resolution 4

To elect Dame Moya Greene as a director

Resolution 5

To elect Simon McKeon AO as a director

Resolution 6

To elect Jakob Stausholm as a director

Resolution 7

To re-elect Megan Clark AC as a director

Resolution 8

To re-elect David Constable as a director

Resolution 9

To re-elect Simon Henry as a director

Resolution 10

To re-elect Jean-Sébastien Jacques as a director

Resolution 11

To re-elect Sam Laidlaw as a director

Resolution 12

To re-elect Michael L’Estrange AO as a director

Resolution 13

To re-elect Simon Thompson as a director

Resolution 14

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 15

Remuneration of auditors

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

Resolution 16

Authority to make political donations

To authorise 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, to:

- make donations to political parties and independent election candidates;
- make donations to political organisations other than political parties; and
- 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 the company held in 2020 (or, if earlier, at the close of business on 10 July 2020).

Resolution 17

General authority to allot shares

To authorise the directors, pursuant to and in accordance with Section 551 of the UK 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:

- up to an aggregate nominal amount of £42,257,421;
- comprising equity securities (as defined in the 2006 Act) up to a further aggregate nominal amount of £42,257,421 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 (but without prejudice to any allotment of shares or grant of rights pursuant to an offer or agreement made before the expiry of the authority pursuant to which such offer or agreement was made) and to expire (unless previously renewed, varied or revoked by the company in general meeting) at the end of the annual general meeting of the company held in 2020 (or, if earlier, at the close of business on 10 July 2020) 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 and the directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired.

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

- ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- 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,

Notice of annual general meeting (continued)

to subscribe for 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 or any other matter.

Resolution 18

Disapplication of pre-emption rights

To authorise the directors, if resolution 17 above is passed, 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 £8,194,694.

such authority to expire (unless previously renewed, varied or revoked by the company) at the end of the next annual general meeting of the company to be held in 2020 (or, if earlier, at the close of business on 10 July 2020) but, in each case, prior to its expiry 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 directors 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) “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 (as nearly as may be practicable) 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 or any other matter; and
- (B) 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 that may be allotted pursuant to such rights.

Resolution 19

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 2020 (or, if earlier, at the close of business on 10 July 2020), unless such authority is renewed, varied or revoked prior to that time (except in relation to a 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 126,772,263;

- (iii) so that the maximum price (exclusive of expenses) payable for each such RTP Ordinary Share is an amount equal to the higher of: (a) 5% above the average of the middle market quotations for an RTP Ordinary Share 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 of an RTP Ordinary Share and the highest current independent bid for an RTP Ordinary Share on the trading venue where the purchase is carried out; and
 - (iv) so that the minimum price (exclusive of expenses) 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 and/or any of its subsidiaries 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 2020 (or, if earlier, at the close of business on 10 July 2020);
 - (ii) the maximum total number of RTP Ordinary Shares to be purchased pursuant to Contracts shall be 126,772,263; and
 - (iii) the price of RTP Ordinary Shares purchased pursuant to a Contract shall be 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 price as may be agreed between the company and Rio Tinto Limited, being not less than one penny.

Resolution 20

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 (“DLC”) structure, as Joint Decision Matters, resolutions 1 to 16 (inclusive) will be voted on by the company and Rio Tinto Limited shareholders as a joint electorate and resolutions 17 to 20 (inclusive) will be voted on by the company’s shareholders only.

Resolutions 1 to 17 (inclusive) will be proposed as ordinary resolutions and resolutions 18 to 20 (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

27 February 2019

Explanatory notes to the resolutions

Resolution 1

Receipt of the 2018 Annual report

The directors are required by company law to present the 2018 Annual report comprising the 2018 financial statements, the strategic report, 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/ar2018.

Resolution 2

Approval of the Directors' Remuneration Report: Implementation Report

The Implementation Report for the year ended 31 December 2018, comprising the Annual statement by the Remuneration Committee chairman and the annual report on remuneration, is set out on the Rio Tinto website and also on pages 101 to 136 (save for pages 106 to 112, which contains the Remuneration Policy) of the 2018 Annual report.

