

5 May 2022

Results of Rio Tinto annual general meetings

The annual general meetings of Rio Tinto plc and Rio Tinto Limited were held on 8 April 2022 and 5 May 2022 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. Resolutions 1 to 17 contained in the notices of meeting of each Rio Tinto plc and Rio Tinto Limited, and Resolution 22 in the Rio Tinto plc notice of meeting and the corresponding Resolution 19 in the Rio Tinto Limited notice of meeting set out in tables 1 and 2 below, fall into this category.

Resolutions 18 to 21 of the Rio Tinto plc notice of meeting, in table 3 below, were put to Rio Tinto plc shareholders only. Resolution 18 of the Rio Tinto Limited notice of meeting, in table 4 below, was put to Rio Tinto Limited shareholders only.

All resolutions were carried, except for Resolution 22 in the Rio Tinto plc notice of meeting and the corresponding Resolution 19 in the Rio Tinto Limited notice of meeting, the poll for which was not valid because more than 75% of the votes validly cast on Resolution 3 (Approval of the 2021 Directors' Remuneration Report) were cast in favour of that resolution.

Resolution 17, to approve Rio Tinto Group's Climate Action Plan, was endorsed by Rio Tinto Limited and Rio Tinto plc shareholders, with 84% of the votes validly cast on the resolution across the joint electorate voted in favour of that resolution. The Climate Action Plan puts the low-carbon transition at the heart of Rio Tinto's business strategy: combining investments in commodities that enable the energy transition with actions to decarbonise the company's operations and value chains.

The results of the Rio Tinto plc polls were certified by the scrutineer, Computershare Investor Services PLC, and the results of the Rio Tinto Limited polls were as reported by the duly appointed returning officer, a representative of Computershare Investor Services Pty Limited. These results are as set out below. Information on the final proxy position for each company is detailed in Appendix 1, and the votes cast on each resolution as a percentage of the issued capital of each company is set out on our website at www.riotinto.com/invest/shareholder-information/annual-general-meetings.

Table 1

The following joint decision resolutions, which were put to both Rio Tinto plc and Rio Tinto Limited shareholders on a poll at the respective annual general meetings, were duly carried. The results of the polls were as follows:

Resolution	Total Votes Cast	For		Against		Withheld/ Abstained ¹
		Number	%	Number	%	
1. Receipt of the 2021 Annual Report	1,109,705,149	1,106,438,236	99.71	3,266,913	0.29	20,451,863
2. Approval of the Directors' Remuneration Report: Implementation Report	1,118,631,817	1,074,361,923	96.04	44,269,894	3.96	11,499,374
3. Approval of the Directors' Remuneration Report	1,117,770,086	1,073,891,314	96.07	43,878,772	3.93	12,359,627
4. To elect Dominic Barton BBM as a director	1,118,980,333	1,093,669,797	97.74	25,310,536	2.26	11,166,359
5. To elect Peter Cunningham as a director	1,127,801,868	1,125,771,083	99.82	2,030,785	0.18	2,252,089
6. To elect Ben Wyatt as a director	1,127,753,907	1,122,629,915	99.55	5,123,992	0.45	2,300,993

7.	To re-elect Megan Clark AC as a director	1,127,942,691	1,034,147,529	91.68	93,795,162	8.32	2,202,684
8.	To re-elect Simon Henry as a director	1,126,943,956	1,072,429,146	95.16	54,514,810	4.84	3,204,234
9.	To re-elect Sam Laidlaw as a director	1,127,882,458	1,045,126,420	92.66	82,756,038	7.34	2,267,071
10.	To re-elect Simon McKeon AO as a director	1,127,915,093	1,077,546,804	95.53	50,368,289	4.47	2,230,282
11.	To re-elect Jennifer Nason as a director	1,127,910,066	1,076,539,138	95.45	51,370,928	4.55	2,235,309
12.	To re-elect Jakob Stausholm as a director	1,127,931,604	1,121,633,343	99.44	6,298,261	0.56	2,214,435
13.	To re-elect Ngaire Woods CBE as a director	1,127,913,097	1,076,957,425	95.48	50,955,672	4.52	2,231,528
14.	Re- appointment of auditors	1,128,264,407	1,119,984,108	99.27	8,280,299	0.73	1,884,692
15.	Remuneration of auditors	1,127,776,623	1,126,045,772	99.85	1,730,851	0.15	2,372,086
16.	Authority to make political donations	1,128,064,199	1,118,547,189	99.16	9,517,010	0.84	2,074,281
17.	Climate Action Plan	1,100,727,843	927,804,087	84.29	172,923,756	15.71	29,413,160

