

2020 Notice of annual general meeting

The annual general meeting of Rio Tinto plc will be held at 11:00am on Wednesday, 8 April 2020 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, 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 www.riotinto.com/invest/shareholder-information/annual-general-meetings.

If you are unable to attend the annual general meeting, you can view the webcast at: www.riotinto.com/invest/presentations/2020/agm-2020.

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.

In the lead up to the annual general meeting, we are closely monitoring the impact of the Covid-19 virus in the United Kingdom. If it becomes necessary or appropriate to make alternative arrangements for the holding of the meeting, we will ensure that shareholders are given as much notice as possible. Further information will be made available at: www.riotinto.com/invest/shareholder-information/annual-general-meetings.

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, 8 April 2020 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.

I would like to express my thanks to Ann Godbehere who stepped down as senior independent director and chairman of the Audit Committee at the annual general meeting in May 2019. Sam Laidlaw succeeded Ann as senior independent director, while Simon Henry has taken over as chairman of the Audit Committee. I would also like to thank Dame Moya Greene, who stepped down as a non-executive director in June 2019, for her contribution to Rio Tinto.

I am pleased to be able to include resolutions to elect three new non-executive directors whose appointments were announced recently, Hinda Gharbi, Jennifer Nason and Ngaire Woods CBE (Ngaire's appointment being effective as of 1 September 2020). We look forward to benefiting from their insights and expertise in natural resources, finance, technology, governance and public policy.

As announced last year, we are proposing KPMG for appointment as Rio Tinto's new external auditor with effect from the 2020 financial year.

We are also seeking authority to make amendments to Rio Tinto plc's articles of association and Rio Tinto Limited's constitution, in order to update them to reflect recent best market practice, consistent with recent changes proposed by other large listed companies, and provide clarity to the role and responsibilities of the directors and rights of shareholders.

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, 6 April 2020 in line with the instructions on pages 29 and 30. 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.

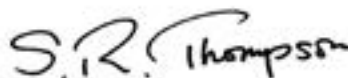
In the lead up to the annual general meeting, we are closely monitoring the impact of the Covid-19 virus in the United Kingdom. If it becomes necessary or appropriate to make alternative arrangements for the holding of the meeting, we will ensure that shareholders are given as much notice as possible. Further information will be made available at: www.riotinto.com/invest/shareholder-information/annual-general-meetings.

The corresponding Rio Tinto Limited annual general meeting will take place in Brisbane on Thursday, 7 May 2020. The result of the votes on resolutions 1 to 21 (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 result of the votes on resolutions 22 to 25 (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

10 March 2020

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, 8 April 2020, for the following purposes:

Resolution 1

Receipt of the 2019 Annual report

To receive the financial statements, strategic report and the reports of the directors and auditors for the year ended 31 December 2019.

Resolution 2

Approval of the Directors' Remuneration Report: Implementation Report

To receive and approve the Directors' Remuneration Report: Implementation Report for the year ended 31 December 2019, as set out in the 2019 Annual report on pages 110 to 138 (save for the part titled "Remuneration at a glance" set out on pages 113 to 115 (the Remuneration Policy Summary)), 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 2019, comprising the Remuneration Policy Summary and Implementation Report, as set out in the 2019 Annual report on pages 110 to 138.

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

Resolution 4

Approval of potential termination benefits

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

Resolution 5

To elect Hinda Gharbi as a director

Resolution 6

To elect Jennifer Nason as a director

Resolution 7

To elect Ngaire Woods CBE as a director, effective as of 1 September 2020

Resolution 8

To re-elect Megan Clark AC as a director

Resolution 9

To re-elect David Constable as a director

Resolution 10

To re-elect Simon Henry as a director

Resolution 11

To re-elect Jean-Sébastien Jacques as a director

Resolution 12

To re-elect Sam Laidlaw as a director

Resolution 13

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

Resolution 14

To re-elect Simon McKeon AO as a director

Resolution 15

To re-elect Jakob Stausholm as a director

Resolution 16

To re-elect Simon Thompson as a director

Resolution 17

Appointment of auditors of Rio Tinto plc and Rio Tinto Limited

To appoint KPMG LLP as the auditor of Rio Tinto plc to hold office until the conclusion of the next annual general meeting of Rio Tinto Limited, and KPMG as the auditor of Rio Tinto Limited.

Resolution 18

Remuneration of auditors

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

Resolution 19

Authority to make political donations

To authorise Rio Tinto plc, and any company which is a subsidiary of Rio Tinto plc at the time this resolution is passed or becomes a subsidiary of Rio Tinto plc at any time during the period for which this resolution has effect, to:

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

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

This authority shall expire at the close of the annual general meeting of Rio Tinto Limited held in 2021 (or, if earlier, at the close of business on 8 July 2021).

Notice of annual general meeting (continued)

Resolution 20

Amendments to Rio Tinto plc's articles of association and Rio Tinto Limited's constitution – general updates and changes

To pass the following resolution as a special resolution:

That, with effect from the close of the annual general meeting of Rio Tinto Limited convened for 7 May 2020:

- (a) the articles of association of Rio Tinto plc be amended in the manner set out in the explanatory notes to this notice of meeting and as marked in blue in the document that has been produced to the meeting (which is for the purpose of identification marked "A" and initialled by the Chairman); and
- (b) the constitution of Rio Tinto Limited be amended in the manner set out in the explanatory notes to this notice of meeting and as marked in blue in the document that has been produced to the meeting (which is for the purpose of identification marked "B" and initialled by the Chairman).

Resolution 21

Amendments to Rio Tinto plc's articles of association and Rio Tinto Limited's constitution – hybrid and contemporaneous general meetings

To pass the following resolution as a special resolution, on which the holder of the Special Voting Share shall be entitled to vote in accordance with article 60(B)(i) of the articles of association of Rio Tinto plc:

That, subject to the consent in writing of the holder of the Special Voting Share, with effect from the close of the annual general meeting of Rio Tinto Limited convened for 7 May 2020:

- (a) the articles of association of Rio Tinto plc be amended in the manner set out in the explanatory notes to this notice of meeting and marked in green in the document that has been produced to the meeting (which is for the purpose of identification marked "A" and initialled by the Chairman); and
- (b) the constitution of Rio Tinto Limited be amended in the manner set out in the explanatory notes to this notice of meeting and marked in green in the document that has been produced to the meeting (which is for the purpose of identification marked "B" and initialled by the Chairman).

Resolution 22

General authority to allot shares

To authorise the directors, pursuant to and in accordance with Section 551 of the UK Companies Act 2006 (the Companies Act), to exercise all the powers of the company to allot, or to grant rights to subscribe for or convert any securities into shares in the company:

- (a) up to an aggregate nominal amount of £41,555,874; and
- (b) comprising equity securities (as defined in the Companies Act) up to a further aggregate nominal amount of £41,555,874 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 Companies 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 2021 (or, if earlier, at the close of business on 8 July 2021) 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:

- (a) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (b) people who are holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities, to subscribe 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 23

Disapplication of pre-emption rights

To pass the following resolution as a special resolution:

To authorise the directors, pursuant to section 570 and section 573 of the Companies Act, if resolution 22 above is passed, to allot equity securities (as defined in the Companies 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 Companies 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 £8,089,462.

Such authority to apply in substitution for all existing authorities pursuant to section 570 and section 573 of the Companies Act (but without prejudice to any allotment of equity securities or sale of treasury shares pursuant to an offer or agreement made before the expiry of the authority pursuant to which such offer or agreement was made) and such authority to expire (unless previously renewed, varied or revoked by the company) at the end of the next annual general meeting of Rio Tinto plc to be held in 2021 (or, if earlier, at the close of business on 8 July 2021) 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.

Notice of annual general meeting (continued)

Resolution 24

Authority to purchase Rio Tinto plc shares

To pass the following resolution as a special resolution:

That:

(a) Rio Tinto plc, Rio Tinto Limited and/or any subsidiaries of Rio Tinto Limited be generally and unconditionally 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 Companies 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 2021 (or, if earlier, at the close of business on 8 July 2021), 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 124,667,622;
- (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 Companies 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 "C" 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 2021 (or, if earlier, at the close of business on 8 July 2021);
- (ii) the maximum total number of RTP Ordinary Shares to be purchased pursuant to such Contracts shall be 124,667,622; 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 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 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 25

Notice period for general meetings other than annual general meetings

To pass the following resolution as a special resolution:

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 20 (inclusive) will be voted on by Rio Tinto plc and Rio Tinto Limited shareholders as a joint electorate. As a Class Rights Action, resolution 21 will be voted on by Rio Tinto plc and Rio Tinto Limited shareholders voting as separate electorates. Resolutions 22 to 25 (inclusive) will be voted on by Rio Tinto plc's shareholders only.

Resolutions 1 to 19 and resolution 22 will be proposed as ordinary resolutions. Resolutions 20 and 21 and resolutions 23 to 25 will be proposed as special resolutions.

By order of the Board



Steve Allen
Group Company Secretary

6 St James's Square
London
SW1Y 4AD
10 March 2020

Explanatory notes to the resolutions

Resolution 1

Receipt of the 2019 Annual report

The directors are required by company law to present the 2019 Annual report comprising the 2019 financial statements, the strategic report, the Directors' report and the Auditors' report to the annual general meeting. These can be viewed on the Rio Tinto website: www.riotinto.com/invest/reports/annual-report.