The Remuneration Policy is required to be put to a shareholder vote at least once every three years or if any changes are proposed. As the policy was approved by shareholders at last year's annual general meetings and remains unchanged, a resolution to re-approve the Remuneration Policy has not been proposed.

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 2018. The Annual statement from the Remuneration Committee chairman provides context to 2018 remuneration outcomes, together with information to help shareholders understand what the executives were paid in 2018. This vote is advisory and is required for UK law purposes.

Resolution 3

Approval of the Directors' Remuneration Report

The Directors' Remuneration Report for the year ended 31 December 2018 consists of a summary of the Remuneration Policy and the Implementation Report. The Remuneration Report is set out on the Rio Tinto website and also on pages 101 to 136 of the 2018 Annual report. This vote is advisory and is required for Australian law purposes.

Resolutions 4 – 13

Election and re-election of directors

The board has adopted a policy, in line with the UK Corporate Governance Code, 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 Ann Godbehere who is retiring from the board and those directors (as described below) that are seeking election for the first time). All of the directors seeking re-election have been subject to a performance evaluation, as described in the Governance report in the 2018 Annual report. Based on that evaluation, it is considered that each director continues to be effective and demonstrates the level of commitment required in connection with their role and the needs of the business.

The board has appointed three new directors in the last 12 months. Accordingly, Moya Greene, whose appointment to the board (with effect from September 2018) was announced on 15 February 2018, Jakob Stausholm, whose appointment to the board (with effect from September 2018) was announced on 12 June 2018 and Simon McKeon whose appointment to the board (with effect from January 2019) was announced on 28 November 2018, put themselves forward for election as directors by the shareholders at the annual general meetings. Ann Godbehere will be retiring from the board on 9 May 2019 at the conclusion of the Rio Tinto Limited annual general meeting, following nine years of serving as a non-executive director.

The board has also adopted a framework on directors' independence and it is satisfied that each non-executive director who is standing for election and 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.

Dame Moya Greene

Independent non-executive director, BA, LL.B. Age 64. Appointed September 2018.

Skills and experience:

Moya is an experienced leader in both private and public sectors who has expertise in logistics, strategic planning and complex negotiations. She was CEO of Royal Mail plc from 2010 to 2018, having formerly been president and CEO of Canada Post Corporation. Moya moved into business in 1996 having previously served in the Canadian civil service, including serving as Assistant Deputy Minister for Transport Canada.

External appointments (current and recent):

Non-executive director of EasyJet plc since July 2017. Member of the board of trustees for the Tate Gallery and the National Gallery.

Moya is recommended for election.

Simon McKeon AO

Independent non-executive director. Age 63. Appointed January 2019.

Skills and experience:

Simon brings insights into a wide range of sectors including financial services, the law, government, and charities. Simon practiced as a solicitor before joining Macquarie Group where he spent 30 years culminating as Executive Chairman of its business in the State of Victoria, Australia. He served as chairman of AMP Limited and of the Australian government's research and development body, the Commonwealth Scientific and Industrial Research Organisation ("CSIRO"). He also served as the first president of the Australian Takeovers Panel.

External appointments (current and recent):

Chancellor of Monash University. Non-executive director of Spotless Group since December 2016. Fellow of the Australian Institute of Company Directors.

Simon is recommended for election.

Jakob Stausholm

Chief financial officer, Ms Economics. Age 50. Appointed September 2018.

Skills and experience:

Jakob has over 20 years' experience in senior finance roles in Europe, Latin America and Asia. He also has deep experience of capital intensive, long-cycle businesses, and of innovative technology and supply chain optimisation. Jakob spent six years with the Maersk Group, where his roles included Group chief financial officer and executive director of the Group's integrated transport and logistics business, and Group chief financial officer for the facility services company ISS A/S. He had previously spent more than 19 years with Royal Dutch Shell plc, holding a range of finance positions, including chief internal auditor.

External appointments (current and recent):

None.

Jakob is recommended for election.