¹ In calculating the results of the respective polls under the joint electoral procedure, "withheld" votes at Rio Tinto plc's meeting are aggregated with "abstained" votes at Rio Tinto Limited's meeting. For all relevant purposes "withheld" votes and "abstained" votes have the same meaning. They are not included in the calculation of the proportion of votes for and against each resolution.

Table 2

The poll for Resolution 22 in the Rio Tinto plc notice of meeting and the corresponding Resolution 19 in the Rio Tinto Limited notice of meeting was not valid because more than 75% of the votes validly cast on Resolution 3 (Approval of the 2021 Directors' Remuneration Report) were cast in favour of that resolution. Poll figures are provided below for information purposes only, and do not constitute a voting result.

Resolution	Total Votes Cast	For		Against		Withheld/ Abstained ¹
		Number	%	Number	%	
19/22. Resolution to hold a meeting for fresh election of directors (conditional item) ²	1,126,473,984	26,300,905	2.33	1,100,173,079	97.67	3,644,573

² Resolution 22 in the Rio Tinto plc notice of meeting and Resolution 19 in the Rio Tinto Limited notice of meeting are corresponding resolutions.

Table 3

The following resolutions were put to Rio Tinto plc shareholders only and carried at the Rio Tinto plc meeting held on 8 April 2022. Resolution 18 was carried as an ordinary resolution and resolutions 19 to 21 as special resolutions. In accordance with the UK Listing Authority's Listing Rule 9.6.2, copies of all the resolutions passed by Rio Tinto plc shareholders, other than ordinary business, have been submitted to the National Storage Mechanism and are available for inspection at <http://www.morningstar.co.uk/uk/NSM>. The results of the polls were as follows:

Resolution	Total Votes Cast	For		Against		Withheld/ Abstained
		Number	%	Number	%	
18. General authority to allot shares	920,552,687	906,818,271	98.51	13,734,416	1.49	2,155,910
19. Disapplication of pre-emption rights	920,160,412	915,306,396	99.47	4,854,016	0.53	2,550,514

Resolution	Total Votes Cast	For		Against		Withheld/ Abstained
20. Authority to purchase Rio Tinto plc shares	921,105,942	732,358,932	79.51	188,747,010	20.49	1,602,135
21. Notice period for general meetings other than annual general meetings	921,160,622	878,544,694	95.37	42,615,928	4.63	1,547,188

Resolution 20 'Authority to purchase Rio Tinto plc shares' was passed as a special resolution, but with less than 80% of votes in favour. As previously announced, Shining Prospect (a subsidiary of the Aluminium Corporation of China "Chinalco") voted against Resolution 20. Chinalco has not sold any of its shares in Rio Tinto plc and now has a holding of just over 14% given its non-participation in the Company's significant share buyback programmes. This places Chinalco close to the 14.99% holding threshold agreed with the Australian Government at the time of its original investment in Rio Tinto.

Table 4

Resolution 18 below was put to Rio Tinto Limited shareholders only. Resolution 18 was carried as a special resolution. The results of the poll were as follows:

Resolution	Total Votes Cast	For		Against		Withheld / Abstained
		Number	%	Number	%	
18. Renewal of off-market and on-market share buy-back authorities	206,804,067	205,283,446	99.26	1,520,621	0.74	638,387

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Classification: 3.1. Additional regulated information required to be disclosed under the laws of a Member State.

