

RioTinto

2011 Notice of annual general meeting

To view the annual general meeting webcast,
please visit www.riotinto.com

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global sector
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This document is important and requires your immediate attention. If you have any doubts about the action you should take, contact your stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000, immediately.

If you have sold or transferred all your shares in Rio Tinto plc, please send this document, together with the accompanying documents, at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

The annual general meeting of Rio Tinto plc will be held at 11.00 am on Thursday, 14 April 2011 at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1.

If you are unable to attend the annual general meeting, please view the webcast at:

 www.riotinto.com

Rio Tinto plc
(Registered in England, No: 719885)
Registered Office:
2 Eastbourne Terrace
London
W2 6LG

Letter from the chairman

Dear Shareholder,

I am pleased to invite you to Rio Tinto plc's forty-ninth annual general meeting, which will be held at 11.00 am on Thursday, 14 April 2011 at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London, SW1.

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. If you are unable to attend the meeting we will be webcasting the event again this year on the Rio Tinto website. However, please note that only shareholders in attendance at the meeting will be eligible to ask questions of the directors.

This year, Rio Tinto has decided to adopt the new UK Corporate Governance Code provision whereby all directors stand for re-election by shareholders annually. Twelve directors will therefore be standing for re-election at the meeting, all of whom are recommended for re-election. In addition, Rio Tinto Limited has, in accordance with its constitution, received a nomination for the election by shareholders of an external candidate, Stephen Mayne, as a director. By virtue of the Group's Dual Listed Companies' Structure, the election of a director is a Joint Decision Matter and so Stephen Mayne's nomination must be submitted to Rio Tinto plc shareholders as well as those of Rio Tinto Limited.

The board considers that the election of Stephen Mayne as a director is not in the best interests of shareholders and recommends that shareholders vote against resolution 15.

Your directors are unanimously of the opinion that all the other resolutions to be proposed are in the best interests of shareholders and of Rio Tinto as a whole. Accordingly, they recommend that, except for resolution 15, you vote in favour of the resolutions as they intend to do in respect of their own beneficial holdings.

If you are unable to attend the meeting to vote in person, please complete and submit the enclosed proxy form in line with the instructions on page 12. Submitting a proxy form will ensure your vote is recorded but will not prevent you from attending and voting at the meeting itself or viewing the webcast of the meeting.

The parallel Rio Tinto Limited meeting this year will take place on Thursday, 5 May 2011. The result of the vote at the Rio Tinto plc meeting on resolutions 1 to 17 will be determined when the relevant polls are closed at the Rio Tinto Limited meeting and the results will be announced to the relevant stock exchanges and posted on our website after that date. The results of resolutions 18 to 22 will be released as soon as possible following the meeting.

The board and I look forward to your participation at the annual general meeting and thank you for your continued support.

Yours sincerely



Jan du Plessis, *chairman*
15 March 2011

Notice of annual general meeting

Notice is hereby given that the forty-ninth annual general meeting of Rio Tinto plc will be held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London, SW1 on Thursday, 14 April 2011, at 11.00 am for the following purposes:

Resolution 1

Receipt of the 2010 Annual report

To receive the Company's financial statements and the reports of the directors and auditors for the year ended 31 December 2010.

Resolution 2

Approval of the Remuneration report

To approve the Remuneration report for the year ended 31 December 2010 as set out in the 2010 Annual report.

Resolution 3

To re-elect Tom Albanese as a director

Resolution 4

To re-elect Robert Brown as a director

Resolution 5

To re-elect Vivienne Cox as a director

Resolution 6

To re-elect Jan du Plessis as a director

Resolution 7

To re-elect Guy Elliott as a director

Resolution 8

To re-elect Michael Fitzpatrick as a director

Resolution 9

To re-elect Ann Godbehere as a director

Resolution 10

To re-elect Richard Goodmanson as a director

Resolution 11

To re-elect Andrew Gould as a director

Resolution 12

To re-elect Lord Kerr as a director

Resolution 13

To re-elect Paul Tellier as a director

Resolution 14

To re-elect Sam Walsh as a director

Resolution 15

To elect Stephen Mayne as a director

Resolution 16

Re-appointment and remuneration of auditors

To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office until the conclusion of the next annual general meeting

at which accounts are laid before the Company and to authorise the Audit committee to determine the auditors' remuneration.

Resolution 17

Amendments to the Rules of the Performance Share Plan

That changes to each of the Rio Tinto plc and Rio Tinto Limited Performance Share Plan as set out in the documents which have been produced for the meeting (and are for the purpose of identification marked "A" and "B" respectively and initialled by the chairman) be approved.

Resolution 18

Renewal of and amendments to the Share Ownership Plan

That:

- (a) the amendments to the rules of the Rio Tinto Share Ownership Plan (the SIP), as set out in the documents which have been produced for the meeting (and are for the purpose of identification marked "C" and initialled by the chairman), be approved, and the directors be authorised to do all things necessary to operate the SIP, including making such modifications as the directors consider appropriate to maintain Her Majesty's Revenue & Customs approval and to take account of the requirements of the UK Listing Authority and best practice; and
- (b) the directors be authorised to establish such further plans for the benefit of employees overseas based on the SIP, subject to such modifications as may be necessary or desirable to take account of overseas securities laws, exchange control and tax legislation, provided that any ordinary shares of the Company made available under such further plans are treated as counting against any limits on individual or overall participation in the SIP.

