

Results of Rio Tinto annual general meetings

4 May 2023

The annual general meetings of Rio Tinto plc and Rio Tinto Limited were held on 6 April 2023 and 4 May 2023 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 18 contained in the notices of meeting of each Rio Tinto plc and Rio Tinto Limited, set out in table 1 below, fall into this category. Resolutions 19 to 22 of the Rio Tinto plc notice of meeting, set out in table 2 below, were put to Rio Tinto plc shareholders only. Resolution 19 of the Rio Tinto Limited notice of meeting, set out in table 3 below, was put to Rio Tinto Limited shareholders only. All resolutions were carried.

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 positions for each meeting 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 riotinto.com/agm.

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 2022 Annual Report	1,114,727,126	1,111,613,490	99.72	3,113,636	0.28	23,252,660
2.	Approval of the Directors' Remuneration Report: Implementation Report	1,116,894,192	1,072,571,974	96.03	44,322,218	3.97	21,075,873
3.	Approval of the Directors' Remuneration Report	1,116,856,327	1,072,114,833	95.99	44,741,494	4.01	21,100,383
4.	Approval of potential termination benefits	1,122,728,773	1,110,569,418	98.92	12,159,355	1.08	15,225,522
5.	To elect Kaisa Hietala as a Director	1,124,208,498	1,120,454,754	99.67	3,753,744	0.33	13,758,183
6.	To re-elect Dominic Barton BBM as a Director	1,106,787,736	1,078,546,696	97.45	28,241,040	2.55	31,192,548
7.	To re-elect Megan Clark AC as a Director	1,111,673,221	1,044,724,106	93.98	66,949,115	6.02	26,307,143

8.	To re-elect Peter Cunningham as a Director	1,121,436,663	1,118,259,073	99.72	3,177,590	0.28	16,543,626
9.	To re-elect Simon Henry as a Director	1,122,208,930	1,104,673,131	98.44	17,535,799	1.56	15,771,435
10.	To re-elect Sam Laidlaw as a Director	1,110,844,869	1,084,945,294	97.67	25,899,575	2.33	27,134,472
11.	To re-elect Simon McKeon AO as a Director	1,123,018,937	1,105,530,495	98.44	17,488,442	1.56	14,961,428
12.	To re-elect Jennifer Nason as a Director	1,124,304,259	1,106,924,925	98.45	17,379,334	1.55	13,676,106
13.	To re-elect Jakob Stausholm as a Director	1,124,378,763	1,119,020,716	99.52	5,358,047	0.48	13,601,604
14.	To re-elect Ngaire Woods CBE as a Director	1,124,232,130	1,105,733,427	98.35	18,498,703	1.65	13,748,135
15.	To re-elect Ben Wyatt as a Director	1,121,435,411	1,107,488,634	98.76	13,946,777	1.24	16,544,954
16.	Re-appointment of auditors	1,124,275,011	1,116,674,652	99.32	7,600,359	0.68	13,702,613
17.	Remuneration of auditors	1,124,164,392	1,122,055,205	99.81	2,109,187	0.19	13,767,346
18.	Authority to make political donations	1,124,197,208	1,105,026,624	98.29	19,170,584	1.71	13,775,951

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 following resolutions were put to Rio Tinto plc shareholders only and carried at the Rio Tinto plc meeting held on 6 April 2023. Resolution 19 was carried as an ordinary resolution and resolutions 20 to 22 as special resolutions. In accordance with the UK 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
		Number	%	Number	%	
19. General authority to allot shares	909,162,407	896,719,373	98.63	12,443,034	1.37	13,243,072
20. Disapplication of pre-emption rights	908,474,624	903,182,122	99.42	5,292,502	0.58	13,930,703
21. Authority to purchase Rio Tinto plc shares	909,156,795	720,621,578	79.26	188,535,217	20.74	13,240,002
22. Notice period for general meetings other than annual general meetings	909,402,530	873,062,810	96.00	36,339,720	4.00	13,004,092

Resolution 21 '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 21. Chinalco has not sold any of its shares in Rio Tinto plc and now has a holding of 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 3

Resolution 19 below was put to Rio Tinto Limited shareholders only. Resolution 19 was carried as a special resolution. The results of the poll were as follows:

Resolution		Total Votes Cast	For		Against		Abstained
			Number	%	Number	%	
19.	Renewal of off-market and on-market share buy-back authorities	215,019,440	214,426,433	99.72	593,007	0.28	552,155