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This announcement is authorised for release to the market by Steve Allen, Rio Tinto's Group Company Secretary.

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Appendix 1

FINAL PROXY POSITION

Shareholders are encouraged to look at the voting figures provided in the main part of this announcement, as proxy figures may not be an accurate indication of the voting at the annual general meetings; a proxy is an authority or direction to the proxy holder to vote and not a vote itself. As such, the proxy figures do not reflect the votes cast by shareholders who attend the meeting in person, or through an attorney or corporate representative.

References in this appendix in respect of Resolutions 1-17 and Resolutions 22 in the Rio Tinto plc notice of meeting and the corresponding Resolution 19 in the Rio Tinto Limited notice of meeting, to an appointment specifying that a proxy abstain on a resolution should, when referring to voting at Rio Tinto plc's annual general meeting, be taken as references to the appointment specifying that the proxy withhold from voting on a resolution.

The proxy position for each company (excluding the proxy votes carried from one meeting to the other meeting by the Special Voting Shares in accordance with the DLC structure) on the resolutions put to both Rio Tinto plc and Rio Tinto Limited shareholders under the joint electoral procedure was as follows:

PROXY POSITION FOR RIO TINTO PLC AND RIO TINTO LIMITED ON JOINT DECISIONS	<u>Rio Tinto plc</u>	<u>Rio Tinto Limited</u>
1. Receipt of the 2021 Annual Report		
Total number of proxy votes exercisable by all proxies validly appointed:	906,790,072	201,557,768
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	903,956,248	198,716,680
(ii) was to vote against the resolution	2,527,270	187,515
(iii) was to abstain on the resolution	14,661,083	5,786,546
(iv) may vote at the proxy's discretion	306,554	2,653,573
2. Approval of the Directors' Remuneration Report: Implementation Report		
Total number of proxy votes exercisable by all proxies validly appointed:	910,660,716	206,618,672
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	873,614,361	197,099,799
(ii) was to vote against the resolution	36,745,085	6,895,782
(iii) was to abstain on the resolution	10,788,624	725,488
(iv) may vote at the proxy's discretion	301,270	2,623,091

PROXY POSITION FOR RIO TINTO PLC AND RIO TINTO LIMITED ON JOINT DECISIONS	<u>Rio Tinto plc</u>	<u>Rio Tinto Limited</u>
3. Approval of the Directors' Remuneration Report		
Total number of proxy votes exercisable by all proxies validly appointed:	909,802,814	206,623,571
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	873,253,429	196,986,341
(ii) was to vote against the resolution	36,251,715	6,997,850
(iii) was to abstain on the resolution	11,646,024	719,613
(iv) may vote at the proxy's discretion	297,670	2,639,380
4. To elect Dominic Barton BBM as a director		
Total number of proxy votes exercisable by all proxies validly appointed:	910,877,553	206,782,617
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	885,759,860	203,620,215
(ii) was to vote against the resolution	24,815,038	493,912
(iii) was to abstain on the resolution	10,573,431	561,006
(iv) may vote at the proxy's discretion	302,655	2,668,490
5. To elect Peter Cunningham as a director		
Total number of proxy votes exercisable by all proxies validly appointed:	919,750,666	206,721,557
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	918,204,266	203,278,655
(ii) was to vote against the resolution	1,242,283	786,916
(iii) was to abstain on the resolution	1,700,283	529,366
(iv) may vote at the proxy's discretion	304,117	2,655,986