Explanatory notes to the resolutions (continued)

Megan Clark AC

Independent non-executive director, BSc, PhD. Age 60. Appointed November 2014. Chairman of the Sustainability Committee.

Skills and experience:

Megan combines expertise in the mining and metals industry with strong leadership experience in science, research and technology. Megan was chief executive of the CSIRO from 2009 until 2014. She had previously held various roles with Western Mining Corporation, and was a director at N M Rothschild and Sons (Australia), and a vice president at BHP Billiton. Her commitment to sustainable development and understanding of innovation bring valuable insights to the board.

External appointments (current and recent):

Non-executive director of CSL Limited since 2016 and CARE Australia since 2015. Head of Australian Space Agency since July 2018.

Megan is recommended for re-election.

David Constable

Independent non-executive director, BSc. Engineering. Age 57. Appointed February 2017.

Skills and experience:

David has strong corporate governance, board and leadership credentials. His international experience in the engineering, construction, energy, mining and chemical sectors includes the execution of major capital projects. David was chief executive officer of Sasol Limited from 2011 to 2016, and worked with Fluor Corporation from 1982 to 2011, most recently as Group president, Operations.

External appointments (current and recent):

Non-executive director of Anadarko Petroleum Corporation since 2016 and ABB Ltd since 2015. Chairman of the Compensation Committee at ABB Ltd. Senior advisor, Cerberus Capital Management since 2017. Member of the US Business Council.

David is recommended for re-election.

Simon Henry

Independent non-executive director, MA, FCMA. Age 57. Appointed April 2017.

Skills and experience:

Simon has significant experience in global finance as well as corporate governance, M&A, international relations and strategy. He draws on over 30 years' experience at Royal Dutch Shell plc, where he was chief financial officer from 2009 to 2017, following roles including chief financial officer and executive vice president, Finance, Exploration & Production, and head of Group Investor Relations.

External appointments (current and recent):

Non-executive director (and member of the Audit Committee and Risk Committee) of Lloyds Banking Group plc since June 2014. Independent director of PetroChina Company Limited since June 2017. Member of the UK Defence Board and chair of the Defence Audit and Risk Committee.

Simon is recommended for re-election.

Jean-Sébastien Jacques

Chief executive, MSc. Age 47. Appointed March 2016; chief executive from July 2016.

Skills and experience:

J-S's strong executive leadership has driven significant growth and transformation projects at Rio Tinto. As chief executive of our Copper group from 2013, and our Copper & Coal group from 2015, he led the transformation of the product groups' safety and cash performance. He also led two successful growth projects, Oyu Tolgoi in Mongolia, and Resolution in the US. J-S brings more than 15 years of experience in the aluminium, bauxite and steel industries to Rio Tinto.

External appointments (current and recent):

Member of the International Council on Mining and Metals and the European Roundtable of Industrialists since 2016 and 2018 respectively.

J-S is recommended for re-election.

Sam Laidlaw

Independent non-executive director, MA, MBA. Age 62. Appointed February 2017. Chairman of the Remuneration Committee from March 2018.

Skills and experience:

Sam has more than 30 years' experience of long-cycle, high-capex industries in which safety and community engagement are critical. Previous executive roles include president and chief operating officer, Amerada Hess Corporation; CEO, Enterprise Oil plc; executive vice president, Chevron Corporation; CEO, Centrica plc; and membership of the UK Prime Minister's Business Advisory Group.

External appointments (current and recent):

Chairman of Neptune Energy Group Holdings Ltd. Chairman, National Centre of Universities & Business. Deputy chair, Oxford Saïd Business School. Council member, Radley College. Non-executive director of HSBC Holdings plc from 2008 until April 2017 (including chairman of the Remuneration Committee and Nomination Committee).

Sam is recommended for re-election.

Michael L'Estrange AO

Independent non-executive director, BA (Sydney), MA (Oxon). Age 66. Appointed September 2014.