Resolution 19

General authority to allot shares

That the directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the 2006 Act) to exercise all the powers of the Company to allot, or to grant rights to subscribe for or convert any securities into shares:

- (i) up to an aggregate nominal amount of £50,250,000;
- (ii) comprising equity securities (as defined in the 2006 Act) up to a further nominal amount of £50,250,000 in connection with an offer by way of a rights issue;

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the 2006 Act and to expire on the later of 14 April 2012 and the date of the 2012 annual general meeting but, in each case, so that the Company may make offers and enter into agreements during this period which would, or might, require ordinary shares to be allotted or rights to subscribe for or to convert any security into ordinary shares to be granted after the authority ends.

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 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.

Resolution 20

Disapplication of pre-emption rights

That, subject to the passing of resolution 19 above, the directors be empowered to allot equity securities (as defined in the 2006 Act) wholly for cash:

- (i) pursuant to the authority given by paragraph (i) of resolution 19 above or where the allotment constitutes an allotment of ordinary shares by virtue of section 560(3) of the 2006 Act in each case:
 - (a) in connection with a pre-emptive offer; and
 - (b) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £9,792,000;

and

- (ii) pursuant to the authority given by paragraph (ii) of resolution 19 above in connection with a rights issue,

as if Section 561(1) of the 2006 Act did not apply to any such allotment; such authority shall expire on the later of 14 April 2012 and the date of the 2012 annual general meeting, but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends and the board may allot equity securities under any such offer or agreement as if the power had not ended.

For the purposes of this resolution:

- (a) "rights issue" has the same meaning as in resolution 19 above;
- (b) "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 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;
- (c) reference to an allotment of equity securities shall include a sale of treasury shares; and
- (d) 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 which may be allotted pursuant to such rights.

Resolution 21

Authority to purchase Rio Tinto plc shares

That:

- (a) the Company, Rio Tinto Limited and any subsidiaries of Rio Tinto Limited be and are hereby authorised to purchase ordinary shares issued by the Company (RTP Ordinary Shares), such purchases to be made in the case of the Company by way of market purchase (as defined in Section 693 of the 2006 Act), provided that this authority shall be limited:
 - (i) so as to expire on the later of 14 April 2012 and the date of the 2012 annual general meeting, unless such authority is renewed prior to that time (except in relation to the 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 152,273,000;
- (iii) so that the maximum price payable for each such RTP Ordinary Share shall be not more than five per cent above the average of the middle market quotations for RTP Ordinary Shares as derived from the London Stock Exchange Daily Official List during the period of five business days immediately prior to such purchase; and
- (iv) so that the minimum price payable for each such RTP Ordinary Share shall be its nominal value; and
- (b) the Company be and is hereby authorised for the purpose of Section 694 of the 2006 Act to purchase off-market from Rio Tinto Limited and 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 on the terms of the form of contract which has been produced to the meeting (and is for the purpose of identification marked "D" and initialled by the chairman) (each, a Contract) and such Contracts be hereby approved, provided that:
 - (i) such authorisation shall expire on the later of 14 April 2012 and the date of the 2012 annual general meeting;
 - (ii) the maximum total number of RTP Ordinary Shares to be purchased pursuant to Contracts shall be 152,273,000; and
 - (iii) the price of RTP Ordinary Shares purchased pursuant to a Contract shall be an aggregate price equal to the average of the middle market quotations for RTP Ordinary Shares as derived from the London Stock Exchange Daily Official List during the period of five business days immediately prior to such purchase multiplied by the number of RTP Ordinary Shares the subject of the Contract or such lower aggregate price as may be agreed between the Company and Rio Tinto Limited, being not less than one penny.

Resolution 22

Notice period for general meetings other than annual general meetings

That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

Note:

In accordance with Rio Tinto's Dual Listed Companies' Structure, as Joint Decision Matters, Resolutions 1 to 17 (inclusive) will be voted on by Rio Tinto plc and Rio Tinto Limited shareholders as a joint electorate and Resolutions 18 to 22 (inclusive) will be voted on by Rio Tinto plc shareholders only.

Resolutions 1 to 19 (inclusive) will be proposed as ordinary resolutions and Resolutions 20 to 22 (inclusive) will be proposed as special resolutions.

By order of the board

Ben Mathews, *secretary*

2 Eastbourne Terrace
London, W2 6LG

15 March 2011

Explanatory notes to the resolutions

Explanatory notes on the resolutions to be proposed at the 2011 annual general meeting.

Resolution 1

Receipt of the 2010 Annual report

The directors are required by company law to present the financial statements, the Directors' report and the Auditors' report on the financial statements to the meeting.

Resolution 2

Approval of the Remuneration report

Shareholders are asked to approve the Remuneration report. A copy of the report is set out on pages 128 to 155 of the 2010 Annual report and also on the Rio Tinto website.

Resolutions 3 – 14

Re-election of directors

Under the Company's articles of association, all directors must retire by rotation at the third AGM since their election or last re-election and stand for re-election should they wish to serve for a further term. However, the board has approved the early adoption of the recommendations of the new UK Corporate Governance Code whereby all directors are required to seek re-election by shareholders on an annual basis. Accordingly, all the directors will retire and offer themselves for re-election, with the exception of Sir Rod Eddington and Yves Fortier who will retire at the conclusion of the 2011 annual general meetings.

Under the new arrangements, it is still anticipated that non executive directors will serve for a minimum of six years and not usually more than nine years.

The board has adopted a policy on non executive directors' independence. Applying the policy, the board is satisfied that each non executive director who is standing for re-election, that is, Robert Brown, Vivienne Cox, Michael Fitzpatrick, Ann Godbehere, Richard Goodmanson, Andrew Gould, Lord Kerr and Paul Tellier, is independent. Upon his appointment to the board in 2008, Jan du Plessis was deemed to be independent. However, in accordance with UK practice, as chairman he is no longer deemed independent.