Resolution 2

Approval of the Directors' Remuneration Report: Implementation Report

The Implementation Report for the year ended 31 December 2019, 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 110 to 138 (save for pages 113 to 115, which contain the Remuneration Policy Summary) of the 2019 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 the 2018 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 2019. The Annual statement from the Remuneration Committee chairman provides context to 2019 remuneration outcomes, together with information to help shareholders understand what the executives were paid in 2019.

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 2019 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 110 to 138 of the 2019 Annual report.

This vote is advisory and is required for Australian law purposes.

Resolution 4

Approval of potential termination benefits

The law in Australia restricts the benefits which can be given to people who hold certain offices in Group companies in connection with cessation of office or employment, unless shareholder approval is obtained. The law is complex and affects our ability to treat employees across the Group consistently and/or abide by the terms of contractual commitments. As described in Appendix 1, approval is sought to give certain benefits to current and future directors, members of the Executive Committee and other personnel in the Group in a manner that is consistent with our Remuneration Policy and practices.

Approval was previously sought (and obtained) at previous annual general meetings, most recently in 2017 and 2018. The approval granted at those meetings was for a limited period of time, ending in 2020. The proposed resolution is principally a renewal of these earlier approvals.

Approving termination benefits is considered a matter that affects the Group as a whole and will therefore be considered by shareholders of both Rio Tinto Limited and Rio Tinto plc. A resolution on similar terms was put to, and approved by, shareholders of both Rio Tinto Limited and Rio Tinto plc at the 2014, 2017 and 2018 annual general meetings.

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

Resolutions 5 – 16

Election and re-election of directors

The Board has adopted a policy, 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 Hinda Gharbi, Jennifer Nason and Ngaire Woods (as described below) who are seeking election for the first time. All of the directors seeking re-election have been subject to a formal performance evaluation, as described in the Governance report in the 2019 Annual report. Based on that evaluation, it is considered that each director continues to be effective and their contribution supports the long-term sustainable success of the company. Each director demonstrates the level of commitment required in connection with their role and the needs of the business (including making sufficient time available for Board and committee meetings and other duties).

The skills and experience of each director, which can be found below and on pages 84 and 85 of the 2019 Annual report, demonstrate why their contribution is, and continues to be, important to the company's long-term sustainable success.

As announced on 21 February 2020, Rio Tinto has appointed three new independent non-executive directors. Hinda Gharbi and Jennifer Nason joined the Board with effect from 1 March 2020. Ngaire Woods will join with effect from 1 September 2020. Each of Hinda, Jennifer and Ngaire puts themselves forward for election as a director by the shareholders at the 2020 annual general meetings.

The Board has also adopted a framework on directors' independence and is satisfied that each non-executive director 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. In addition, the committees on which each of the non-executive directors serve are shown on pages 84 to 85 of the 2019 Annual report.

Hinda Gharbi

Independent non-executive director, MSc, MEng. Age 49. Appointed March 2020.

Skills and experience:

Hinda is executive vice president of Reservoir & Infrastructure at Schlumberger Limited and has some 24 years' experience for Schlumberger working in various engineering, functional and line management positions, including health and safety, human resources, technology development and operations across France, Malaysia, Nigeria, Thailand, the United Kingdom and the United States.

External appointments (current and recent):

None

Hinda is recommended for election.

Jennifer Nason

Independent non-executive director, BA, BCom. Age 59. Appointed March 2020.

Skills and experience:

Jennifer has over 30 years' experience in corporate finance and capital markets. For the past 17 years, she has led the Technology, Media and Telecommunications global client practice at JP Morgan, based in the USA. During her time at JP Morgan, she has also worked in the metals and mining sector team in Australia.

External appointments (current and recent):

Director of the American Australian Association.

Jennifer is recommended for election.

Ngaire Woods CBE

Independent non-executive director, BA/LLC (Hons), M.Phil, D.Phil (International Political Economy). Age 57. Appointment effective 1 September 2020.

Skills and experience:

Ngaire is the founding Dean of the Blavatnik School of Government, Professor of Global Economic Governance and the Founder and Director of the Global Economic Governance Programme at Oxford University. As a recognised expert in public policy, international development and governance, she has served as an adviser to the African Development Bank, the Asian Infrastructure Investment Bank, the Center for Global Development, the International Monetary Fund and the European Union.

External appointments (current and recent):

Board member of the Stephen A. Schwarzman Education Foundation and Trustee of the Rhodes Trust.

Ngaire is recommended for election.

Megan Clark AC

Independent non-executive director, BSc, PhD. Age 61. 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, and brings valuable insights on sustainable development and innovation to the Board. She was Chief Executive of the Commonwealth Scientific and Industrial Research Organisation (CSIRO) from 2009-2014. Following roles with Western Mining Corporation, Megan was a director at N M Rothschild and Sons (Australia), and a vice president at BHP Billiton. Megan received the Australian Academy of Science Medal in 2019.

External appointments (current and recent):

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

Megan is recommended for re-election.

David Constable

Independent non-executive director, BSc. Engineering. Age 58. 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 2011-2016, and held various roles at Fluor Corporation from 1982-2011, including Group president, Operations.

External appointments (current and recent):

Non-executive director of ABB Ltd since 2015 and Fluor Corporation since September 2019. Senior advisor at Cerberus Capital Management. Member of US Council of Chief Executive Officers. Non-executive director of Anadarko Petroleum Corporation from 2016-2019.

David is recommended for re-election.

Simon Henry

Independent non-executive director, MA, FCMA. Age 58. Appointed April 2017. Chairman of the Audit Committee.

Skills and experience:

Simon has significant experience in global finance, corporate governance, mergers and acquisitions, international relations and strategy. He draws on over 30 years' experience at Royal Dutch Shell plc, where his roles included Chief Financial Officer from 2009-2017.

External appointments (current and recent):

Non-executive director of Lloyds Banking Group plc since June 2014. Independent director of PetroChina Company Limited since June 2017. Member of the UK Defence Board. Member of the Advisory Board of the Centre for European Reform and the Advisory Panel of CIMA.

Simon is recommended for re-election.

Jean-Sébastien Jacques

Chief Executive, MSc. Age 48. Appointed March 2016; Chief Executive from July 2016.

Skills and experience:

J-S has driven significant transformation projects at Rio Tinto, including the strengthening of our portfolio, and the development of growth projects and options, such as Koodaideri and Winu in Australia and Resolution in Arizona. Since 2016, Rio Tinto has declared a record \$36 billion in cash returns to shareholders while reducing net debt by \$10.1 billion. J-S has cultivated ground-breaking partnerships such as the one with China Baowu Steel Group and Tsinghua University to improve environmental performance across the steel value chain.

J-S has over 25 years of experience in heavy industry and has worked across multiple commodities including aluminium, copper and steel.

External appointments (current and recent):

Member of the International Council on Mining and Metals, Global CEO Council – Beijing, Business Council of Australia and US Business Council.

J-S is recommended for re-election.

Sam Laidlaw

Independent non-executive director, MA, MBA. Age 64. Appointed February 2017. Appointed senior independent director in May 2019. Chairman of the Remuneration Committee.

Skills and experience:

Sam has more than 30 years' experience of long-cycle, capital intensive industries in which safety and stakeholder management 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. Board member, Oxford Said Business School. Council member, Radley College. Non-executive director of HSBC Holdings plc from 2008-2017.

Sam is recommended for re-election

Explanatory notes to the resolutions (continued)

Michael L'Estrange AO

Independent non-executive director, BA (Sydney), MA (Oxon). Age 67. Appointed September 2014.

Skills and experience:

Michael's distinguished public service career gives him practical experience of the geopolitical and societal trends which affect Rio Tinto. Michael served in senior roles for the Australian government, including head of the Cabinet Policy Unit and secretary of the Department of Foreign Affairs and Trade. He was High Commissioner to the United Kingdom. Michael chairs our Australia Forum, which meets twice a year.

External appointments (current and recent):

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

Michael is recommended for re-election.

Simon McKeon AO

Independent non-executive director, BCom, LLB, FAICD. Age 64. Appointed January 2019.

Skills and experience:

Simon brings insights into sectors including financial services, the law, government and charities. He practised as a solicitor before serving at Macquarie Group for 30 years, including as executive chairman of its business in Victoria, Australia. Simon served as chairman of AMP Limited, MYOB Limited and of the Australian government's research and development body, CSIRO. He was the first president of the Australian Takeovers Panel.

External appointments (current and recent):

Chancellor of Monash University. Chairman of the Australian Industry Energy Transitions Initiative Steering Group. Non-executive director of Spotless Group Holdings Limited since December 2016 and National Australia Bank Limited since February 2020.

Simon is recommended for re-election.

Jakob Stausholm

Chief Financial Officer, Ms Economics. Age 51. Appointed September 2018.

Skills and experience:

Jakob has over 20 years' experience in senior finance roles in Europe, Latin America and Asia, including in capital-intensive, long-cycle businesses, as well as in 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. He was previously with Royal Dutch Shell plc, holding a range of finance positions, including chief internal auditor. In 2019, Jakob visited our operations, projects and people in 13 countries, across four continents. This allowed him to identify and better understand the opportunities that lie across our operations and to assist in evaluating the capital requirements at each business.