Skills and experience:

Michael's distinguished public service career gives him practical experience of the broader geostrategic and societal trends which impact Rio Tinto. Michael held various senior roles for the Australian government, including head of the Cabinet Policy Unit and secretary of the Department of Foreign Affairs and Trade. He served as High Commissioner to the United Kingdom, and is an Officer of the Order of Australia.

External appointments (current and recent):

Director and Deputy Chancellor of the University of Notre Dame, Australia. Non-executive director, Qantas Airways Limited since April 2016.

Michael is recommended for re-election.

Simon Thompson

Chairman, MA (Oxon), PhD. Age 59. Appointed April 2014; chairman from March 2018.

Skills and experience:

Simon has significant global experience in mining and metals, finance and corporate governance. Among a wide range of board appointments, Simon was an executive director of Anglo American plc, where he held the roles of chairman and chief executive officer of the Base Metals Division, chairman of Tarmac, and chairman of the Exploration Division. Earlier in his career, he held various investment banking positions at S. G. Warburg and N M Rothschild.

External appointments (current and recent):

Chairman of 3i Group plc since 2015, and non-executive director and chairman of Tullow Oil plc from 2011 and 2012 respectively until April 2017.

Simon is recommended for re-election.

Resolutions 14 and 15

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. Under Rio Tinto's DLC structure, the appointment of Rio Tinto plc's auditors is a Joint Decision Matter and has therefore been considered by Rio Tinto Limited and Rio Tinto plc shareholders at each annual general meeting since the DLC structure was established in 1995.

PricewaterhouseCoopers LLP have expressed their willingness to continue in office for a further year. As announced in June 2018, the company, having conducted a competitive tender process, proposes to appoint KPMG as external auditor from the financial year beginning 1 January 2020. Shareholder approval to confirm KPMG's appointment will be sought at next year's annual general meeting.

In accordance with UK company law and good corporate governance practice, shareholders are also asked to authorise the Audit Committee to determine the auditors' remuneration.

Resolution 16

Authority to make political donations

The 2006 Act contains a prohibition against making political donations without authorisation of a company's shareholders in a general meeting.

The authority being sought is not proposed or intended to alter Rio Tinto's policy of not making political donations, within the normal meaning of that expression.

However, the definitions of political donation, political expenditure and/or political organisation in the 2006 Act are defined very widely. Because of this, it may be that some of Rio Tinto's activities could fall within this definition 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 as those concerned with the environment. As a result, the definition may cover legitimate business activities that would not, in the ordinary sense, be 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 supporting the authority sought in this resolution is in the interests of shareholders. Any expenditure that may be incurred under this authority 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 140 in the 2018 Annual report.

Resolution 17

General authority to allot shares

Under Section 551 of the 2006 Act, the directors may only allot shares or grant rights to subscribe for, or convert any security into, shares if authorised to do so by shareholders.

Paragraph (a) of this resolution would give the directors the authority to allot new shares, and grant rights to subscribe for, or convert other securities into shares up to an aggregate nominal amount equal to £42,257,421 (representing 422,574,210 ordinary shares of 10p each). This amount represents not more than one third of the total issued ordinary share capital of the company, exclusive of treasury shares, as at 22 February 2019, the latest practicable date prior to publication of this notice (the "Latest Practicable Date").

Paragraph (b) of this resolution would give the directors the authority to allot new shares in connection with a rights issue in favour of ordinary shareholders up to a further aggregate nominal amount equal to £42,257,421 (representing 422,574,210 ordinary shares of 10p each), with exclusions to deal with fractional entitlements and other legal and practical problems. This amount (in addition to the amount set out in paragraph (a)), in line with guidance issued by the Investment Association, is equivalent to not more than two thirds of the issued ordinary share capital of the company, exclusive of treasury shares, as at the Latest Practicable Date.

At the Latest Practicable Date, the company held 9,438,538 treasury shares, which represents 0.74% of the total number of the company's ordinary shares in issue, excluding treasury shares, at that date.

The authorities sought under paragraphs (a) and (b) of this resolution, if approved, will expire at the end of the annual general meeting of the company held in 2020 (or, if earlier, at the close of business on 10 July 2020) unless renewed, varied or revoked by the company in general meeting.

