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**RIO TINTO PLC ("the Company")**

**Registered in England No 719885**

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**RESOLUTIONS  
(passed on 12 April 2017)**

**ORDINARY RESOLUTION**

**Resolution 20 - 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:

- a) up to an aggregate nominal amount of £45,372,445;
- b) comprising equity securities (as defined in the 2006 Act) up to a further nominal amount of £45,372,445 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 at the end of the annual general meeting of the Company held in 2018 (or, if earlier, at the close of business on 30 June 2018) 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.

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.

## SPECIAL RESOLUTIONS

### Resolution 21 - Disapplication of pre-emption rights

That, if resolution 20 above is passed, the directors be authorised to allot equity securities (as defined in the 2006 Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be limited:

- a) to the allotment of equity securities or sale of treasury shares in connection with a pre-emptive offer; and
- b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount of £8,995,575

Such power to expire at the end of the annual general meeting of the Company held in 2018 (or, if earlier, at the close of business on 30 June 2018) but, in each case, so that 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 board 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) "rights issue" has the meaning as in resolution 20;
- 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; and
- c) 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 22 - Authority to purchase Rio Tinto plc shares**

That:

- a) the Company, Rio Tinto Limited and/or any subsidiaries of Rio Tinto Limited be authorised to purchase ordinary shares issued by the Company (RTP Ordinary Shares), such purchases to be made in the case of the Company by way of market purchase (as defined in Section 693 of the 2006 Act), provided that this authority shall be limited:
  - i) so as to expire at the end of the annual general meeting of the Company held in 2018 (or, if earlier, at the close of business on 30 June 2018), 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 137,492,259;
  - 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 preceding the day on which such share is contracted to be purchased and (b) the higher of the price of the last independent trade and the highest current independent purchase bid as stipulated by the 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/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 on the terms of the form of contract which has been produced to the meeting (and is for the purpose of identification marked "A" and initialled by the company secretary) (each, a Contract) and such Contracts be approved, provided that:
  - i) such authorisation shall expire at the end of the annual general meeting of the Company held in 2018 (or, if earlier, at the close of business on 30 June 2018);
  - ii) the maximum total number of RTP Ordinary Shares to be purchased pursuant to Contracts shall be 137,492,259; 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 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 aggregate price as may be agreed between the Company and Rio Tinto Limited, being not less than one penny.

## **Resolution 23 - 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



Steve Allen

Company Secretary

26 April 2017