
RIO TINTO PLC

Registered in England No 719885

RESOLUTIONS
(passed on 14 April 2016)

SPECIAL RESOLUTIONS

Resolution 19

Disapplication of pre-emption rights

That, subject to the passing of resolution 18 above, the directors be empowered to allot equity securities (as defined in the 2006 Act) wholly for cash:

- a) pursuant to the authority given by paragraph (a) of resolution 18 or where the allotment constitutes an allotment of ordinary shares by virtue of section 560(3) of the 2006 Act in each case:
 - (i) in connection with a pre-emptive offer; and
 - (ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £8,992,549; and
 - b) pursuant to the authority given by paragraph (b) of resolution 18 in connection with a rights issue,
- as if Section 561(1) of the 2006 Act did not apply to such allotment.

Such power shall expire on the later of 14 April 2017 and the date of the 2017 annual general meeting of the Company, 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 meaning as in resolution 18;
- 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.

Authority to purchase Rio Tinto plc shares

That:

- a) the Company, Rio Tinto Limited and any subsidiaries of Rio Tinto Limited be authorised to purchase ordinary shares issued by the Company (RTP Ordinary Shares), such purchases to be made in the case of the Company by way of market purchase (as defined in Section 693 of the 2006 Act), provided that this authority shall be limited:
 - (i) so as to expire on the later of 14 April 2017 and the date of the 2017 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 137,431,729;
 - (iii) so that the maximum price payable for each such RTP Ordinary Share is an amount equal to the higher of (a) 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 (b) the higher of the price of the last independent trade and the highest current bid as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buy-back programmes and stabilisation of financial instruments (No 2273/2003) or, from 3 July 2016, Commission-adopted Regulatory Technical Standards pursuant to Article 5(6) of the Market Abuse Regulation; and
 - (iv) so that the minimum price payable for each such RTP Ordinary Share shall be its nominal value; and
- b) the Company be authorised for the purpose of Section 694 of the 2006 Act to purchase off-market from Rio Tinto Limited and 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 "A" and initialled by the company secretary) (each, a Contract) and such Contracts be approved, provided that:
 - (i) such authorisation shall expire on the later of 14 April 2017 and the date of the 2017 annual general meeting of the Company;
 - (ii) the maximum total number of RTP Ordinary Shares to be purchased pursuant to Contracts shall be 137,431,729; 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 21

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.

Certified to be a true extract

A handwritten signature in black ink, appearing to read 'Vaughn Walton', written over a horizontal line.

Vaughn Walton

Assistant Company Secretary

14 April 2016