The directors have no present plans to exercise either of the authorities sought under this resolution, except, under paragraph (a), 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 manage the Group's capital resources.

Explanatory notes to the resolutions (continued)

Resolution 18

Disapplication of pre-emption rights

The directors are also seeking authority to allot new shares (and other equity securities), or sell treasury shares, for cash without first offering them to existing shareholders in proportion to their existing holdings.

The authority granted under this resolution would be limited to:

- (a) where the company undertakes a pre-emptive offer by way of an open offer or rights issue, then the directors may make exclusions or other arrangements in order to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas jurisdiction, or the requirements of any recognised regulatory body or stock exchange, or other matters; or
- (b) otherwise up to an aggregate nominal amount of £8,194,694 (representing 81,946,940 ordinary shares of 10p each). As historically agreed with the Association of British Insurers (the precursor body to the Investment Association), this aggregate amount represents not more than 5% of the combined issued ordinary share capital of the company and Rio Tinto Limited (exclusive of shares held in treasury by the company) as at the Latest Practicable Date.

In respect of the authority granted under Resolution 18(b), the directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative use of authorities within a rolling three-year period. The Principles provide that usage in excess of 7.5% of the issued ordinary share capital of Rio Tinto plc and Rio Tinto Limited combined, exclusive of shares held in treasury by the company, should not take place without prior consultation with shareholders.

If resolution 18 is passed, the waivers will expire at the end of the annual general meeting of the company held in 2020 (or, if earlier, at the close of business on 10 July 2020) unless renewed, varied or revoked by the company in general meeting.

Resolution 19

Authority to purchase Rio Tinto plc shares

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

The authority conferred by the resolutions to be approved at the company's and Rio Tinto Limited's 2019 annual general meetings 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.

Rio Tinto completed a US\$3.3 billion buy-back of RTP Ordinary Shares during 2018, comprising the return of US\$1.9 billion announced in the second half of 2017, a US\$1 billion on-market share buy-back programme announced on 7 February 2018 and US\$0.4 billion of a US\$1 billion on-market share buy-back programme announced on 1 August 2018. The remaining US\$0.6 billion of this last programme is anticipated (as at the Latest Practicable Date) to be completed no later than 27 February 2019.

An additional US\$3.2 billion was committed to the ongoing share buy-back programme on 20 September 2018, returning the post-tax proceeds of coal asset sales to shareholders. The A\$2.9 billion off-market share buy-back of Rio Tinto Limited shares was completed on 12 November 2018 and the remaining US\$1.1 billion on-market buy-back of RTP Ordinary Shares will commence on 28 February 2019, to be completed no later than 28 February 2020. The authority sought at this annual general meeting would be used to satisfy these share buy-back programmes.

Under the 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 2018 annual general meetings and expire on the date of the 2019 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 10% 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 2020 (or, if earlier, at the close of business on 10 July 2020). The authority sought would permit the company, Rio Tinto Limited and/or any of Rio Tinto Limited's subsidiaries to purchase up to 126,772,263 of the company's ordinary shares, representing approximately 10% of its issued ordinary share capital, excluding the shares held in treasury, as at the Latest Practicable Date.

The maximum price that may be paid for an ordinary share (exclusive of expenses) is an amount equal to the higher of: (a) 5% above the average of the middle market quotations for an RTP Ordinary Share as derived from the London Stock Exchange Daily Official List during the period of five business days immediately prior to the day on which such share is contracted to be purchased; or (b) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out.

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 2018 would (if funded by debt), increase the Group's net debt and reduce equity attributable to shareholders by US\$500 million and, on the basis of the Group's 2018 financial statements, would increase the ratio of net debt to total capital by 1.0 percentage points, from -0.5% to approximately 0.5%.

The total number of options to subscribe for shares and awards of shares outstanding at the Latest Practicable Date was 4,987,355, which represents 0.39% 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 0.44% of the issued ordinary share capital, excluding the shares held in treasury.