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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 1-18 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 2022 Annual Report		
Total number of proxy votes exercisable by all proxies validly appointed:	901,817,928	212,818,075
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	898,801,109	209,663,259
(ii) was to vote against the resolution	2,512,938	599,877
(iii) was to abstain on the resolution	20,597,236	2,652,075
(iv) may vote at the proxy's discretion	503,881	2,554,939
2. Approval of the Directors' Remuneration Report: Implementation Report		
Total number of proxy votes exercisable by all proxies validly appointed:	902,110,047	214,716,135
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	860,871,428	208,612,203
(ii) was to vote against the resolution	40,742,394	3,563,598
(iii) was to abstain on the resolution	20,305,115	754,015
(iv) may vote at the proxy's discretion	496,225	2,540,334

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:	902,057,415	214,731,294
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	860,552,710	208,483,989
(ii) was to vote against the resolution	41,004,676	3,720,417
(iii) was to abstain on the resolution	20,344,892	738,856
(iv) may vote at the proxy's discretion	500,029	2,526,888
4. Approval of potential termination benefits		
Total number of proxy votes exercisable by all proxies validly appointed:	908,152,377	214,529,057
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	899,372,620	208,146,697
(ii) was to vote against the resolution	8,282,984	3,879,834
(iii) was to abstain on the resolution	14,262,757	925,588
(iv) may vote at the proxy's discretion	496,773	2,502,526
5. To elect Kaisa Hietala as a Director		
Total number of proxy votes exercisable by all proxies validly appointed:	909,212,797	214,886,585
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	906,688,450	210,591,850
(ii) was to vote against the resolution	2,017,917	1,734,333
(iii) was to abstain on the resolution	13,189,247	583,002
(iv) may vote at the proxy's discretion	506,430	2,560,402

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 re-elect Dominic Barton BBM as a Director		
Total number of proxy votes exercisable by all proxies validly appointed:	893,033,031	213,645,789
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	867,637,042	207,750,287
(ii) was to vote against the resolution	24,893,916	3,345,630
(iii) was to abstain on the resolution	29,382,103	1,824,311
(iv) may vote at the proxy's discretion	502,073	2,549,872
7. To re-elect Megan Clark AC as a Director		
Total number of proxy votes exercisable by all proxies validly appointed:	897,695,265	213,886,928
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	843,640,615	197,942,534
(ii) was to vote against the resolution	53,552,120	13,393,703
(iii) was to abstain on the resolution	24,719,898	1,583,220
(iv) may vote at the proxy's discretion	502,530	2,550,691
8. To re-elect Peter Cunningham as a Director		
Total number of proxy votes exercisable by all proxies validly appointed:	906,961,788	214,366,286
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	904,615,182	210,478,938
(ii) was to vote against the resolution	1,848,298	1,329,265
(iii) was to abstain on the resolution	15,453,298	1,103,864
(iv) may vote at the proxy's discretion	498,308	2,558,083

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 Simon Henry as a Director		
Total number of proxy votes exercisable by all proxies validly appointed:	907,274,086	214,844,765
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	891,639,806	209,880,337
(ii) was to vote against the resolution	15,137,335	2,398,192
(iii) was to abstain on the resolution	15,141,078	625,383
(iv) may vote at the proxy's discretion	496,945	2,566,236
10. To re-elect Sam Laidlaw as a Director		
Total number of proxy votes exercisable by all proxies validly appointed:	896,562,087	214,192,099
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	872,578,763	209,218,855
(ii) was to vote against the resolution	23,480,373	2,417,441
(iii) was to abstain on the resolution	25,852,053	1,278,049
(iv) may vote at the proxy's discretion	502,951	2,555,803
11. To re-elect Simon McKeon AO as a Director		
Total number of proxy votes exercisable by all proxies validly appointed:	908,305,990	214,623,557
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	892,163,889	210,225,206
(ii) was to vote against the resolution	15,642,659	1,845,486
(iii) was to abstain on the resolution	14,109,174	846,591
(iv) may vote at the proxy's discretion	499,442	2,552,865

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 Jennifer Nason as a Director		
Total number of proxy votes exercisable by all proxies validly appointed:	909,259,930	214,954,439
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	893,732,985	210,062,689
(ii) was to vote against the resolution	15,029,334	2,348,276
(iii) was to abstain on the resolution	13,155,234	515,709
(iv) may vote at the proxy's discretion	497,611	2,543,474
13. To re-elect Jakob Stausholm as a Director		
Total number of proxy votes exercisable by all proxies validly appointed:	909,336,929	214,934,204
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	905,181,449	210,674,162
(ii) was to vote against the resolution	3,658,020	1,700,022
(iii) was to abstain on the resolution	13,078,235	535,946
(iv) may vote at the proxy's discretion	497,460	2,560,020
14. To re-elect Ngaire Woods CBE as a Director		
Total number of proxy votes exercisable by all proxies validly appointed:	909,196,169	214,946,067
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	892,610,992	209,992,876
(ii) was to vote against the resolution	16,085,602	2,409,948
(iii) was to abstain on the resolution	13,218,895	524,081
(iv) may vote at the proxy's discretion	499,575	2,543,243