The directors in office during 2010 have been subject to a performance evaluation, as described in the corporate governance section of the 2010 Annual report. Based on that evaluation it is considered that each director proposed for re-election continues to be effective and that they demonstrate the level of commitment required in connection with their role on the board and the needs of the business.

The board therefore recommends to shareholders the re-election of each director standing for re-election. Their brief biographical details are given below. Full details are also provided in the 2010 Annual report and on the Rio Tinto website at: www.riotinto.com.

In accordance with its constitution, Rio Tinto Limited has received a nomination for the election of an external candidate, Stephen Mayne, to the Rio Tinto Limited board. By virtue of the Group's Dual Listed Companies' Structure, Stephen Mayne is automatically nominated for election to the Rio Tinto plc board, and as the election of a director is a Joint Decision Matter, his nomination is submitted to Rio Tinto plc shareholders as well as those of Rio Tinto Limited.

Stephen Mayne's biographical details are also given below. These details were provided by Stephen Mayne and have not been verified by Rio Tinto. The board recommends that shareholders vote against the election of Stephen Mayne. The chairman and each of the other directors intend to vote undirected proxies given to them, along with their own beneficial holdings, against the election of Stephen Mayne and in favour of the re-election of each director standing for re-election.

Tom Albanese

Tom Albanese was appointed executive director in 2006 and chief executive in 2007. He joined Rio Tinto in 1993 on Rio Tinto's acquisition of Nerco and held a series of management positions before being appointed chief executive of the Industrial Minerals group in 2000, after which he became chief executive of the Copper group and head of Exploration in 2004.

In the view of the board, Tom continues to provide strong and effective leadership to the Rio Tinto Group and, based on a positive evaluation of his performance, he is recommended for re-election.

Robert Brown

Robert Brown was appointed a non executive director in 2010. He is chairman of Groupe Aeroplan Inc and serves on the board of Bell Canada Enterprises (BCE Inc). He was previously president and chief executive officer of CAE Inc. He has also served as chairman of Air Canada and of the Aerospace Industries Association of Canada. Robert has been inducted to the Order of Canada as well as l'Ordre National du Québec.

Due to his considerable business experience in large high profile companies, it is considered that Robert will continue to make a substantial contribution to the board and its committees. Based on a positive evaluation of his performance, Robert is recommended for re-election.

Vivienne Cox

Vivienne Cox was appointed a non executive director in 2005. She was executive vice president and chief executive officer, Alternative Energy for BP plc until 2009. She became a member of the BP group chief executive's committee when she became chief executive of the Gas, Power and Renewables business. During her career at BP she worked in chemicals, exploration, finance and refining and marketing. Vivienne holds degrees in chemistry from Oxford University and in business administration from INSEAD.

Vivienne's previous experience within a large global resources company enables her to continue to make a major contribution to the board and its committees and, based on a positive evaluation of her performance, Vivienne is recommended for re-election.

Jan du Plessis

Jan du Plessis was appointed a non executive director in 2008 and chairman in 2009. He was chairman of the board of British American Tobacco plc between 2004 and 2009 having been a non executive director since 1999. A former non executive director of Lloyds Banking Group plc, Jan has been a non executive director of Marks and Spencer Group plc since 2008. Jan held various management positions in the Rembrandt Group from 1981 to 1988. He was group finance director of Richemont from 1988 until 2004 and chairman of RHM plc between 2005 and 2007.

Based on a positive evaluation of his performance led by the senior independent director, the directors have concluded that Jan continues to provide strong and effective leadership to the board and the Rio Tinto Group and he is therefore recommended for re-election.

Guy Elliott

Guy Elliott has been chief financial officer of Rio Tinto since 2002. Guy joined the Group in 1980, after gaining an MBA, having previously had a career in investment banking. He has subsequently held a variety of commercial and management positions, including head of Business Evaluation and president of Rio Tinto Brasil. He was appointed as a non executive director and member of the audit committee of Royal Dutch Shell plc in 2010.

In the view of the board, Guy continues to provide strong and effective leadership to the Group and, based on a positive evaluation of his performance, he is recommended for re-election.

Michael Fitzpatrick

Michael Fitzpatrick was appointed a non executive director in 2006, after selling his interest in, and ceasing to be a director of, Hastings Funds Management Ltd. He is chairman of Treasury Group Limited, an incubator of fund management companies and chairman of the Australian Football League, having previously played the game professionally.

Michael has many years' experience of the financial services industry and, as chairman of a major company, provides an important contribution to the board and its committees. Based on a positive evaluation of his performance, he is recommended for re-election.

Ann Godbehere

Ann Godbehere was appointed a non executive director and chairman of the Audit committee in 2010. From 2003 until 2007 Ann was chief financial officer of the Swiss Re Group and from 2008 until January 2009 she was chief financial officer and executive director of Northern Rock.

Ann has over 25 years' experience of the financial services industry and, as a former chief financial officer of large listed companies, is able to make a substantial contribution to the board and its committees. Based on a positive evaluation of her performance, Ann is recommended for re-election.

Richard Goodmanson

Richard Goodmanson was appointed a non executive director in 2004 and is chairman of the Committee on social and environmental accountability. He was executive vice president and chief operating officer of DuPont until 2009. He was responsible for a number of the global functions, and for the non-US operations of DuPont, with particular focus on growth in emerging markets. During his career he has worked at senior levels for McKinsey & Co, PepsiCo and America West Airlines, where he was president and chief executive officer.