External appointments (current and recent):

None.

Jakob is recommended for re-election.

Simon Thompson

Chairman, MA, PhD. Age 60. 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. He also served as 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.

Simon has chaired two FTSE companies: 3i plc and Tullow Oil plc. His experience as a non-executive director includes serving on the boards of AngloGold Ashanti Limited and Newmont Mining Corporation.

External appointments (current and recent):

Chairman of 3i Group plc since 2015. Non-executive director and Chairman of Tullow Oil plc from 2011-2017.

Simon is recommended for re-election.

Resolution 17

Appointment of auditors of Rio Tinto plc and Rio Tinto Limited

The laws in each of Australia and the UK require shareholders to approve the appointment of auditors.

Under Rio Tinto's DLC structure, the appointment of auditors is a Joint Decision Matter and therefore will be voted on by shareholders of both Rio Tinto plc and Rio Tinto Limited as a joint electorate.

During 2018, the Group conducted a comprehensive tender process for the role of external auditor. This was consistent with the UK and EU requirements for tendering audit services and audit firm rotation.

As previously disclosed, following the Audit Committee's recommendation, the Board selected KPMG to be appointed as the Group's auditor from the conclusion of the 2020 annual general meetings, subject to shareholder approval. As the incumbent auditor at the time of the tender process, PricewaterhouseCoopers did not participate in the tender process in accordance with the UK and EU requirements. The period between the conclusion of the tender process and the planned commencement date has provided adequate time for KPMG to meet all relevant independence criteria before the appointment commences.

Under UK law, PricewaterhouseCoopers LLP, as Rio Tinto plc's outgoing auditor, is required to provide Rio Tinto plc with a Statement of Reasons, which outlines the circumstances relevant to it ceasing to hold office as auditor. A copy of PricewaterhouseCoopers LLP's Statement of Reasons is contained in Appendix 2A to this notice of meeting.

In accordance with Australian law, Rio Tinto Limited has received notice from a shareholder nominating KPMG as the new auditor of Rio Tinto Limited, and a copy of the notice is contained in Appendix 2B to this notice of meeting. KPMG has given its written consent to act as auditor, subject to shareholder approval and the Australian Securities and Investments Commission's consent to the resignation of PricewaterhouseCoopers.

Resolution 18

Remuneration of auditors

In accordance with UK company law and good corporate governance practice, shareholders of both Rio Tinto plc and Rio Tinto Limited are asked to authorise the Audit Committee to determine the auditors' remuneration.

Resolution 19

Authority to make political donations

Under UK law there is 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 Companies 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 Companies 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 pages 69 and 142 in the 2019 Annual report.

Words and expressions used in resolution 19 that are defined in Part 14 of the Companies Act shall have the same meanings for the purposes of resolution 19.

Resolution 20

Amendments to Rio Tinto plc's articles of association and Rio Tinto Limited's constitution – general updates and changes

It is proposed in resolution 20 to amend the articles of association of Rio Tinto plc and the constitution of Rio Tinto Limited in order to update and align Rio Tinto plc's articles of association (the Current RTP Articles) and the constitution of Rio Tinto Limited (the Current RTL Constitution). The proposed updates reflect changes in market practice and legal and regulatory requirements, and also provide clarity to the role and responsibilities of the directors and rights of shareholders.

An explanation of the intended purpose and effect of the adoption of the principal changes that are proposed is set out in the table in Appendix 3A of this notice of meeting. Other changes that are of a minor, technical or clarifying nature have not been noted in the table.

Given that similar changes are proposed to be made to both the Current RTP Articles and the Current RTL Constitution and the directors consider that it is important that these provisions are consistent as between Rio Tinto plc and Rio Tinto Limited, the directors have determined that it would be appropriate for resolution 20 to be decided upon as a Joint Decision Matter.

Additional amendments to the Current RTP Articles and Current RTL Constitution in relation to hybrid and contemporaneous general meetings are proposed separately in resolution 21, for the reasons explained in the explanatory note to resolution 21.

Copies of the Current RTP Articles and the Current RTL Constitution marked to show the changes being proposed in resolution 20 and resolution 21 (the "Amended RTP Articles" and the "Amended RTL Constitution" respectively), are available for inspection, as noted on page 31 of this notice. The changes proposed in resolution 20 are marked in blue text and the changes proposed in resolution 21 are marked in green text.

Subject to the passing of the relevant resolutions by Rio Tinto plc and Rio Tinto Limited shareholders, the Amended RTP Articles and Amended RTL Constitution will become effective as of the close of the 2020 annual general meeting of Rio Tinto Limited.

Resolution 21

Amendments to Rio Tinto plc's articles of association and Rio Tinto Limited's constitution – hybrid and contemporaneous general meetings

Along with the changes to the Current RTP Articles and the Current RTL Constitution proposed in resolution 20, certain additional amendments to the Current RTP Articles and the Current RTL Constitution are proposed in resolution 21.

The proposed changes are to enable and more clearly set out the process under which each of Rio Tinto plc and Rio Tinto Limited may hold general meetings in more than one place, including by enabling participation via technology, and to facilitate Rio Tinto plc and Rio Tinto Limited to hold general meetings at the same time. It is not currently the intention that annual general meetings are held as contemporaneous meetings. However, directors may consider convening other general meetings as contemporaneous meetings, if appropriate.

Explanatory notes to the resolutions (continued)

An explanation of the intended purpose and effect of the adoption of the principal changes that are proposed in resolution 21 is set out in the table in Appendix 3B of this notice of meeting. Other changes that are of a minor, technical or clarifying nature, or that are incidental to these principal changes, have not been noted in the table.

The changes proposed in the Amended RTP Articles and the Amended RTL Constitution under resolution 21 are being proposed separately to those changes proposed in resolution 20 because certain of these changes relate to “entrenched provisions” in the Current RTP Articles and the Current RTL Constitution and therefore constitute a Class Rights Action under both the Current RTP Articles and the Current RTL Constitution. Although not all of the changes proposed under resolution 21 relate to “entrenched provisions”, the directors have determined that it would be appropriate for all of the changes proposed in resolution 21 to be decided upon as a Class Rights Action in order to ensure that all the provisions relating to hybrid and contemporaneous general meetings operate correctly and as intended, and to ensure consistency between the Amended RTP Articles and Amended RTL Constitution.

A Class Rights Action requires approval by a majority of shareholders of each of Rio Tinto plc and Rio Tinto Limited.

As noted above, copies of the Current RTP Articles and the Current RTL Constitution marked to show the changes being proposed in resolution 20 and resolution 21, are available for inspection as noted on page 31 of this notice. The changes proposed in resolution 20 are marked in blue text and the changes proposed in resolution 21 are marked in green text.

Subject to the passing of the relevant resolutions by Rio Tinto plc and Rio Tinto Limited shareholders, the Amended RTP Articles and Amended RTL Constitution will become effective as of the close of the 2020 annual general meeting of Rio Tinto Limited.

Resolution 22

General authority to allot shares

Under Section 551 of the Companies 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 £41,555,874 (representing 415,558,740 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 28 February 2020, 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 £41,555,874 (representing 415,558,740 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 9,049,791 treasury shares, which represents 0.73% 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 2021 (or, if earlier, at the close of business on 8 July 2021) 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.

Resolution 23

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:

- 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
- otherwise up to an aggregate nominal amount of £8,089,462 (representing 80,894,621 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 paragraph (b) of Resolution 23, 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 23 is passed, the authority will expire at the end of the annual general meeting of the company held in 2021 (or, if earlier, at the close of business on 8 July 2021) unless renewed, varied or revoked by the company in general meeting.

Resolution 24

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 2020 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\$1.6 billion buy back of RTP Ordinary Shares during 2019, comprising the remainder of the US\$1.0 billion programme announced on 1 August 2018 and part of the US\$3.2 billion programme announced on 20 September 2018, returning the post-tax proceeds of sale of the coal assets to shareholders. The US\$3.2 billion programme comprised: (i) the A\$2.9 billion (US\$2.1 billion) off-market share buy-back of Rio Tinto Limited shares, which completed on 12 November 2018; and (ii) the US\$1.1 billion on-market buy-back of RTP Ordinary Shares, which completed on 26 February 2020.

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 2019 annual general meetings and expire on the date of the 2020 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 2021 (or, if earlier, at the close of business on 8 July 2021). The authority sought would permit the company, Rio Tinto Limited and/or any of Rio Tinto Limited's subsidiaries to purchase up to 124,667,622 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.

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 2019 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 2019 financial statements, would increase the ratio of net debt to total capital by 1.0 percentage point, from 7.5% to approximately 8.5%.

The total number of outstanding employee share awards at the Latest Practicable Date was 5,310,205, which represents 0.43% 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 0.47% of the issued ordinary share capital, excluding the shares held in treasury.

Pursuant to the Companies 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 24 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 Companies 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 24.

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 2020 annual general meeting on 7 May 2020.

Resolution 25

Notice period for general meetings other than annual general meetings

Changes made to the Companies 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 25 seeks to renew this approval.

The approval will be effective until the company's annual general meeting in 2021, when it is intended that a similar resolution will be proposed.