Pursuant to the 2006 Act, the company can hold the ordinary shares that 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 19 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 19.

The company is seeking the approval of shareholders for such off-market purchases from Rio Tinto Limited and/or any of its subsidiaries 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 Limited'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 2019 annual general meeting on 9 May 2019.

Resolution 20

Notice period for general meetings other than annual general meetings

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

Before the Regulations came into force 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. To preserve this ability, the company has sought and obtained the required shareholder approval at each annual general meeting since 2009. Resolution 20 seeks to renew this approval.

The approval will be effective until the company's annual general meeting in 2020, 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.

Total voting rights

As at the Latest Practicable Date, the total number of issued ordinary shares in the company is 1,277,161,177 ordinary shares of 10p each, each with one vote. 9,438,538 ordinary shares of 10p each are held in treasury. These shares are not taken into consideration in relation to the payment of dividends and voting at shareholder meetings.

Accordingly the total number of voting rights in Rio Tinto plc is 1,267,722,639, which is used to calculate the approval thresholds for sole decision matters.

The voting arrangements for shareholders under the Group's DLC structure, including in respect of Joint Decision Matters, are explained in the Shareholder information section of the 2018 Annual report.

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 9 May 2019, 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;
- (b) copies of directors' service contracts and letters of appointment with Rio Tinto Group companies; and
- (c) qualifying third-party indemnity provisions of which the Directors have the benefit.

Further information about the meeting

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 form. 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 attend 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 back cover 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 is a ramp from the forecourt which leads to the front doors and which is wide enough for easy wheelchair access. 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 Queen Elizabeth II Conference Centre (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 room. 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.

Guests

Please notify the Group company secretary at the registered office of the company or via email to company.secretariat@riotinto.com if you would like a guest to accompany you to the meeting. Please register any guests no later than 6:00pm on 8 April 2019. You should provide the name, address and the relationship or capacity of any guest, eg 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 8 April 2019, the company reserves the right to refuse admission to non-shareholders.

Security

Security measures will be in place to ensure your safety. Please note that bag searches will be in operation and any items deemed inappropriate will be removed and stored until the end of the event. Cloakroom facilities will be available at the venue.

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.

Entitlement to attend and vote

Including for the purposes of 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 8:00pm on 8 April 2019 (the "Specified Time") shall be entitled to attend and vote at the 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 exclusions

A vote on resolutions 2 and 3 should not be cast (in any capacity) by or on behalf of a member of key management personnel ("KMP") (as defined in the Australian Corporations Act 2001) 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 and 3 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 and 3 are connected directly or indirectly with the remuneration of a member of KMP.

Appointment of proxies

A member entitled to attend and vote at the meeting is entitled to appoint one or more 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. A member may only appoint a proxy or proxies by the methods specified in this notice.

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 notarially 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 8 April 2019 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. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact our registrar using the details set out on the final page of this notice of meeting.

Proxy lodgement online

Shareholders can also lodge their proxy forms online at 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 and by the latest time for receipt of proxy appointments specified under the heading "Appointment of proxies" above.

Proxy lodgement via CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual on the Euroclear website (euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

For a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with the specifications of Euroclear UK & Ireland Limited and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Computershare Investor Services PLC (ID 3RA50) by the latest time for receipt of proxy appointments specified under the heading "Appointment of proxies" above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which Computershare Investor Services PLC (or any other agent of the company) is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsor or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The company and/or its agents may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

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 as a corporate representative should bring the authority (or a notarially 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 2006 Act 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.

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:

- (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- (b) the answer has already been given on a website in the form of an answer to a question; or
- (c) 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.