Richard's experience of large publicly listed multinational companies enables him to provide a significant contribution to the board and its committees and, based on a positive evaluation of his performance, he is recommended for re-election.

Andrew Gould

Andrew Gould was appointed a non executive director in 2002 and the senior independent non executive director and chairman of the Remuneration committee in 2008. He is chairman and chief executive officer of Schlumberger Limited, where he has held a succession of financial and operational management positions, including that of executive vice president of Schlumberger Oilfield Services and president and chief operating officer of Schlumberger Limited. He has worked in Asia, Europe and the US. He holds a degree in economic history and qualified as a chartered accountant with Ernst & Young.

Andrew's experience as chairman and chief executive of a global resources-related company enables him to make a substantial contribution to the board and its committees. Based upon a positive evaluation of his performance, he is recommended for re-election.

Lord Kerr

Lord Kerr has been a director of Rio Tinto since 2003. Lord Kerr was in the UK Diplomatic Service for 36 years and headed it from 1997 to 2002 as Permanent Under Secretary at the Foreign Office. Previous postings included being principal private secretary to two Chancellors of the Exchequer and spells as Ambassador to the European Union (1990 to 1995), and the US (1995 to 1997). He has been an independent member of the House of Lords since 2004.

Lord Kerr's considerable experience in the UK Diplomatic Service and his position on the boards of other major companies enable him to make a major contribution to the board and its committees. Based on a positive evaluation of his performance, he is recommended for re-election.

Explanatory notes to the resolutions *continued*

Paul Tellier

Paul Tellier was appointed a non executive director in 2007 following the acquisition of Alcan Inc. where he had been a director from 1998. He was clerk of the Privy Council Office and secretary to the Cabinet of the Government of Canada from 1985 to 1992 and was president and chief executive officer of the Canadian National Railway Company from 1992 to 2002. Until 2004, he was president and chief executive officer of Bombardier Inc.

Paul has many years experience within both the Canadian Government and industry and, as a director of large publicly listed companies, he is able to make a substantial contribution to the board and its committees. Based on a positive evaluation of his performance, he is recommended for re-election.

Sam Walsh

Sam Walsh was appointed executive director and chief executive Iron Ore and Australia in June 2009. He joined Rio Tinto in 1991, following 20 years in the automotive industry. He has held a number of management positions within the Group, including from 2001 to 2004 chief executive of the Aluminium group and from 2004 to 2009 chief executive of the Iron Ore group. Sam is a Fellow of the Australian Institute of Management, the Australian Institute of Mining and Metallurgy and the Australian Institute of Company Directors. He is also a non executive director of Western Australian Newspaper Holdings Limited. In June 2010, Sam was appointed an Officer in the General Division of the Order of Australia.

Sam's considerable experience within the industry and Rio Tinto's key markets enable him to make a substantial contribution to the board. Based on a positive evaluation of his performance, he is recommended for re-election.

Resolution 15 **Election of director**

Stephen Mayne

The following material is based on information provided by Stephen Mayne with his nomination. The biographical details have not been verified by Rio Tinto. Rio Tinto does not in any way endorse the platform on which Stephen Mayne is standing.

Stephen Mayne (age 41, Bcom (Melb)) is a professional Australian shareholder advocate and an elected local government councillor in the City of Manningham in the Eastern suburbs of Melbourne, Australia. He publishes the corporate governance ezine www.themaynereport.com and campaigns for maximum transparency and accountability in listed companies. Stephen Mayne states that he is standing on a platform on the following issues:

- he contends that the board has not been held accountable for Rio Tinto's acquisition of Alcan, debt levels and discounted rights issue, its previously proposed strategic partnership with Chinalco and iron ore production joint venture with BHP Billiton and its response to the BHP Billiton takeover offer;
- he believes that there should be more than three Australia based directors, given the relative contribution of Australian operations to the Group; and
- he believes that Canada is over-represented on the board and that non executive director Mr Paul Tellier (a former director of Alcan) should not seek re-election for a further three-year term.

In the view of the board, given the scale and complexity of Rio Tinto's businesses, Stephen Mayne does not have the skills or experience required for a director of Rio Tinto. The board recommends that shareholders vote **against** the election of Stephen Mayne.

Resolution 16 **Re-appointment and remuneration of auditors**

The Company is required at each general meeting at which financial statements are laid to appoint auditors who will remain in office until the next general meeting at which financial statements are laid. PricewaterhouseCoopers LLP have expressed their willingness to continue in office for a further year. In accordance with company law and good corporate governance practice, shareholders are also asked to authorise the Audit committee to determine the auditors' remuneration.

Resolution 17 **Amendments to the Rules of the Performance Share Plan**

The purpose of resolution 17 is to seek shareholder approval to amendments to the Performance Share Plan (PSP) (formerly known as the Mining Companies Comparative Plan 2004) to allow Rio Tinto to change the method of delivery of long term incentives to its executives. These amendments are being proposed for both the Rio Tinto plc plan and the Rio Tinto Limited plan.

Under Rio Tinto's long term incentive plans, the PSP and the Share Option Plan 2004 (SOP), the Company grants to participating executives a mix of shares subject to a conditional award (Performance Shares) and share options (Performance Options).

Under the PSP, the Company may grant to each participant Performance Shares with an annual maximum face value of 200 per cent of their base salary. Participants have the opportunity to earn up to one and a half times this amount if Rio Tinto's Total Shareholder Return (TSR) outperforms the relevant index by eight per cent per annum over the four year performance period. Under the SOP, the annual maximum face value of Performance Options that may be granted to each participant is 300 per cent of their base salary.