PROXY POSITION FOR RIO TINTO PLC AND RIO TINTO LIMITED ON JOINT DECISIONS	<u>Rio Tinto plc</u>	<u>Rio Tinto Limited</u>
6. To elect Ben Wyatt as a director		
Total number of proxy votes exercisable by all proxies validly appointed:	919,721,440	206,710,829
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	915,915,129	202,416,199
(ii) was to vote against the resolution	3,504,528	1,610,903
(iii) was to abstain on the resolution	1,729,756	540,784
(iv) may vote at the proxy's discretion	301,783	2,683,727
7. To re-elect Megan Clark AC as a director		
Total number of proxy votes exercisable by all proxies validly appointed:	919,740,218	206,881,147
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	846,092,206	183,957,537
(ii) was to vote against the resolution	73,344,327	20,240,943
(iii) was to abstain on the resolution	1,710,976	463,677
(iv) may vote at the proxy's discretion	303,685	2,682,667
8. To re-elect Simon Henry as a director		
Total number of proxy votes exercisable by all proxies validly appointed:	919,323,422	206,847,171
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	876,356,992	192,520,336
(ii) was to vote against the resolution	42,664,696	11,635,790
(iii) was to abstain on the resolution	2,127,773	496,066
(iv) may vote at the proxy's discretion	301,734	2,691,045

PROXY POSITION FOR RIO TINTO PLC AND RIO TINTO LIMITED ON JOINT DECISIONS	<u>Rio Tinto plc</u>	<u>Rio Tinto Limited</u>
9. To re-elect Sam Laidlaw as a director		
Total number of proxy votes exercisable by all proxies validly appointed:	919,711,876	206,846,294
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	855,156,166	185,901,714
(ii) was to vote against the resolution	64,253,429	18,288,285
(iii) was to abstain on the resolution	1,739,072	498,529
(iv) may vote at the proxy's discretion	302,281	2,656,295
10. To re-elect Simon McKeon AO as a director		
Total number of proxy votes exercisable by all proxies validly appointed:	919,726,262	206,868,668
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	881,262,680	192,205,284
(ii) was to vote against the resolution	38,162,557	11,992,189
(iii) was to abstain on the resolution	1,724,933	476,155
(iv) may vote at the proxy's discretion	301,025	2,671,195
11. To re-elect Jennifer Nason as a director		
Total number of proxy votes exercisable by all proxies validly appointed:	919,719,763	206,873,328
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	879,925,049	192,510,239
(ii) was to vote against the resolution	39,492,100	11,678,123
(iii) was to abstain on the resolution	1,731,432	471,495
(iv) may vote at the proxy's discretion	302,614	2,684,966

PROXY POSITION FOR RIO TINTO PLC AND RIO TINTO LIMITED ON JOINT DECISIONS	<u>Rio Tinto plc</u>	<u>Rio Tinto Limited</u>
12. To re-elect Jakob Stausholm as a director		
Total number of proxy votes exercisable by all proxies validly appointed:	919,718,914	206,881,940
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	914,104,842	203,202,925
(ii) was to vote against the resolution	5,313,513	984,265
(iii) was to abstain on the resolution	1,732,282	462,656
(iv) may vote at the proxy's discretion	300,559	2,694,750
13. To re-elect Ngaire Woods CBE as a director		
Total number of proxy votes exercisable by all proxies validly appointed:	919,718,694	206,878,328
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	880,372,560	192,495,214
(ii) was to vote against the resolution	39,046,112	11,708,952
(iii) was to abstain on the resolution	1,732,651	466,495
(iv) may vote at the proxy's discretion	300,022	2,674,162
14. Re- appointment of auditors		
Total number of proxy votes exercisable by all proxies validly appointed:	920,031,713	206,899,083
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	912,427,273	203,782,257
(ii) was to vote against the resolution	7,285,540	442,351
(iii) was to abstain on the resolution	1,420,708	444,010
(iv) may vote at the proxy's discretion	318,900	2,674,475

