

Rio Tinto prices cash tender offers

6 June 2017

Rio Tinto has today priced the cash tender offers under its plan announced on 22 May 2017 to reduce gross debt by up to \$2.5 billion.

Rio Tinto Finance (USA) plc and Rio Tinto Finance (USA) Limited (each a “**Company**” and together, the “**Companies**”) have made cash tender offers (the “**Offer**”) to purchase up to approximately \$781 million of the outstanding securities listed in the table below (the “**Securities**”). The Offer is part of Rio Tinto’s ongoing capital management plan.

The consideration (“**Total Consideration**”) payable in connection with the Offer by (i) Rio Tinto Finance (USA) Limited has been set at \$1,080.05 for its 4.125 per cent Notes due 2021 and \$1,066.93 for its 3.750 per cent Notes due 2021 and (ii) Rio Tinto Finance (USA) plc has been set at \$1,057.76 for its 3.500 per cent Notes due 2022 and \$1,028.77 for its 2.875 per cent Notes due 2022, in each case per \$1,000 principal amount of Securities.

| Title of Security | Issuer and Offeror | CUSIP/SIN | Acceptance priority level | Principal Amount to be Purchased | Fixed Spread (bps) | Reference US Treasury Security | Reference Yield ⁽¹⁾ | Total Consideration ^{(1) (2) (3)} |
|-----------------------|---------------------------------|----------------------------|---------------------------|----------------------------------|--------------------|---|--------------------------------|--|
| 4.125% Notes due 2021 | Rio Tinto Finance (USA) Limited | 767201AN6/ US767201AN61 | 1 | \$ 144,185,000 | 30 | 1.875% U.S. Treasury Notes due April 30, 2022 | 1.708% | \$1,080.05 |
| 3.750% Notes due 2021 | Rio Tinto Finance (USA) Limited | 767201AQ9/ US767201AQ92 | 2 | \$ 273,929,000 | 40 | 1.875% U.S. Treasury Notes due April 30, 2022 | 1.708% | \$1,066.93 |
| 3.500% Notes due 2022 | Rio Tinto Finance (USA) plc | 76720AAC0/ US76720AAC09 | 3 | \$ 231,615,000 | 45 | 1.875% U.S. Treasury Notes due April 30, 2022 | 1.708% | \$1,057.76 |
| 2.875% Notes due 2022 | Rio Tinto Finance (USA) plc | 76720AAF3/ US76720AAF30 | 4 | \$ 131,089,000 | 55 | 1.875% U.S. Treasury Notes due April 30, 2022 | 1.708% | \$1,028.77 |

Notes:

- (1) The Reference Yield and the Total Consideration for each series of the Securities was determined on 6 June 2017 at 11am, New York City time, as described in the Offer to Purchase.
- (2) Per \$1,000 principal amount of Securities validly tendered and accepted for purchase.
- (3) The Total Consideration includes the Early Tender Premium of \$30 per \$1,000.

All Securities not accepted as a result of proration or with Acceptance Priority Level 5 have been rejected from the Offer. No Securities tendered after the Early Tender Deadline have been or will be accepted for purchase. The Offer will expire on 19 June 2017 at 11:59pm, New York City time.

The Early Settlement Right has been exercised and therefore the settlement date for the Offer will be 7 June 2017.

Rio Tinto

As announced on 22 May 2017, Rio Tinto has also issued a redemption notice for approximately \$1.719 billion of its 2019 and 2020 US dollar-denominated notes. The redemption date is 21 June 2017. The redemption along with the Offer will bring the total amount of notes repurchased in June 2017 to \$2.5 billion.

Capitalised terms in this announcement have the same meaning as assigned to them in the Offer to Purchase dated 22 May 2017.

The Dealer Managers for the Offer are Mizuho Securities USA LLC, Morgan Stanley & Co. LLC and RBS Securities Inc.

Questions regarding the Offer may be directed to:

Mizuho Securities USA LLC

Toll Free: +1 (866) 271 7403

Collect: +1 (212) 205 7736

London: +44 (0)20 7090 6442

Morgan Stanley & Co. LLC

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RBS Securities Inc.

Toll Free: +1 (866) 884 2071

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Copies of the Offer to Purchase may be obtained from the Depositary and Information Agent, Global Bondholder Services Corporation at +1 (866) 807 2200 (toll-free) or +1 (212) 430 3774 (collect) or in writing at 65 Broadway, Suite 404, New York, New York 10006.

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Belgium

None of this announcement, the Offer to Purchase nor any other documents or materials relating to the Offers in respect of each Series of Securities have been submitted to or will be submitted for approval or recognition to the Financial Services and Markets Authority (“Autoriteit des services et marches financiers/Autoriteit financiële diensten en markten”) and, accordingly, the Offers may not be made in Belgium by way of a public offering, as defined in Articles 3 and 6 of the Belgian Law of 1 April 2007 on public takeover bids (the “Belgian Takeover Law”) as amended or replaced from time to time. Accordingly, the Offers may not be advertised and the Offers will not be extended, and none of this announcement, the Offer to Purchase nor any other documents or materials relating to the Offers (including any memorandum, information circular, brochure or any similar documents) has been or shall be distributed or made available, directly or indirectly, to any person in Belgium other than (i) to “qualified investors” in the sense of Article 10 of the Belgian Law of 16 June 2006 on the public offer of placement instruments and the admission to trading of placement instruments on regulated markets, acting on their own account or (ii) in any circumstances set out in Article 6, § 4 of the Belgian Takeover Law. This announcement and the Offer to Purchase have been issued only for the personal use of the above qualified investors and

exclusively for the purpose of the Offers. Accordingly, the information contained in this announcement and the Offer to Purchase may not be used for any other purposes or disclosed to any other person in Belgium.

France

The Offers are not being made, directly or indirectly, to the public in France. None of this announcement, the Offer to Purchase nor any other documents or offering materials relating to the Offers in respect of each Series of Securities have been or shall be distributed to the public in France and only (i) providers of investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers*) and/or (ii) qualified investors (*investisseurs qualifiés*), all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 to D.411-3 of the French Code monétaire et financier, are eligible to participate in the Offers. Neither this announcement nor the Offer to Purchase has been submitted to the clearance procedures (*visa*) of the Autorité des marchés financiers.

Italy

None of this announcement, the Offer to Purchase nor any other documents or materials relating to the Offers have been or will be submitted to the clearance procedure of the Commissione Nazionale per le Società e la Borsa ("**CONSOB**") pursuant to Italian laws and regulations.

The Offers are being carried out in the Republic of Italy as exempted offers pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the "**Financial Services Act**") and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended (the "**Issuers' Regulation**"). The Offers are also being carried out in compliance with article 35-bis, paragraph 7 of the Issuers' Regulation.

A holder of Securities located in the Republic of Italy can tender Securities through authorized persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of 29 October 2007, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Securities or the Offers.

General

Neither this announcement nor the Offer to Purchase constitutes an offer to buy or a solicitation of an offer to sell Securities, and tenders of Securities in the Offers will not be accepted from Holders, in any jurisdiction in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require an Offer to be made by a licensed broker or dealer and a Dealer Manager or its affiliate is such a licensed broker or dealer in such jurisdictions, the Offer shall be deemed to be made on behalf of the relevant Company by such Dealer Manager or such affiliate, as the case may be, and no Offer is made in any such jurisdiction where the relevant Dealer Manager or its affiliate is not so licensed.