
RIO TINTO PLC (“the Company”)

Registered in England No 719885

RESOLUTIONS
(passed on 7 May 2020)

SPECIAL RESOLUTIONS

The annual general meetings of Rio Tinto plc and Rio Tinto Limited were held on 8 April 2020 and 7 May 2020 respectively. Under Rio Tinto’s dual listed companies structure established in 1995, decisions on significant matters affecting shareholders of Rio Tinto plc and Rio Tinto Limited in similar ways are taken through a joint electoral procedure. On the joint electoral procedure, special resolutions 20 and 21 were passed.

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).

Certified to be a true extract

A handwritten signature in dark ink, appearing to read 'S Allen' with a stylized flourish at the end.

Steve Allen
Group Company Secretary
7 May 2020