PROXY POSITION FOR RIO TINTO PLC AND RIO TINTO LIMITED ON JOINT DECISIONS	<u>Rio Tinto plc</u>	<u>Rio Tinto Limited</u>
15. To re-elect Ben Wyatt as a Director		
Total number of proxy votes exercisable by all proxies validly appointed:	906,954,574	214,373,207
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	893,382,216	210,951,664
(ii) was to vote against the resolution	13,073,159	871,873
(iii) was to abstain on the resolution	15,460,590	1,096,941
(iv) may vote at the proxy's discretion	499,199	2,549,670
16. Re-appointment of auditors		
Total number of proxy votes exercisable by all proxies validly appointed:	909,251,074	214,932,465
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	901,487,014	212,058,081
(ii) was to vote against the resolution	7,263,568	336,712
(iii) was to abstain on the resolution	13,162,069	536,963
(iv) may vote at the proxy's discretion	500,492	2,537,672
17. Remuneration of auditors		
Total number of proxy votes exercisable by all proxies validly appointed:	909,148,432	214,970,872
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	906,891,079	212,074,674
(ii) was to vote against the resolution	1,757,529	350,917
(iii) was to abstain on the resolution	13,264,680	496,138
(iv) may vote at the proxy's discretion	499,824	2,545,281

PROXY POSITION FOR RIO TINTO PLC AND RIO TINTO LIMITED ON JOINT DECISIONS	<u>Rio Tinto plc</u>	<u>Rio Tinto Limited</u>
18. Authority to make political donations		
Total number of proxy votes exercisable by all proxies validly appointed:	909,204,662	214,932,851
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	892,829,034	209,187,777
(ii) was to vote against the resolution	15,885,222	3,245,566
(iii) was to abstain on the resolution	13,202,770	537,823
(iv) may vote at the proxy's discretion	490,406	2,499,508

PROXY POSITION FOR RIO TINTO PLC ONLY MATTERS - RESOLUTIONS FROM MEETING HELD ON 6 APRIL 2023	<u>Rio Tinto plc</u>
19. General authority to allot shares	
Total number of proxy votes exercisable by all proxies validly appointed:	909,170,980
Total number of proxy votes in respect of which the appointments specified that the proxy:	
(i) was to vote for the resolution	896,256,985
(ii) was to vote against the resolution	12,414,209
(iii) was to abstain on the resolution	13,243,040
(iv) may vote at the proxy's discretion	499,786
20. Disapplication of pre-emption rights	
Total number of proxy votes exercisable by all proxies validly appointed:	908,484,241
Total number of proxy votes in respect of which the appointments specified that the proxy:	
(i) was to vote for the resolution	902,672,798
(ii) was to vote against the resolution	5,307,492
(iii) was to abstain on the resolution	13,929,627
(iv) may vote at the proxy's discretion	503,951

PROXY POSITION FOR RIO TINTO PLC ONLY MATTERS - RESOLUTIONS FROM MEETING HELD ON 6 APRIL 2023		<u>Rio Tinto plc</u>
21. Authority to purchase Rio Tinto plc shares		
Total number of proxy votes exercisable by all proxies validly appointed:		909,183,072
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution		720,124,075
(ii) was to vote against the resolution		188,550,757
(iii) was to abstain on the resolution		13,222,266
(iv) may vote at the proxy's discretion		508,240
22. Notice period for general meetings other than annual general meetings		
Total number of proxy votes exercisable by all proxies validly appointed:		909,411,073
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution		872,799,649
(ii) was to vote against the resolution		36,113,912
(iii) was to abstain on the resolution		13,004,090
(iv) may vote at the proxy's discretion		497,512

PROXY POSITION FOR RIO TINTO LIMITED ONLY MATTERS - RESOLUTION FROM MEETING HELD ON 4 MAY 2023		<u>Rio Tinto Limited</u>
19. Renewal of off-market and on-market share buy-back authorities		
Total number of proxy votes exercisable by all proxies validly appointed:		214,922,402
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution		211,776,607
(ii) was to vote against the resolution		593,007
(iii) was to abstain on the resolution		548,599
(iv) may vote at the proxy's discretion		2,552,788