The shorter notice period would not be used as a matter of routine for such meetings but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

Appendix 1- Further explanation on Resolution 4

Why shareholder approval is being sought

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

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

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

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

Such approval has previously been sought from, and given by shareholders. Most recently, approval was given by shareholders at the 2018 annual general meeting for termination benefits under the 2018 Equity Incentive Plan (2018 EIP) and approval was given by shareholders to a more comprehensive suite of potential termination benefit categories at the 2017 annual general meeting. The approvals given at the 2018 and 2017 annual general meetings are effective for two and three years respectively from the dates on which they were passed.

Global Group

The Rio Tinto Group consists of Rio Tinto plc and Rio Tinto Limited and their respective subsidiaries (of which there are approximately 510) under the dual listed companies structure. These entities are incorporated in multiple jurisdictions across the world. The Board and Executive Committees of Rio Tinto plc and Rio Tinto Limited are common (currently 21 people). Details of these 21 KMP are contained on pages 84 to 87 of the 2019 Annual report.

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

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

These are not new benefits

The directors are of the view that the Group's remuneration arrangements and strategy, including the termination benefits that are payable, are fair and reasonable for the Group and employees. The Group's Remuneration Report has been voted on by shareholders each year since 2002 and the latest report is set out on pages 110 to 138 of the 2019 Annual report.

Shareholders are not being asked to approve any increase in the remuneration or benefits for any Relevant Executive, any changes to their underlying employment arrangements or their entitlements under any existing plans.

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

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

Approval is being sought for the following termination benefits

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

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

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

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

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

Approval is sought for a three-year period

If approval is obtained, it will be effective for a period of three years from the date the resolution is passed. That is, shareholder approval will be effective for all termination benefits paid or granted to a Relevant Executive who ceases to hold office or a position of employment during the period beginning at the conclusion of the Rio Tinto annual general meetings in 2020 and expiring at the conclusion of the Rio Tinto annual general meetings in 2023. If considered appropriate, the directors would consider seeking a new approval from shareholders at the Rio Tinto annual general meetings in 2023.

It can be reasonably anticipated that aspects of the relevant employment agreements, practices, relevant share plans and retirement plans will be amended from time to time in line with market practice and changing governance standards and, where relevant, these changes will be reported in Rio Tinto's Remuneration Report, which forms part of the Annual report. However, it is intended that this approval will remain valid for as long as these agreements, practices and plans provide for the treatment on cessation of employment as set out in this appendix.

Table 1: Potential benefits

Agreement or plan	Treatment on cessation of employment
Employment agreements	<p>As described in the Group's 2019 Remuneration Report, "executives" (as defined in that report, being the Rio Tinto Executive Committee) have service contracts that, save as noted below, can be terminated by either party with 12 months' notice in writing, or immediately by paying the base salary only in lieu of any unexpired notice. An initial notice period of up to 24 months during the first two years of employment, reducing to 12 months thereafter, may sometimes be necessary to secure an external appointment.</p> <p>All other Relevant Executives are employed pursuant to employment agreements which are capable of termination by Rio Tinto on giving the relevant period of notice under the agreement (generally between 12 and three months), or immediately by paying the base salary only in lieu of any unexpired notice.</p> <p>Relevant Executives may be required to undertake garden leave during all or part of their notice period and may receive their contractual salary, STIP and benefits during the notice period or the cash equivalent. Where applicable, tax equalisation and other expatriate benefits will continue in accordance with the Relevant Executive's prevailing terms and conditions.</p> <p>Rio Tinto may make payment in lieu of some or all of the notice period in accordance with the terms of the employment agreement. This payment can include any amounts as contemplated by the employment agreement.</p> <p>Accrued, but untaken, annual leave and any long-service leave will be paid out on termination, in accordance with the relevant country legislation and applicable practice applying to employees, which may be in excess of entitlements under law. For eligible leavers¹ (as defined in the footnote below) in Australia, the value of the leave is calculated on the basis of base salary, target STIP and car allowance. No STIP is included where the executive is not an eligible leaver.</p> <p>On termination, Rio Tinto will pay relocation or expatriation benefits as agreed on the original expatriation and/or in accordance with its applicable policies on travel and relocation. Rio Tinto may also agree to pay the Relevant Executive the monetary value of relocation or expatriation benefits in lieu of actually providing them, including relocation or expatriation benefits that the Relevant Executive would have received during a period of notice that was paid in lieu.</p> <p>On termination, other than for cause, Rio Tinto may make a payment in consideration of the departing Relevant Executive confirming, extending or entering into appropriate restrictive covenants to protect Rio Tinto and its shareholders. The amount of such payment will be determined by the Remuneration Committee (or the CEO or Executive Committee acting under delegation from the Remuneration Committee) based on the content and duration of the covenant.</p>
Short Term Incentive Plan (STIP)	<p>If a Relevant Executive who is an eligible leaver¹ leaves the Group during a performance year, the Relevant Executive may be awarded a pro rata portion of the STIP based on the portion of the year served and based on actual assessment of performance against targets. No portion of the award will be deferred into shares and any cash payment will be made at the normal STIP payment date.</p> <p>If a Relevant Executive provides Rio Tinto notice of their resignation during the performance year, but will not leave the Group until after the end of the performance year, the Relevant Executive may receive an award under the STIP. In these circumstances, the Relevant Executive will only be eligible to receive the cash portion of the award and will forfeit the deferred shares portion.</p>
Bonus Deferral Plan (BDP)	<p>For grants made to Relevant Executives, awards will normally be retained, and vest (subject, where applicable, to the exercise of a discretion by the Remuneration Committee²) either at the scheduled vesting date or on termination. There will be no pro rata reduction of awards and any dividend equivalent shares will be calculated on the vested shares. If the Relevant Executive resigns or is dismissed for misconduct, or for any other reason that the Remuneration Committee decides, the awards will lapse (subject to the Remuneration Committee's discretion). For any BDP award, where permitted by law or regulation, and the Remuneration Committee allows, a Relevant Executive can receive cash in lieu of shares.</p> <p>The Remuneration Committee does not intend to exercise any discretion to accelerate the vesting of any BDP awards for any member of the Executive Committee when they leave the Group.</p>

Agreement or plan	Treatment on cessation of employment
Performance Share Plan (PSP)	<p>For grants made to Relevant Executives, awards will be retained when a Relevant Executive ceases employment and vest at the scheduled vesting date, except that (subject to the Remuneration Committee's discretion²) awards will lapse in the case of resignation, dismissal for misconduct or where the Remuneration Committee so decides. Unvested awards remain subject to the satisfaction of the performance conditions. Any dividend equivalent shares will be calculated on the vested shares at vesting.</p> <p>If a Relevant Executive leaves the Group during the first 36 months from the date of grant of the award, the number of shares that can vest will be reduced pro rata over that 36 month period. Awards will vest immediately on death, but if a Relevant Executive dies during the first 36 months from the date of grant of the award, the number of shares that can vest will be reduced pro rata over that 36 months period. The number of shares vesting is determined on the assumption that performance conditions are met at median level or at the level to which they are actually satisfied at the date of death, if higher. The number of shares is further reduced as described above. The value of awards will be equal to the market price of a share at the time of vesting multiplied by the number of shares that are vesting.</p> <p>For any PSP award, where permitted and the Remuneration Committee allows, a Relevant Executive can receive cash in lieu of shares.</p>
Management Share Plan (MSP)	<p>Note that awards under the MSP are only made to KMPs prior to their appointment as an Executive Committee member. Although the MSP rules make provision both for performance-based and time-based vesting conditions, MSP awards are normally subject to time-based vesting conditions only.</p> <p>For grants made to Relevant Executives, awards will normally be retained by the Relevant Executive, and vest (subject, where applicable, to the exercise of a discretion by the Remuneration Committee²) either at the scheduled vesting date or on termination (awards to US taxpayers will normally be allowed to vest on termination and awards to French taxpayers will normally vest on termination or on the second anniversary of the award, if later).</p> <p>If the Relevant Executive resigns or is dismissed for misconduct, or for any other reason that the Remuneration Committee decides, the awards will lapse (subject to the Remuneration Committee's discretion).</p> <p>The value of awards will be equal to the market price of the shares on vesting.</p> <p>All retained MSP awards will be reduced pro rata to reflect the proportion of the period between the date of grant of the award and the normal vesting date which has not elapsed at the time employment ceased (although the Remuneration Committee is authorised to decide otherwise, in its discretion). Any dividend equivalent shares or the cash equivalent will be calculated on the vested shares. Awards vest on death, subject to the pro rata reduction as described above.</p> <p>The Remuneration Committee does not intend to exercise any discretion to accelerate the vesting of any MSP awards for any member of the Executive Committee when they leave the Group.</p>
myShare (GESP)	<p>Purchased shares will be transferred to the Relevant Executive (or nominee) as soon as practicable. In the case of a Relevant Executive who is an eligible leaver, any conditional awards also vest in full and will be transferred to the Relevant Executive (or nominee) following termination.</p>

Table 1: Potential benefits (continued)