In 2010, the Remuneration committee reviewed the impact on current long term incentives of a change in the tax treatment of share options in Australia. The Committee concluded that share options remain an important part of the Group's long term incentive arrangements. In order to ensure that participants are not adversely impacted by the tax changes, it is proposed that from 2011 onwards, participants in the PSP and SOP will be given an opportunity each year to express their preference as to the mix of long term incentive awards allocated to them under those Plans. They will be able to indicate a preference either to receive the current mix of Performance Shares and Performance Options (as described above), or to receive their entire long term incentive allocation in the form of Performance Shares under PSP.

To allow Rio Tinto the flexibility to grant participants their entire long term incentive allocation in the form of Performance Shares, it is necessary to amend the Rules so that the annual maximum face value of Performance Shares that may be awarded under the PSP is increased to 300 per cent of the participant's base salary. Where participants receive their full long term incentive allocation in the form of Performance Shares, the intention is that Rio Tinto would use this flexibility to grant Performance Shares with a maximum face value of 300 per cent of base salary. Participants would have the opportunity to earn up to one and a half times this amount if Rio Tinto's TSR outperforms the relevant index by eight per cent per annum over the four year performance period. This amount has been calibrated to be of a broadly equivalent expected value to the current mix of Performance Shares and Performance Options and therefore the maximum total compensation opportunity on an expected value basis would remain unchanged.

As a result of the above, the PSP Rules are being amended to permit a Performance Share Award of up to 300 per cent of base salary with the opportunity to earn up to one and a half times this amount.

Given the Dual Listed Companies' Structure, if resolution 17 is passed, it will authorise the proposed amendments by Rio Tinto plc to the PSP, and substantially identical amendments by Rio Tinto Limited to its corresponding PSP. References in this document to the PSP and the SOP are, unless the context otherwise requires, to those plans in both their UK and Australian forms.

All elements of the remuneration of the Executive Committee (who participate in the PSP and SOP) are disclosed in detail in the 2010 Remuneration report, which has been approved by shareholders each year since 2002.

Resolution 18

Renewal of and amendments to the Share Ownership Plan

The Rio Tinto Share Ownership Plan (the SIP) has been operated since 2001. The existing shareholder approval of the SIP is due to expire on 12 April 2011. The purpose of resolution 18 is to renew the SIP and to amend the SIP rules to update statutory references and to make administrative changes in line with current market practice.

Under the SIP, four types of shares can be offered to employees based in the UK – free, partnership, matching and dividend shares. The SIP rules contain all four elements, and the directors have power to decide which, if any, of them should be implemented. Currently the SIP offers employees three elements – free, partnership and matching shares. The SIP operates in conjunction with a trust, which holds shares on behalf of employees. The SIP has been approved by Her Majesty's Revenue & Customs (HMRC). A summary of the key features of the SIP is set out below.

Eligibility

Executive directors and all employees of the Company and any subsidiaries designated by the directors as participating companies are eligible to join the SIP, if they are UK tax resident and have worked for the Company or a participating company for a qualifying period determined by the directors, which may not exceed eighteen months (currently no qualifying period is operated).

Free shares

The SIP provides for the award of free shares worth up to a maximum value set by the relevant legislation (currently £3,000) to each eligible employee each year. The shares must generally be offered on similar terms, but the award may be subject to performance targets.

Subject to continuing employment, free shares must be held in trust for a period of at least three years, and will be free of income tax if held in trust for five years. If a participant leaves employment with Rio Tinto, his shares cease to be subject to the plan. There are no forfeiture provisions for the award of free shares.

Partnership shares

The SIP provides for employees to be offered the opportunity to purchase shares out of monthly savings contributions from pre-tax salary of up to the maximum value set by the relevant legislation (currently £1,500 in each tax year, or 10 per cent of salary if less).

Matching shares

The SIP provides that where employees buy partnership shares, they may be awarded additional shares by the Company on a matching basis, up to a current maximum of two matching shares for each partnership share purchased (currently the Company provides one matching share for each partnership share purchased). If a participant withdraws his corresponding partnership shares before the trustees have held them for one year, he will forfeit the linked matching shares. If the participant ceases to be employed within the minimum one year period (or within such shorter period as the directors may decide) other than for a specified reason such as death, retirement, redundancy, injury or disability, or his employing company or business being sold out of the Rio Tinto Group, his matching shares will be forfeited.

Dividends

The SIP provides that directors may permit any dividends paid on the free, partnership or matching shares to be re-invested in the purchase of additional shares, which must be held in the plan for a period of three years. The Company does not currently offer this service.

Voting rights

Participants may direct the trustees how to exercise the voting rights attributable to the shares held on their behalf. The trustees will not exercise the voting rights unless they receive the relevant participant's instructions.

Dilution limits

The directors have the power to allot up to ten per cent of the Company's issued share capital in any ten year period under the SIP and all other employee share schemes operated by the Company.

Amendment provisions

Although the directors will have the power to amend the provisions of the SIP in any way, the provisions relating to: the participants; the limits on the number of shares which may be issued under the SIP; the individual limit; the basis for determining a participant's entitlement to shares or cash under the SIP or the adjustments of awards in the event of a variation of capital; and the amendment rule, cannot be altered to the advantage of participants without prior approval of the Company's shareholders in general meeting (except for minor amendments to benefit the administration of the SIP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the SIP or for the Company or any other members of the Group). Any amendment to a key feature of the SIP requires prior approval by HMRC.

The directors may also, without further shareholder approval, establish further plans based on the SIP, but modified to take account of overseas securities laws, exchange controls or tax legislation. Shares made available under such further plans will be

Explanatory notes to the resolutions *continued*

treated as counting against any limits on individual or overall participation in the SIP.