PROXY POSITION FOR RIO TINTO PLC AND RIO TINTO LIMITED ON JOINT DECISIONS	<u>Rio Tinto plc</u>	<u>Rio Tinto Limited</u>
15. Remuneration of auditors		
Total number of proxy votes exercisable by all proxies validly appointed:	919,547,287	206,894,982
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	918,396,958	203,867,413
(ii) was to vote against the resolution	829,527	335,056
(iii) was to abstain on the resolution	1,905,134	447,243
(iv) may vote at the proxy's discretion	320,802	2,692,513
16. Authority to make political donations		
Total number of proxy votes exercisable by all proxies validly appointed:	919,833,661	206,899,074
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	912,313,709	202,012,555
(ii) was to vote against the resolution	7,213,134	2,269,489
(iii) was to abstain on the resolution	1,607,076	443,710
(iv) may vote at the proxy's discretion	306,818	2,617,030
17. Climate Action Plan		
Total number of proxy votes exercisable by all proxies validly appointed:	898,296,562	201,093,410
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	758,159,068	166,523,274
(ii) was to vote against the resolution	139,820,512	31,946,634
(iii) was to abstain on the resolution	23,151,516	6,246,416
(iv) may vote at the proxy's discretion	316,982	2,623,502

PROXY POSITION FOR RIO TINTO PLC AND RIO TINTO LIMITED ON JOINT DECISIONS	<u>Rio Tinto plc</u>	<u>Rio Tinto Limited</u>
19/22. Resolution to hold a meeting for fresh election of directors (conditional item)¹		
Total number of proxy votes exercisable by all proxies validly appointed:	918,530,541	206,605,871
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	24,007,183	2,236,300
(ii) was to vote against the resolution	894,136,393	201,735,080
(iii) was to abstain on the resolution	2,917,838	737,023
(iv) may vote at the proxy's discretion	386,965	2,634,491

¹ Resolution 22 in the Rio Tinto plc notice of meeting and Resolution 19 in the Rio Tinto Limited notice of meeting are corresponding resolutions.

PROXY POSITION FOR RIO TINTO PLC ONLY MATTERS - RESOLUTIONS FROM MEETING HELD ON 8 APRIL 2022	<u>Rio Tinto plc</u>
18. General authority to allot shares	
Total number of proxy votes exercisable by all proxies validly appointed:	919,296,547
Total number of proxy votes in respect of which the appointments specified that the proxy:	
(i) was to vote for the resolution	905,254,940
(ii) was to vote against the resolution	13,732,937
(iii) was to abstain on the resolution	2,155,873
(iv) may vote at the proxy's discretion	308,670
19. Disapplication of pre-emption rights	
Total number of proxy votes exercisable by all proxies validly appointed:	918,899,871
Total number of proxy votes in respect of which the appointments specified that the proxy:	
(i) was to vote for the resolution	913,721,705
(ii) was to vote against the resolution	4,862,732
(iii) was to abstain on the resolution	2,550,477
(iv) may vote at the proxy's discretion	315,434

PROXY POSITION FOR RIO TINTO PLC ONLY MATTERS - RESOLUTIONS FROM MEETING HELD ON 8 APRIL 2022		<u>Rio Tinto plc</u>
20. Authority to purchase Rio Tinto plc shares		
Total number of proxy votes exercisable by all proxies validly appointed:		919,831,812
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution		730,767,201
(ii) was to vote against the resolution		188,744,798
(iii) was to abstain on the resolution		1,602,100
(iv) may vote at the proxy's discretion		319,813
21. Notice period for general meetings other than annual general meetings		
Total number of proxy votes exercisable by all proxies validly appointed:		919,900,079
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution		876,988,463
(ii) was to vote against the resolution		42,607,387
(iii) was to abstain on the resolution		1,547,153
(iv) may vote at the proxy's discretion		304,229

PROXY POSITION FOR RIO TINTO LIMITED ONLY MATTERS - RESOLUTIONS FROM MEETING HELD ON 5 MAY 2022		<u>Rio Tinto Limited</u>
18. Renewal of off-market and on-market share buy-back authorities		
Total number of proxy votes exercisable by all proxies validly appointed:		206,707,131
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution		202,536,526
(ii) was to vote against the resolution		1,510,796
(iii) was to abstain on the resolution		637,692
(iv) may vote at the proxy's discretion		2,659,809