Agreement or plan	Treatment on cessation of employment
2018 EIP	<p>The amount or value of a termination benefit that a Relevant Executive may be entitled to under the 2018 EIP will depend on a number of factors. Accordingly, it is not possible to confirm the amount or value of a payment or benefit that may become payable under the 2018 EIP. Rather, set out below and in the following section of this appendix is a description of a range of potential benefits under the 2018 EIP that may be treated as potential termination benefits, the manner in which the amount or value of that benefit may be calculated and the matters, events or circumstances that will, or will be likely to, affect the calculation of that amount or value.</p> <p>It can be reasonably anticipated that aspects of the 2018 EIP will be amended from time to time in line with market practice and changing governance standards and, where relevant, these changes will be reported in Rio Tinto's Remuneration Report, which forms part of the Annual report. However, it is intended that this approval will remain valid for as long as the 2018 EIP provides for the treatment on cessation of employment as set out in this appendix.</p> <p>Grants made under the 2018 EIP to Relevant Executives will be retained where they cease employment and will vest at the scheduled vesting date, except that:</p> <ul style="list-style-type: none"> – awards will lapse if the Relevant Executive leaves the Group due to resignation, misconduct or any other reason at the discretion of the Remuneration Committee; – awards may lapse if the Relevant Executive breaches any applicable restrictions on competition, solicitation or the use of confidential information; – awards held by a Relevant Executive below Executive Committee level that are not subject to performance conditions may vest on leaving; – awards subject to a performance condition will be subject to the satisfaction of the performance condition/s; – the Committee can decide that an award subject to a performance condition will vest before the scheduled vesting date, but subject to the extent to which the performance condition has been achieved; – awards that vest on or after cessation will be reduced pro rata to reflect the fact that the Relevant Executive's employment ceased before the scheduled vesting date. Pro rating will not apply to an award subject to a performance condition where the Relevant Executive leaves on or after the third anniversary of grant or to deferred bonus awards; – if a Relevant Executive dies, the award will vest on the date of death; and – any options will be exercisable for 12 months after the later of the date on which the option vests and the date on which the Relevant Executive ceased employment. However, if a Relevant Executive leaves employment because of misconduct or breach of the terms of their employment after options have vested, the options will lapse. <p>Most of the exceptions are subject to the Remuneration Committee's² discretion to vary the vesting date and/or the number of awards that will vest.</p> <p>The Remuneration Committee does not intend to exercise any discretion to accelerate the vesting of any awards for any member of the Executive Committee when they leave the Group. Any dividend equivalent shares will be calculated on vested shares. The Remuneration Committee may determine to satisfy an entitlement under an award by paying the equivalent cash amount. The value of awards will be equal to the difference of the price payable to exercise the option to acquire shares and the market price of shares at the time the options vest.</p>
Pension or superannuation plans	<p>Employment benefits typically include participation in a pension plan, superannuation scheme, or a cash allowance to contribute to a personal pension or superannuation scheme. These may be defined benefit plans or contribution plans. Rio Tinto may make employer contributions to such plans and may also facilitate employee contributions either directly or through salary sacrifice arrangements. In some cases, these plans are funded externally or constitute unfunded promises made by Rio Tinto. The contributions or entitlements provided by Rio Tinto may exceed the minimum statutory requirement or be provided in jurisdictions where there is no statutory requirement. Pensions may be payable before, at or after termination.</p>
Other benefits	<p>In certain jurisdictions, such as Canada and the USA, employees and their dependents may also be eligible for post-retirement benefits such as medical and life insurance. Rio Tinto may also agree to continue certain other benefits for a period following termination where the arrangements are provided under term contracts or in accordance with the terms of the service contract, for example relocation or expatriation benefits, payment for financial advice, tax advice and preparation of tax returns for a tax year. In some cases, a Relevant Executive may receive a modest retirement gift.</p> <p>Rio Tinto may also pay reasonable legal and other professional fees including outplacement support, to or in respect of a Relevant Executive in connection with any termination of employment. These may include legal fees incurred in negotiating a settlement or separation agreement with Rio Tinto.</p>

Agreement or plan	Treatment on cessation of employment
Retrenchment policy	<p>If termination is a result of redundancy, the terms of the relevant local policy may apply. The Group's retrenchment policy generally provides for a payment determined by reference to the number of years of service of the Relevant Executive and the total remuneration of the Relevant Executive as at the termination date. There is some variation in the retrenchment policy applying across the Group to reflect different market practice in the jurisdictions in which the Group operates.</p> <p>Applicable policies may provide for redundancy pay based on years of service, up to 3 months' payment in lieu of notice (in addition to other notice entitlements) and other benefits.</p> <p>The benefits provided under the retrenchment policy are not contractual in nature and may be revised, reduced or otherwise varied by the Group.</p>
Other amounts payable at law	<p>While many of the termination benefits to which a Relevant Executive may become entitled on ceasing employment are provided under the relevant employment agreement, there may be additional benefits, the payment of which is required by law, depending on the jurisdiction in which the Relevant Executive is based at the time they cease employment. This approval is intended to cover any such payments. The value of the payments will be calculated as prescribed by law, which may take account of any number of factors (e.g. the Relevant Executive's length of service with Rio Tinto, the circumstances of the Relevant Executive's cessation of employment, etc.).</p>
Settlement or separation agreements	<p>Rio Tinto may enter into a settlement or separation agreement with a Relevant Executive in connection with the termination of their employment. In accordance with the Remuneration Policy, Rio Tinto may agree in the settlement or separation agreement to pay such amount as it determines is reasonable to settle any claims which in the Remuneration Committee's view are legitimate which the Relevant Executive may have in connection with the termination of employment. Rio Tinto may also agree to other clauses that are typically included in settlement or separation agreements (e.g. confidentiality, releases, non-disparagement, etc.).</p>

¹ The concept of eligible leaver is defined in the relevant plans or policy. In general terms, an eligible leaver is an executive who leaves the Group by reasons of ill health, injury, disability (as determined by the executive's employer); retirement; redundancy; transfer of the undertaking in which the executive works; change of control of the executive's employing company; or death. Usually there is a discretion of the Remuneration Committee to treat a person as an eligible leaver. If there is no relevant plan or policy (e.g. where there is an applicable practice applying to employees) or the plan or policy does not include a concept equivalent to eligible leaver. In addition to the definitions in the relevant plans or policy, the Remuneration Committee may exercise a discretion to treat a Relevant Executive as an eligible leaver. Further, if the circumstances warrant it, the Remuneration Committee may treat a Relevant Executive as an eligible leaver for some purposes, but not others. For example, the Remuneration Committee may decide to treat a Relevant Executive as an eligible leaver under the BDP, but not under the STIP. Generally, where plans impose vesting conditions on awards, the plans also grant to the Remuneration Committee the discretion to vary or waive those conditions in certain circumstances. Across the plans, the powers and discretions of the 'Remuneration Committee' are generally expressed as being powers and discretions of 'the Remuneration Committee' or the 'directors'.

² The provisions of Rio Tinto's plan rules provide, generally, that tasks to be performed by 'directors' under those rules may be performed by the Board, a committee of the Board, or another person to which the Board has delegated authority to perform those tasks. Such tasks would include the exercise of discretions and the making of determinations concerning vesting. The references above to the 'Remuneration Committee' exercising particular discretions or making certain decisions reflects usual practice but is not intended to limit the identity of persons who may make such decisions under the rule of those plans.

Table 2: Relevant circumstances

Agreement or plan	Circumstances affecting the calculation or amount of benefits ³
Employment agreements	<p>The circumstances of the Relevant Executive's cessation of employment (for example, whether the employment agreement is terminated immediately, placed on garden leave, or with notice and the period of notice).</p> <p>The Relevant Executive's base pay and, where appropriate, contractual benefits and other benefits (eg. STIP, relocation and expatriation benefits, etc.) at the time of cessation of employment.</p> <p>Whether the Relevant Executive is an employee requiring repatriation or relocation. The Relevant Executive's length of service with Rio Tinto.</p> <p>The amount of leave accrued by the Relevant Executive.</p> <p>The statutory requirements and market practice of the jurisdiction in which the Relevant Executive is employed. The content and duration of the restrictive covenant and prevailing market practice.</p> <p>Any other factors that the Remuneration Committee determines to be relevant when exercising its discretion.</p>
Short Term Incentive Plan (STIP)	<p>The circumstances of the Relevant Executive's cessation of employment (for example, whether cessation of employment arises due to resignation, retirement or redundancy or termination for cause).</p> <p>The Relevant Executive's base pay at the time of cessation of employment.</p> <p>The Relevant Executive's target STIP opportunity for the period, which will be set in advance in accordance with the Remuneration Policy.</p> <p>The time period served during the performance or vesting year by the Relevant Executive up to the date of cessation of employment.</p> <p>The applicable performance measures and performance against those measures.</p> <p>Any other factors that the Remuneration Committee determines to be relevant when exercising its discretion under the STIP (such as the assessment of the performance of the Relevant Executive up to the termination date).</p>
Employee Incentive Plans (BDP, PSP, SOP, MSP, GESF and 2018 EIP)	<p>The circumstances of the Relevant Executive's cessation of employment (for example, whether cessation of employment arises due to resignation, retirement or redundancy or termination for cause).</p> <p>The level of employment of the Relevant Executive (for example, whether the Relevant Executive is employed below Executive Committee level).</p> <p>The number of awards or options (as the case may be) held by the Relevant Executive prior to cessation of employment. The time period served during the performance period by the Relevant Executive up to the date of cessation of employment.</p> <p>The applicable performance measures and performance against those measures. The number of awards that vest and their applicable vesting date(s).</p> <p>The market price of Rio Tinto shares at the relevant time.</p> <p>The applicable statutory requirements of the jurisdiction in which the Relevant Executive is employed and any change in those requirements.</p> <p>Any other factors that the Remuneration Committee determines to be relevant when exercising a discretion (such as the assessment of the performance of the Relevant Executive up to the termination date, the reduction of vesting levels of awards, the non-vesting of awards and the clawing back of awards). Nothing in this approval is intended to limit the exercise of such discretion.</p>
Pension or superannuation plans	<p>The applicable statutory requirements and market practice of the jurisdiction in which the Relevant Executive is employed.</p> <p>The Relevant Executive's remuneration and years of service.</p> <p>The pension or superannuation plan the Relevant Executive participates in. The value of contributions made and earnings and capital growth or loss.</p> <p>The manner in which the governing rules of the pension or superannuation plan provide for calculation of the relevant benefit.</p> <p>The fees, taxes, costs, and expenses deducted from the Relevant Executive's account. The terms of any insurance policies that are referable to the Relevant Executive.</p>