General

Benefits under the SIP are not pensionable.

Resolution 19

General authority to allot shares

This resolution asks shareholders to renew the directors' authority to allot new shares. The authority, if approved, will expire on the later of 14 April 2012 and the date of the 2012 annual general meeting.

The authority will allow the directors generally to allot new shares, and grant rights to subscribe for, or convert other securities into shares up to a nominal value of £50,250,000, which is, in accordance with good corporate governance practice, equivalent to approximately 33 per cent of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 1 March 2011.

In addition, the authority will allow the directors to allot new shares, and grant rights to subscribe for, or convert other securities into shares up to a further nominal value of £50,250,000, only in connection with a rights issue, which is, again in accordance with good corporate governance practice, equivalent to approximately 33 per cent of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 1 March 2011.

At 1 March 2011, Rio Tinto plc held 6,267,368 treasury shares, which represents 0.4 per cent of the total number of Rio Tinto plc ordinary shares in issue, excluding treasury shares, at that date.

There are no present plans to undertake a rights issue or allot new shares other than 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 respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

Resolution 20

Disapplication of pre-emption rights

If the directors wish to allot new shares (and other equity securities), or sell treasury shares, for cash, the 2006 Act requires that these shares are offered first to shareholders in proportion to their existing holdings. These rights are known as pre-emption rights. There may be occasions, however, when, in order to act in the best interests of the Company, the directors need the flexibility to finance business opportunities as they arise or to conduct a rights issue or other pre-emptive offer without needing to comply with the strict requirements of the statutory pre-emption provisions.

Paragraph (i) of this resolution asks shareholders to authorise the directors to allot new shares pursuant to the authority given by paragraph (i) of resolution 19, or sell treasury shares, for cash: (a) in connection with a rights issue or other pre-emptive offer; or (b) otherwise up to a nominal value of £9,792,000, equivalent to five per cent of the combined issued ordinary share capital of the Company and Rio Tinto Limited as at 1 March 2011, exclusive of shares held in treasury by the Company, in each case without the shares first being offered to existing shareholders in proportion to their existing holdings.

Paragraph (ii) of this resolution asks shareholders to authorise the directors to allot new shares pursuant to the authority given by paragraph (ii) of resolution 19, or sell treasury shares, for cash in connection with a rights issue without the shares first being offered to existing shareholders in proportion to their existing holdings. This is in line with corporate governance guidelines.

Additionally, the Group intends to follow the UK Pre-emption group's guidelines regarding the rolling three-year cumulative use of the authority sought under paragraph (i) (b), in that the cumulative use of the authority will not exceed 7.5 per cent without a prior consultation with shareholders.

Resolution 21

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 resolution 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 the Company or Rio Tinto Limited.

These approvals were most recently renewed at last year's annual general meetings and expire on the date of the 2011 annual general meeting. Further to the Group's US\$5 billion capital management programme announced on 10 February 2011, under the authorities granted at the 2010 annual general meetings, up until 1 March 2011, Rio Tinto plc has bought back 4,070,000 RTP Ordinary Shares and all have been held as treasury shares. No publicly held Rio Tinto Limited shares have been bought-back.

While it is the intention to exercise the authority sought under this resolution, in line with the announcement on 10 February 2011, the precise extent, manner and timing of such purchases will be determined by amongst other things prevailing market conditions. The directors will exercise this authority only after careful consideration.

The authority will expire on the later of 14 April 2012 and the date of the 2012 annual general meeting. The authority sought would permit the Company, Rio Tinto Limited or any of the subsidiaries to purchase up to 152,273,000 of the Company's shares, representing approximately ten per cent of its issued ordinary share capital, excluding the shares held in treasury, as at 1 March 2011. The maximum price that may be paid for an ordinary share (exclusive of expenses) is 105 per cent of the average middle market quotation for the five business days immediately preceding the purchase and 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 one per cent of the ordinary shares in both the Company and Rio Tinto Limited at the share prices and exchange rates prevailing on 1 March 2011 would, on the basis of the Group's 2010 financial statements, increase net debt and reduce equity attributable to shareholders by about US\$1,450 million and would increase the ratio of net debt to total capital by 2.0 percentage points, ie to approximately 8.2 per cent.

The total number of options to subscribe for shares and awards of shares outstanding at 1 March 2011 was 6,654,098 which represents 0.4 per cent 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 0.5 per cent of the issued ordinary share capital, excluding the shares held in treasury.

Pursuant to the 2006 Act, the Company can hold the shares which 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 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 either held as treasury shares or cancelled. As at 1 March 2011, 6,267,368 treasury shares were held by the Company.

The authority being sought in paragraph (a) of resolution 21 extends to Rio Tinto Limited and its subsidiaries. Any purchase by the Company from Rio Tinto Limited (or its subsidiaries) of the Company's shares would be an off-market purchase and the 2006 Act requires the terms of any proposed contract for an off-market purchase to be approved by a special resolution of the Company before the contract is entered into. The Company is seeking the approval of shareholders for such off-market purchases as may take place to be made at a price between nominal consideration of one penny per parcel of shares and market value. It is expected that such purchases will occur for nominal consideration. It is immaterial to the shareholders of either Company if Rio Tinto Limited or any of its 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 the Group's ongoing capital management programme, with the intention of returning surplus cash to shareholders in the most efficient manner. The DLC Sharing Agreement contains the equalisation principles which ensure that entitlements to capital and income will be the same for all continuing shareholders regardless of which Company's shares are purchased or which Company acts as the purchaser.