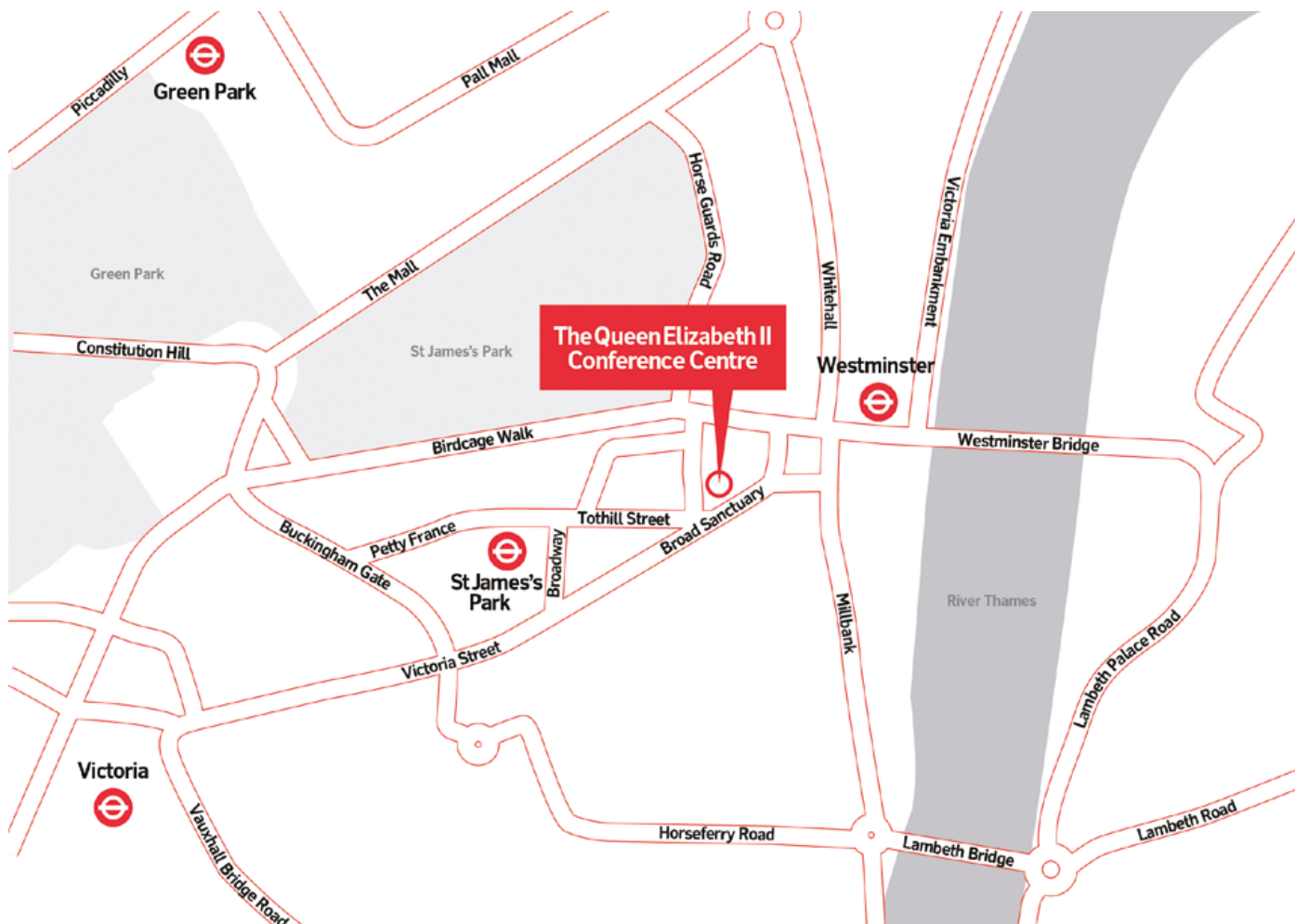
Website publication of audit concerns

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:

- (a) 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 2018; or
- (b) any circumstance connected with an auditor of the company 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 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 includes any statement that the company has been required under Section 527 of the 2006 Act to publish on a website.

Meeting location map and useful addresses



View our Annual report at riotinto.com/ar2018

Investor centre

At Rio Tinto, we want shareholders to take advantage of electronic communications. By signing up to receive e-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 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

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

investorcentre.co.uk/contactus

Telephone: +44 (0) 870 703 6364

Fax: +44 (0) 870 703 6119

For UK residents only:
Freephone: 0800 435021