Agreement or plan	Circumstances affecting the calculation or amount of benefits ³
Other benefits	<p>The circumstances of the Relevant Executive's cessation of employment (for example, whether cessation of employment arises due to resignation, retirement or redundancy or termination for cause).</p> <p>The applicable statutory requirements and market practice of the jurisdiction in which the Relevant Executive is employed.</p> <p>The value of the services, benefits or entitlements that the Relevant Executive is given.</p> <p>Any other factors that the Remuneration Committee determines to be relevant when exercising a discretion.</p>
Retrenchment policy	<p>Retrenchment policies in each jurisdiction are aligned with local market practice and applicable law.</p> <p>The number of years of service and base pay and other benefits as at the termination of employment.</p>
Other amounts payable at law	<p>The applicable statutory requirements of the jurisdiction in which the Relevant Executive is employed and any change in those requirements.</p>
Settlement or separation agreements	<p>The circumstances of the Relevant Executive's cessation of employment (for example, whether cessation of employment arises due to resignation, retirement or redundancy or termination for cause).</p> <p>Any claims that the Relevant Executive may have in connection with the termination of employment and the reasonable value of those claims.</p> <p>The clauses that are typically included in settlement or separation agreements from time to time.</p>

³ In all cases, treatment will be subject to, and in accordance with, these explanatory notes, the Remuneration Policy, where applicable the terms of any applicable plan, policy or contract and the law. For example, under some Employee Incentive Plans, the Remuneration Committee retains the discretion in certain circumstances to reduce the level of vesting of an award, determine that an award does not vest or clawback an award made after vesting. Nothing in this approval is intended to limit the exercise of such discretions.

Appendix 2A – PricewaterhouseCoopers LLP's Statement of Reasons



**The Directors
Rio Tinto plc
6 St James's Square
London
SW1Y 4AD**

3 March 2020

Dear Ladies and Gentlemen,

Statement of Reasons connected with ceasing to hold office as Auditors

In accordance with Section 519 of the Companies Act 2006 (the "Act"), we set out below the reasons connected with PricewaterhouseCoopers LLP, registered auditor number C001004062, ceasing to hold office as auditors of Rio Tinto plc, registered no: 00719885 (the "Company").

The reason we are ceasing to hold office is that the Company undertook a competitive tender process for the position of statutory auditor and we mutually agreed with the Audit Committee not to participate due to the time of our tenure.

There are no reasons for and no other matters connected with our ceasing to hold office as auditors of the Company that we consider need to be brought to the attention of the Company's members or creditors.

Yours faithfully,

A handwritten signature in dark ink that reads 'PricewaterhouseCoopers LLP'.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP, 1 Embankment Place, London, WC2N 6RH

T: +44 (0) 2075 835 000, F: +44 (0) 2072 124 652, www.pwc.co.uk

PricewaterhouseCoopers LLP is a limited liability partnership registered in England with registered number OC303525. The registered office of PricewaterhouseCoopers LLP is 1 Embankment Place, London WC2N 6RH. PricewaterhouseCoopers LLP is authorised and regulated by the Financial Conduct Authority for designated investment business.

Appendix 2B – Nomination of KPMG as auditor of Rio Tinto Limited

Rio Tinto Limited
Level 7, 360 Collins Street
Melbourne VIC 3000

3 March 2020

Nomination of KPMG as auditor of Rio Tinto Limited

In accordance with section 328B of the Australian Corporations Act 2001, I, Tim Paine, nominate KPMG for appointment as the auditor of Rio Tinto Limited at Rio Tinto Limited's next annual general meeting scheduled to be held on 7 May 2020, or any postponement or adjournment of that annual general meeting.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Tim Paine', with a horizontal line underneath.

Tim Paine
Shareholder

Appendix 3A – Summary of the principal proposed changes under resolution 20

Proposed Change	Key Relevant Rule(s) in RTL Constitution	Key Relevant Article(s) in RTP Articles	Reason for Change
Simplifying provisions in relation to untraced shareholders	N/A	Articles 45 and 125	<p>The proposed amendments to the Current RTP Articles update the provisions relating to untraced shareholders, in order to bring these in line with best market practice, consistent with similar changes that have been implemented in recent years by other large listed companies.</p> <p>In particular, the proposed changes replace the requirement for notices in national and local newspapers (among other things) with an authorisation for the directors to make such efforts as they consider reasonable to trace and notify the member or person entitled, which may include, if considered appropriate, engaging a professional asset reunification company.</p> <p>No changes are proposed to the period for which dividends must have been unclaimed in order for a shareholder to be treated as an untraced shareholder, which remains 12 years.</p> <p>Where the shares belonging to an untraced member are sold, under the Amended RTP Articles, if no valid claim for the net proceeds of the sale has been received by Rio Tinto plc within two years from the date on which the relevant untraced shares were sold, the net proceeds of sale will then be forfeited to Rio Tinto plc, and Rio Tinto plc can use these funds as the directors think fit. Likewise, any dividend unclaimed for twelve years or any unclaimed dividend payable on a share that is sold pursuant to the above procedure, shall be forfeited and shall revert to Rio Tinto plc. Should Rio Tinto plc decide to operate these procedures, it is Rio Tinto plc's intention to use any funds raised in this way for such charitable purposes as the directors may decide and consistent with the Group's corporate social responsibility strategy.</p> <p>No equivalent amendments are proposed under the Current RTL Constitution as there is a statutory regime for dealing with untraced shareholders prescribed by the Corporations Act which applies to Australian companies.</p>
Updating provisions regarding method of payment of dividends to provide additional flexibility	Rule 127	Article 119	<p>It is proposed that the Current RTP Articles and the Current RTL Constitution be amended to provide Rio Tinto plc and Rio Tinto Limited with additional flexibility to prescribe the manner in which dividends (or other moneys payable on or in respect of a share) are paid.</p> <p>In addition to the methods of payment currently permitted, the Amended RTP Articles would allow Rio Tinto plc to pay dividends by electronic means to such account (of a type approved by the directors) as the payee(s) may in writing direct or by such other method as the directors may determine. The Amended RTP Articles also provide the directors with the flexibility to decide: (i) which distribution channel, or combination of channels, to use; (ii) whether to apply different combinations of payment methods to different shareholders or groups of shareholders; and (iii) where more than one payment method may be used for any shareholders or group of shareholders, whether the relevant shareholders may nominate one of these methods of payment.</p> <p>The Amended RTP Articles would also provide that if the directors determine that a dividend will be paid in a particular manner and a relevant payee does not provide the details necessary to make a payment through such distribution channel, or the payment is rejected or refunded, the dividend would be treated as unclaimed.</p> <p>The Current RTL Constitution already provides the directors with broad discretion to determine the method of payment of dividends. However, changes have been proposed under the Amended RTL Constitution to align the provisions under both documents for the purpose of consistency and to enable the Group to adopt an aligned process in the payment of dividends.</p>

Proposed Change	Key Relevant Rule(s) in RTL Constitution	Key Relevant Article(s) in RTP Articles	Reason for Change
Addition of provisions to clarify authority of Directors to deal with unclaimed dividends	Rule 129	N/A	<p>It is proposed that the Current RTL Constitution be amended to provide further clarity to the authority granted to the Board where a dividend that is payable to a member has not been claimed by them.</p> <p>Under the Current RTL Constitution, the directors have broad authority to make use of any unclaimed dividends or otherwise dispose of them according to law. The Amended RTL Constitution still includes this overriding requirement to treat unclaimed dividends according to the laws relating to unclaimed monies, but provides additional flexibility in relation to funds that are not required to be disposed of in accordance with the laws relating to unclaimed monies, and permits the Board to donate such funds to charity on behalf of the member.</p> <p>The proposed amendments would bring the Amended RTL Constitution in line with emerging practice for Australian listed entities and would enable the donation of funds for charitable purposes as the directors may decide and consistent with the Group's corporate social responsibility strategy.</p>
Amendments to provide flexibility for future transactions by enabling in specie distribution	Rule 121(a)	Article 116	<p>The Current RTP Articles and the Current RTL Constitution authorise Rio Tinto plc and Rio Tinto Limited, upon recommendation by both Boards, to effect a dividend in whole or in part through a distribution of specific assets (including shares in a subsidiary), i.e. a distribution "in kind" (also known as an in specie distribution).</p> <p>The proposed amendments expressly confirm that Rio Tinto plc and Rio Tinto Limited may implement potential future transactions through a distribution in kind by procuring the receipt by their respective shareholders of specific assets from an entity other than Rio Tinto plc or Rio Tinto Limited.</p> <p>The proposed changes to the Current RTP Articles and the Current RTL Constitution will provide the Group with greater flexibility to further refine its asset portfolio, to respond to market developments on a timely basis and to enable transactions to be implemented by Rio Tinto plc and Rio Tinto Limited using an aligned process.</p> <p>No decisions have been taken to make distributions of specific assets and no such distributions are currently contemplated. Any future divestments involving distributions of specific assets would be subject to the required corporate approval processes and any such distributions that are significant in the context of the Group may be subject to separate shareholder and other approvals as required under applicable regulation.</p> <p>This proposed change has no impact on the Group's dividend policy. The Group does not intend to replace any cash dividend with distributions of specific assets. Any distribution of specific assets would be subject to the equalisation provisions of the DLC Merger Sharing Agreement, which are designed to ensure that shareholders of Rio Tinto plc and Rio Tinto Limited receive equivalent treatment in relation to distributions.</p>