Rio Tinto Limited will also seek to renew its shareholder approval to buy back shares at its 2011 annual general meeting on 5 May 2011.

Resolution 22

Notice period for general meetings other than annual general meetings

Changes made to the 2006 Act by the Companies (Shareholders' Rights) Regulations 2009 (the "Shareholders' Rights 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 coming into force of the Shareholders' Rights Regulations 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. In order to preserve this ability, the Company sought and obtained the required shareholder approval at each of the 2009 and 2010 annual general meetings. Resolution 22 seeks to renew this approval. The approval will be effective until the Company's annual general meeting in 2012, 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.

Further information about the meeting

Entitlement to attend and vote

Pursuant to 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 6.00 pm on 12 April 2011 (the "Specified Time") shall be entitled to attend and vote at the aforesaid 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 so entitled, 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.

Appointment of proxies

A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to exercise all or any of his rights to attend and to speak and vote 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 proxy need not be a member of the Company.

Members entitled to vote will be provided with a proxy form. To be effective, the proxy form and any power of attorney under which it is executed (or a duly certified copy of any such power) must reach the transfer office of the Company at Computershare Investor Services PLC, PO Box 82, The Pavilions, Bridgwater Road, Bristol BS99 6ZY 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) for 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.

Nominated persons

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the 2006 Act ("nominated persons"). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

Right to ask questions

Any member or proxy 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: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

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: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the annual general meeting for the financial year ended 31 December 2010; or (ii) any circumstance connected with an auditor of the Company appointed for the financial year ended 31 December 2010 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 auditor 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 for the relevant financial year includes any statement that the Company has been required under Section 527 of the 2006 Act to publish on a website.

Total voting rights

The total number of issued ordinary shares in the Company on 1 March 2011, which is the latest practicable date before the publication of this document, is 1,522,736,503 (excluding shares held in treasury). The voting arrangements for shareholders under the Group's Dual Listed Companies' structure are explained in the shareholder information sections of the 2010 Annual report.

Website availability of documents

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

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 5 May 2011 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 amended rules of each of the Rio Tinto plc and Rio Tinto Limited Performance Share Plan 2004;
- (b) proposed amended rules of the Rio Tinto Share Ownership Plan;
- (c) proposed form of Contract between the Company and Rio Tinto Limited for the purchase off-market of ordinary shares issued by the Company;
- (d) copies of directors' service contracts and letters of appointment with Rio Tinto Group companies.

General information

Shareholders should note that the doors to the annual general meeting will be open from 10.15 am.

To facilitate entry into the meeting, shareholders are requested to bring with them the attendance card, which is attached to the proxy card.

Mobile phones may not be used in the meeting hall and cameras, tape or video recorders are not allowed in the meeting hall.

Webcast

Shareholders should be aware that the meeting will be webcast and can be viewed at www.riotinto.com

Getting to the annual general meeting

By train

Charing Cross (0.7 miles)

Exit the front of Charing Cross Station and turn left towards Trafalgar Square. Turn left down Whitehall and continue until Parliament Square. Follow Parliament Square around to the right and turn right onto Broad Sanctuary. The Centre is on your right, directly opposite Westminster Abbey.

Victoria (0.7 miles)

Exit the front of Victoria Station, walk across the bus stand area and turn right onto Victoria Street. Continue along Victoria Street until you reach Westminster Abbey. The Centre is on your left, directly opposite Westminster Abbey.

Waterloo (1 mile)

Exit the station onto York Road. Turn left and walk to the roundabout with County Hall Hotel on your right. Cross York Road and take Westminster Bridge Road on your right. Cross the bridge to Parliament Square and follow Parliament Square around to the right. Turn right on to Broad Sanctuary. The Centre is on your right, directly opposite Westminster Abbey.

Eurostar

St Pancras International Station can be reached easily by public transport from Victoria Station.

By car

The Centre is within easy reach of the A1, M1, M25, M11, M40, M4, M3, M2 and M23.

There is no car parking at the Centre, however there are four public NCP car parks nearby.

The Centre is located within the congestion charging zone. We advise you to find out more about congestion charging in London.

Please be advised that it is quicker and easier to travel to the Centre using public transport.

By bus

Buses 11, 24, 53, 77a and 88 stop at Parliament Square. Continue forwards with Parliament Square on your left, then turn right onto Broad Sanctuary. The Centre is located on your right, directly opposite Westminster Abbey.

By air

Heathrow

Take the tube to Green Park on the Piccadilly line. Change to the Jubilee line and alight at Westminster.

Approximate journey time: 1 hour.

Alternatively take the Heathrow Express to Paddington and then take the Circle line tube to Westminster.

Approximate journey time: 1 hour.

Gatwick

Take the Gatwick Express to Victoria. The Centre is a 15 minute walk from Victoria via Victoria Street.

Approximate journey time: 45 minutes.

Stansted

Take the Stansted Express to Liverpool Street and then take the Circle line tube to Westminster.

Approximate journey time: 1 hour.

London City Airport

Take the Jubilee line from the airport to Westminster.

Approximate journey time: 45 minutes.

Luton Airport

Take one of the special connecting buses from the airport to Luton rail station, where trains run frequently to Kings Cross and then take the Circle line tube to Westminster. *Approximate journey time: 1 hour 15 minutes.*

Special needs

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 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 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.

Car parking

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.

There is a ramp from the forecourt which leads to the front doors and is wide enough for easy wheelchair access.

