

Lodge your proxy form



Lodge your proxy form online:
www.investorvote.com.au



By mail or person:
Rio Tinto Limited Share Registry
Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001 Australia
Yarra Falls, 452 Johnston Street
Abbotsford VIC 3067 Australia
Registered Office of Rio Tinto Limited
Level 7, 360 Collins Street
Melbourne VIC 3000 Australia

Alternatively you can fax your form to:

(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1800 813 292
(outside Australia) +61 3 9415 4030

Proxy form - Annual general meeting



Cast your proxy online at www.investorvote.com.au

Register at www.investorcentre.com/RIO

- ☒ elect for ecommunications & manage your holding online
- ☒ View the annual report: riotinto.com/invest/reports/annual-report

Your secure access information is:

Control Number:

SRN/HIN:



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your proxy appointment to be effective it must be received by 9:30am (AEST) on Tuesday, 5 May 2020

Appointment of proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may, to the extent permitted by law, vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you may specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a shareholder of the company.

Comments & questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Please DO NOT mark any change of address on this form. Log in at www.investorcentre.com/RIO to manage your holding details online.

Explanatory notes

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign.

Joint holding: Where the holding is in more than one name, all of the shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this form when you return it.

Companies: Where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a company secretary, a sole director can also sign alone. Otherwise this form must be signed by a director jointly with either another director or a company secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the meeting*

Bring this form to assist registration. If a representative of a corporate shareholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com/RIO under the help tab, "Printable Forms".

***Please note the statements in the addendum to the notice of meeting in relation to attending the meeting. We recommend shareholders do not attend this year's meeting in person.**

**GO ONLINE TO APPOINT YOUR PROXY,
or turn over to complete the form →**

Proxy form

STEP 1 Appoint a proxy to vote on your behalf

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



I/We being a shareholder/s of Rio Tinto Limited hereby appoint

☐

the Chairman
of the meeting

OR

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the meeting ('Chairman'), as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, to the extent permitted by law, as the proxy sees fit) at the annual general meeting of Rio Tinto Limited to be held at the Ballroom Le Grand, Level 2, Sofitel Brisbane Central, 249 Turbot Street, Brisbane, Queensland on Thursday, 7 May 2020 at 9.30am (AEST) and at any adjournment of that meeting.

***Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy in favour of resolutions 2, 3 and 4 (except where I/we have indicated a different voting intention below) even though resolutions 2, 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman. If the Chairman is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on resolutions 2, 3 and 4 by marking the appropriate box in step 2 below.

STEP 2 Items of business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority.

RESOLUTIONS RECOMMENDED BY THE BOARD FOR APPROVAL		Board Recommendation	For	Against	Abstain
1	Receipt of the 2019 Annual report	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2*	Approval of the Directors' Remuneration Report: Implementation Report	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3*	Approval of the Directors' Remuneration Report	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4*	Approval of potential termination benefits	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	To elect Hinda Gharbi as a director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	To elect Jennifer Nason as a director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	To elect Ngaire Woods as a director, effective as of 1 September 2020	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	To re-elect Megan Clark AC as a director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	To re-elect David Constable as a director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	To re-elect Simon Henry as a director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	To re-elect Jean-Sébastien Jacques as a director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12	To re-elect Sam Laidlaw as a director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13	To re-elect Michael L'Estrange AO as a director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14	To re-elect Simon McKeon AO as a director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15	To re-elect Jakob Stausholm as a director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16	To re-elect Simon Thompson as a director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17	Appointment of auditors of Rio Tinto plc and Rio Tinto Limited	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18	Remuneration of auditors	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19	Authority to make political donations	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20	Amendments to Rio Tinto plc's articles of association and Rio Tinto Limited's constitution – general updates and changes	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21	Amendments to Rio Tinto plc's articles of association and Rio Tinto Limited's constitution – hybrid and contemporaneous general meetings	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22	Renewal of off-market and on-market share buy-back authorities	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTIONS NOT ENDORSED BY THE BOARD		Board Recommendation	For	Against	Abstain
23	Requisitioned resolution to amend the Company's constitution	AGAINST	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
24	Requisitioned resolution on emissions targets	AGAINST	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman intends to vote undirected proxies in favour of each resolution except for resolutions 23 and 24, where the Chairman intends to vote against.

SIGN

Signature of shareholder(s) *This section must be completed.*

Individual or shareholder 1

or sole director and sole company secretary

Shareholder 2

or company director

Shareholder 3

or company director/company secretary

Date