Appendix 3A – Summary of the principal proposed changes under resolution 20 (continued)

Proposed Change	Key Relevant Rule(s) in RTL Constitution	Key Relevant Article(s) in RTP Articles	Reason for Change
Amendments to clarify the intended function of DLC Dividend Shares	Rule 5A	Article 8A	<p>At present, a subsidiary of Rio Tinto plc holds one DLC Dividend Share in Rio Tinto Limited. Similarly, a subsidiary of Rio Tinto Limited holds one DLC Dividend Share in Rio Tinto plc. These DLC Dividend Shares were issued for the purpose of allowing dividends to be paid to the Rio Tinto Group companies that are the holders of the respective DLC Dividend Shares, in order to facilitate the management of cash and distributable reserves between the Rio Tinto plc and the Rio Tinto Limited sides of the DLC.</p> <p>Under the Current RTP Articles and the Current RTL Constitution if a DLC Dividend Share is transferred to, or otherwise becomes owned by, an entity outside the Rio Tinto Group, it converts into an ordinary share.</p> <p>The proposed amendments to the terms of the DLC Dividend Shares in the Amended RTP Articles and the Amended RTL Constitution are intended to provide greater flexibility for the conversion of each DLC Dividend Share to an ordinary share. In particular, if a DLC Dividend Share is transferred to, or otherwise becomes owned by any other company, including another member of the Rio Tinto Group (other than on a winding-up of the holder of the share), it will convert into an ordinary share. The proposed amendments also permit the issuing company (i.e. Rio Tinto plc or Rio Tinto Limited, as applicable) to convert its DLC Dividend Share to an ordinary share at any time.</p> <p>This amendment seeks to ensure that, as was originally intended, each DLC Dividend Share has the same value as one ordinary share.</p> <p>This is intended to provide the Rio Tinto Group with greater flexibility to effect possible future divestments or restructurings, by way of distribution to shareholders according to the nature and value of their shares held in either or both of Rio Tinto plc or Rio Tinto Limited, including the DLC Dividend Shares.</p> <p>No such divestments or restructurings are currently contemplated.</p>
Updating provisions regarding the Strategic Report consistent with the Companies Act	N/A	Article 130(c)	<p>The Amended RTP Articles reflect changes to the Companies Act, which permit Rio Tinto plc to provide a copy of the strategic report together with certain supplementary material rather than the annual report and accounts, provided the requirements of the Companies Act and related regulations are satisfied. This is an update relating to UK law only and so there is no corresponding change proposed to the Current RTL Constitution.</p>
Updates to enable the continuity of the Board and compliance with legal requirements	Rule 86	Articles 88A and 89	<p>It is proposed that a provision is included in the Amended RTP Articles and the Amended RTL Constitution to allow each company to operate in circumstances where an insufficient number of directors were elected or re-elected at an annual general meeting, thereby leaving the number of directors lower than the minimum number of directors set out in the Amended RTP Articles or the Amended RTL Constitution.</p> <p>In these circumstances, it is proposed that all retiring directors who stood for re-appointment at that meeting and were not re-appointed will be deemed to have been re-appointed as directors, but will remain in office only for the purpose of filling vacancies and convening further general meetings of Rio Tinto plc or Rio Tinto Limited in addition to performing such duties as are appropriate to maintain Rio Tinto plc or Rio Tinto Limited (as applicable) as a going concern and to comply with its legal and regulatory obligations.</p> <p>Under the Amended RTP Articles, it is also proposed that the circumstances in which a director's office will be vacated are updated. This includes bringing the Current RTP Articles in line with the Mental Health (Discrimination) Act 2013, by replacing the provision pursuant to which the director's office will be vacated in the event of a court's order on the ground of a mental health disorder for detention or the appointment of a guardian. This is an update relating to UK law only and so there is no corresponding change proposed to the Current RTL Constitution.</p>

Proposed Change	Key Relevant Rule(s) in RTL Constitution	Key Relevant Article(s) in RTP Articles	Reason for Change
Updates to reflect the requirements of the ASX Listing Rules for restricted securities	Rule 146	N/A	<p>Amendments to the ASX Listing Rules which came into effect in December 2019 include new requirements for listed entities' constitutions relating to restricted securities. It is proposed that Rule 146 of the Current RTL Constitution be amended to align with these requirements.</p> <p>Restricted securities are securities which are subject to escrow requirements, meaning they are restricted from being traded for a period of time. Whether securities are treated as restricted securities is determined on a case-by-case basis. They may be held by certain persons who acquired them as part of their participation in fundraising, such as seed capitalists, professional advisers or employees, or can be securities that ASX determines should be treated as restricted securities.</p> <p>The updated ASX Listing Rules require listed entities to include specific wording in their constituent documents regarding treatment of restricted securities – that they be subject to mandatory escrow restrictions, must be held on the issuer sponsored subregister, and be subject to a holding lock.</p> <p>Rio Tinto Limited has no restricted securities on issue. The changes to Rule 146 are being made for completeness only in order to align with the requirements of the ASX Listing Rules and to provide for flexibility going forward.</p> <p>As the changes are required by the ASX Listing Rules and are an Australian legal requirement only, no corresponding amendments are required to the Current RTP Articles.</p>
Consequential updates and alterations to definitions and interpretation, and other general changes	Various	Various	<p>It is proposed that the Current RTP Articles be amended by including a new general provision confirming that the power of the directors (or any person to whom the directors have delegated their powers) to exercise a discretion or take a decision confers a right to exercise it in such a way that the directors (or such person) in its (or his or her) absolute discretion thinks fit. No corresponding amendment is proposed to the Current RTL Constitution as the existing provisions are considered broad enough to provide directors this discretion.</p> <p>The opportunity has also been taken to clarify the provisions dealing with meeting logistics more generally.</p> <p>It is also proposed that all gender references be made gender neutral in the Amended RTP Articles and the Amended RTL Constitution to demonstrate the Rio Tinto Group's continued support for diversity. These changes appear throughout the Amended RTP Articles and Amended RTL Constitution.</p>

Appendix 3B – Summary of the principal proposed changes under resolution 21

Proposed Change	Key Relevant Rule(s) in RTL Constitution	Key Relevant Article(s) in RTP Articles	Reason for Change
Additional provisions to enable the holding of combined physical and electronic general meetings	Rules 57, 57A, 58, 62, 67 and 71	Articles 46, 47, 49, 52, 54, 54A, 56, 57 and 59	<p>To make it easier for Rio Tinto plc and Rio Tinto Limited shareholders (including those based overseas) to take part in future general meetings and to promote member engagement, the Amended RTL Constitution and Amended RTP Articles allow for each company to hold combined physical and electronic general meetings (a hybrid meeting). This is achieved by providing Rio Tinto plc and Rio Tinto Limited with the flexibility to hold an electronic general meeting in parallel with the physical general meeting, allowing shareholders to attend and participate either in person or virtually by electronic means.</p> <p>Consequential changes to facilitate this amendment have been made throughout the Amended RTL Constitution and Amended RTP Articles (including, for Rio Tinto plc, amendments to the interpretation provisions regarding attendance and participation at general meetings). To promote the interests of shareholders, the amendments also provide that:</p> <ul style="list-style-type: none"> – in certain circumstances, the directors may vary a notice of meeting after it has been sent to shareholders but before the meeting is held if the directors decide it is impracticable or unreasonable to hold the meeting at the specified time and / or using the electronic facilities stated in the notice; – the chair of the meeting must be satisfied that adequate facilities are available throughout the meeting to ensure that shareholders attending the general meeting by all means (including by means of electronic facilities) are able to participate in the business for which the meeting has been convened; and – where a resolution is voted on at a general meeting where shareholders are participating electronically as well as at a physical meeting, such a resolution will be decided on a poll unless the chair determines that it will be decided on a show of hands. <p>The opportunity has also been taken to clarify the provisions regarding general meetings of Rio Tinto plc and Rio Tinto Limited taking place in more than one location.</p>