Guide dogs

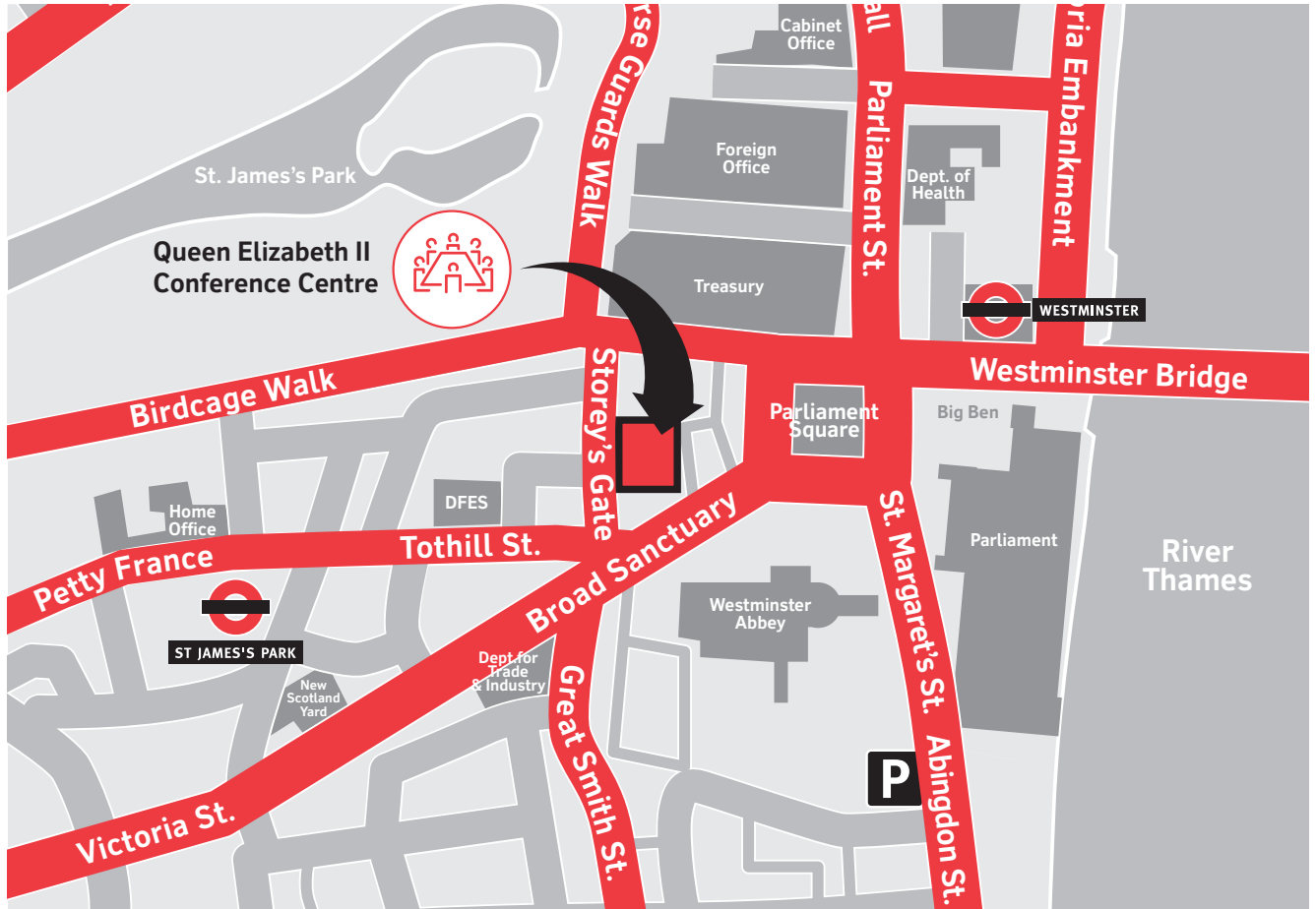
Guide dogs, hearing dogs and other assistance dogs are welcome.

Induction loops

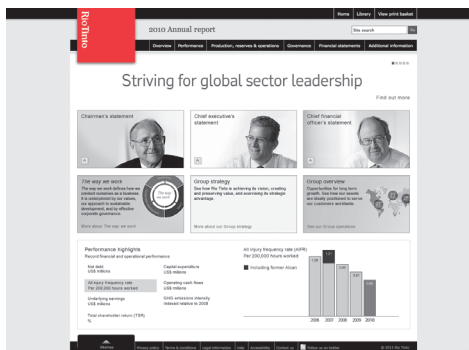
There are induction loops fitted in the meeting rooms.

Map

The Queen Elizabeth II Conference Centre, Westminster, London



To view the Annual report and Annual review online
visit our website www.riotinto.com



Investor centre

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

By signing up, you can also...

- vote electronically
- receive all important shareholder notifications via email
- view your individual shareholding quickly and securely online
- set up a dividend mandate
- amend your registered postal address and your dividend mandate details

RioTinto

2011 Notice of annual general meeting

To view the annual general meeting webcast,
please visit www.riotinto.com

Useful addresses

Registered office

Rio Tinto plc

2 Eastbourne Terrace, London W2 6LG

Registered in England No. 719885

Telephone: +44 (0) 20 7781 2000

Facsimile: +44 (0) 20 7781 1800

Website: www.riotinto.com

Registrar

Please contact our registrar if you have
any queries about your shareholding:

Computershare Investor Services PLC

The Pavilions, Bridgewater Road
Bristol BS99 6ZY

Telephone: +44 (0) 870 703 6364

Facsimile: +44 (0) 870 703 6119

Freephone (UK residents only):
0800 435021

Website: www.computershare.com

Investor centre

To find out more about Investor Centre
(for UK residents only), go to
www.investorcentre.co.uk/riotinto