Proposed Change	Key Relevant Rule(s) in RTL Constitution	Key Relevant Article(s) in RTP Articles	Reason for Change
Additional provisions to permit and facilitate Rio Tinto Limited and Rio Tinto plc to hold general meetings at the same time	Rules 57B and 64	Article 54A	<p>The Amended RTL Constitution and Amended RTP Articles each include a new provision to enable general meetings to be held by Rio Tinto plc and Rio Tinto Limited at the same time (a contemporaneous meeting). This would be achieved by the general meetings of Rio Tinto plc and Rio Tinto Limited being joined by video link and would enable shareholders of each of Rio Tinto plc and Rio Tinto Limited, where practicable, to be brought together and provided with the opportunity to listen to and participate in the debate and discussion at each company's general meetings.</p> <p>In addition, contemporaneous meetings would avoid:</p> <ul style="list-style-type: none"> – the costs involved in arranging for all of the directors and senior management team to travel to two separate venues on different days and prepare for separate general meetings; and – the additional director and management time away from the business operations of the Rio Tinto Group required to hold largely duplicative general meetings. <p>The Amended RTL Constitution and Amended RTP Articles also include proposed amendments to assist contemporaneous general meetings to run smoothly from a procedural and technical perspective, including to:</p> <ul style="list-style-type: none"> – allow the directors who are physically present at either the Rio Tinto plc or Rio Tinto Limited general meeting to be treated as being present at the contemporaneous meeting; – utilise audio-visual communication facilities to allow shareholders physically present in one location to see and hear, and to be seen and heard by, shareholders at all locations and for the chair of the directors to the chair the contemporaneous meeting using the same technology; – authorise the chair of the Rio Tinto plc and Rio Tinto Limited general meeting to have the discretion to decide what steps to take if the audio-visual communication facilities fail or if they consider it desirable for the conduct of the meeting, or to determine that the Rio Tinto plc and Rio Tinto Limited general meetings will proceed separately without an audio-visual link between them (in which case the role of chair of the meeting will be taken by the supplementary chair or another director physically present at the meeting); and – provide for the appointment of a supplementary chair where a technology failure means the chair is not reasonably able to exercise his or her powers as chair (for example, because he or she is not physically present at the meeting) to allow the meetings to continue either together or separately. <p>The directors recognise that there are timing considerations involved in holding contemporaneous meetings in the United Kingdom and Australia. If the resolutions are passed by the requisite majorities, the directors will have regard to those considerations when deciding whether to convene contemporaneous meetings. It is not currently the intention that annual general meetings are held as contemporaneous meetings. However, directors may consider convening other general meetings as contemporaneous meetings, if appropriate.</p>
Consequential updates and alterations to definitions and interpretation, and other general changes	Various	Various	<p>As noted above, the directors propose that all gender references be made gender neutral in the Amended RTP Articles and the Amended RTL Constitution to demonstrate the Rio Tinto Group's continued support for diversity. These changes appear throughout the Amended RTP Articles and Amended RTL Constitution, including in certain of the "entrenched provisions" and in the provisions relating to hybrid and contemporaneous general meetings that are the subject of resolution 21.</p>

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 notorially 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 6 April 2020. 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 6 April 2020, 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 6 April 2020 (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 or 3 may not be cast (in any capacity) by or on behalf of a member of KMP or their closely related party, unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form. In addition, a vote in favour of resolution 4 may not be cast (in any capacity) by or on behalf of a member of KMP or their closely related party, unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

- The voting exclusions on KMP in resolutions 2, 3 and 4 do not apply to:
- the chairman of the meeting acting as proxy if the proxy appointment expressly authorises the chairman to exercise the proxy even though resolutions 2, 3 and 4 are connected directly or indirectly with the remuneration of a member of KMP; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on resolutions 2, 3 and 4; and
 - the holder votes on resolutions 2, 3 and 4 in accordance with the directions given by the beneficiary to the holder to vote in that way.

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 6 April 2020 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.

Further information about the meeting (continued)

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 2019; 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.

Total voting rights

As at the Latest Practicable Date, the total number of issued ordinary shares in the company is 1,255,726,013 ordinary shares of 10p each, each with one vote. 9,049,791 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 1,246,676,222, 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 2019 Annual report.

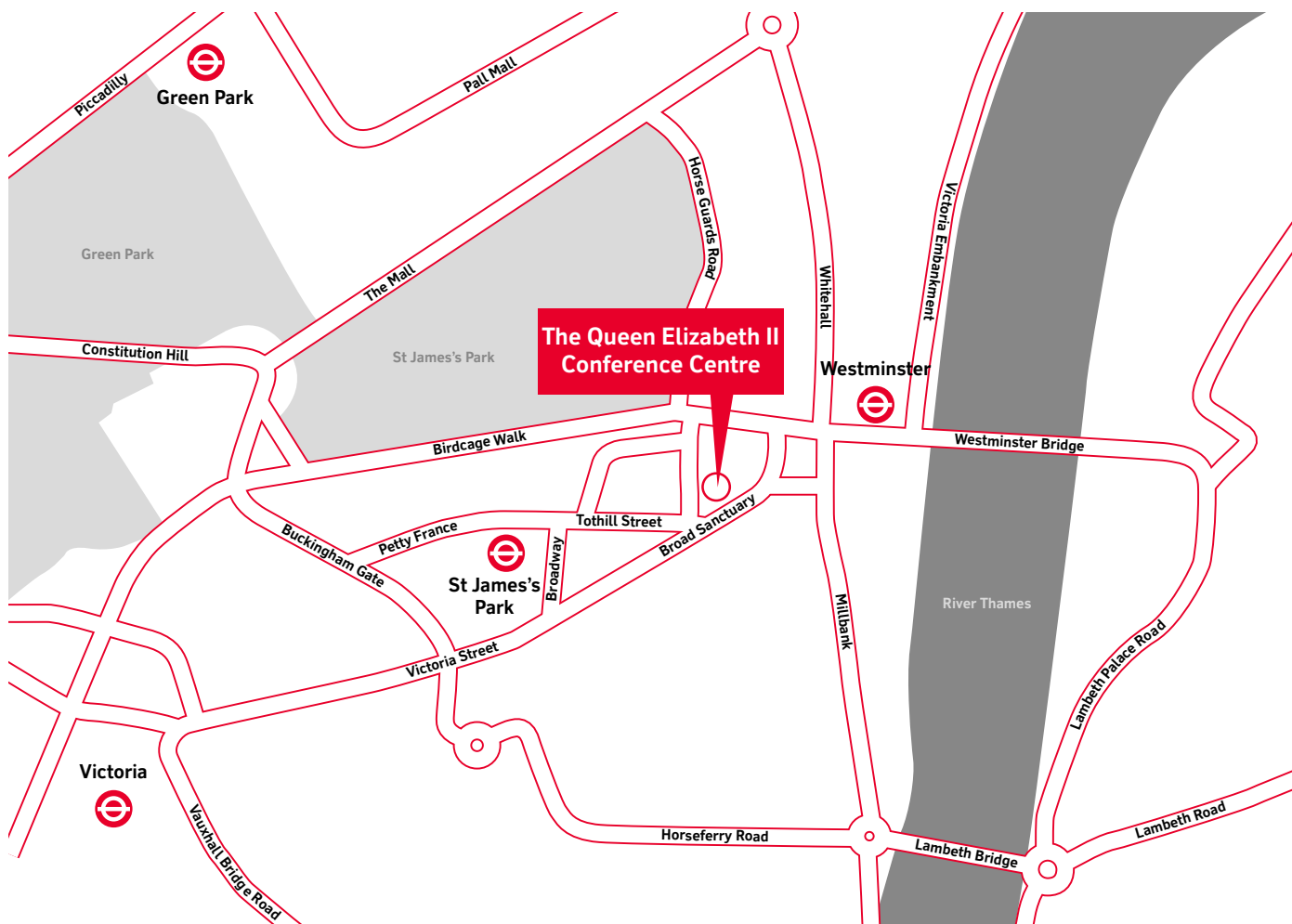
Documents available for inspection

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 7 May 2020, 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 Rio Tinto plc and Rio Tinto Limited and/or any of its subsidiaries 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;
- (c) qualifying third-party indemnity provisions of which the Directors have the benefit;
- (d) a copy of Rio Tinto plc's existing articles of association and Rio Tinto plc's articles of association marked up to show the proposed changes pursuant to resolution 20 and 21. The changes proposed in resolution 20 are marked in blue text and the changes proposed in resolution 21 are marked in green text; and
- (e) a copy of Rio Tinto Limited's existing articles of association and Rio Tinto Limited's articles of association marked up to show the proposed changes pursuant to resolution 20 and 21. The changes proposed in resolution 20 are marked in blue text and the changes proposed in resolution 21 are marked in green text.

A copy of Rio Tinto plc's articles of association and a copy of Rio Tinto Limited's constitution (as referred to in (d) and (e) above) showing the amendments proposed in resolutions 20 and 21 are available at riotinto.com/invest/shareholder-information/annual-general-meetings.

Meeting location map and useful addresses



View our Annual report at www.riotinto.com/invest/reports/annual-report

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 www.investorcentre.co.uk.

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

www.investorcentre.co.uk/contactus

Telephone:
+44 (0) 800 435 021 (in the UK); or
+44 (0) 370 703 6364 (overseas)
Fax: +44 (0) 870 703 6119