

Results of Rio Tinto annual general meetings

2 May 2024

The annual general meetings of Rio Tinto plc and Rio Tinto Limited were held on 4 April 2024 and 2 May 2024 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 21, contained in the notices of meeting for each of Rio Tinto plc and Rio Tinto Limited, fall into this category, and the results for these resolutions are set out in Table 1 below. Resolution 22, contained in the notices of meeting for both Rio Tinto plc and Rio Tinto Limited, was proposed as a class rights action, which requires that the resolution was put to Rio Tinto plc and Rio Tinto Limited shareholders voting as separate electorates. The results for resolution 22 are set out in Table 2a and Table 2b below. Resolutions 23 to 26 of the Rio Tinto plc notice of meeting were put to Rio Tinto plc shareholders only, and the results for these resolutions are set out in Table 3 below. Resolutions 23 to 24 of the Rio Tinto Limited notice of meeting were put to Rio Tinto Limited shareholders only, and the results for these resolutions are set out in Table 4 below.

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 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 2023 Annual Report	1,128,213,299	1,123,422,162	99.58	4,791,137	0.42	4,527,999
2.	Approval of the Remuneration Policy	1,129,258,296	1,098,846,604	97.31	30,411,692	2.69	3,469,190
3.	Approval of the Directors' Remuneration Report: Implementation Report	1,124,779,809	1,094,169,032	97.28	30,610,777	2.72	7,949,109
4.	Approval of the Directors' Remuneration Report	1,124,795,946	1,093,733,131	97.24	31,062,815	2.76	7,933,078
5.	Increase to Non-Executive Directors' Fee Cap	1,131,092,465	1,124,730,991	99.44	6,361,474	0.56	1,634,659
6.	To elect Dean Dalla Valle as a Director	1,131,127,900	1,120,987,942	99.10	10,139,958	0.90	1,610,280
7.	To elect Susan Lloyd-Hurwitz as a Director	1,131,154,140	1,127,820,882	99.71	3,333,258	0.29	1,584,758
8.	To elect Martina Merz as a Director	1,131,144,094	1,130,227,968	99.92	916,126	0.08	1,594,460

Resolution		Total Votes Cast	For		Against		Withheld/ Abstained ¹
			Number	%	Number	%	
9.	To elect Joc O'Rourke as a Director	1,131,093,106	1,124,589,847	99.43	6,503,259	0.57	1,645,792
10.	To re-elect Dominic Barton BBM as a Director	1,128,954,564	1,082,174,825	95.86	46,779,739	4.14	3,785,054
11.	To re-elect Peter Cunningham as a Director	1,128,161,799	1,117,915,237	99.09	10,246,562	0.91	4,577,098
12.	To re-elect Simon Henry as a Director	1,129,870,321	1,102,430,767	97.57	27,439,554	2.43	2,865,712
13.	To re-elect Kaisa Hietala as a Director	1,130,174,005	1,100,576,029	97.38	29,597,976	2.62	2,566,391
14.	To re-elect Sam Laidlaw as a Director	1,130,145,196	1,094,771,341	96.87	35,373,855	3.13	2,593,700
15.	To re-elect Jennifer Nason as a Director	1,131,167,165	1,107,480,263	97.91	23,686,902	2.09	1,573,231
16.	To re-elect Jakob Stausholm as a Director	1,131,168,340	1,116,872,390	98.74	14,295,950	1.26	1,571,596
17.	To re-elect Ngaire Woods CBE as a Director	1,130,131,245	1,100,089,912	97.34	30,041,333	2.66	2,607,651
18.	To re-elect Ben Wyatt as a Director	1,128,105,626	1,107,333,732	98.16	20,771,894	1.84	4,633,267
19.	Re-appointment of auditors	1,130,647,845	1,126,202,605	99.61	4,445,240	0.39	2,092,090
20.	Remuneration of auditors	1,130,502,699	1,129,207,770	99.89	1,294,929	0.11	2,234,038
21.	Authority to make political donations	1,127,217,245	1,115,245,471	98.94	11,971,774	1.06	5,495,912

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.

Resolution 22 was put to Rio Tinto plc and Rio Tinto Limited shareholders voting as separate electorates, and it was carried as a special resolution by both Rio Tinto plc shareholders and Rio Tinto Limited shareholders voting separately:

Table 2a

Voting on resolution 22 by Rio Tinto plc shareholders:

Resolution		Total Votes Cast	For		Against		Withheld
			Number	%	Number	%	
22.	Amendments to Rio Tinto Limited's Constitution - approval of amendments that constitute Class Rights Actions	910,878,089	909,655,545	99.87	1,222,544	0.13	1,938,955

Table 2b

Voting on resolution 22 by Rio Tinto Limited shareholders:

Resolution		Total Votes Cast	For		Against		Abstained
			Number	%	Number	%	
22.	Amendments to Rio Tinto Limited's Constitution - approval of amendments that constitute Class Rights Actions	219,629,731	219,073,245	99.75	556,486	0.25	294,164

Table 3

The following resolutions were put to Rio Tinto plc shareholders only and carried at the Rio Tinto plc meeting held on 4 April 2024. Resolution 23 was carried as an ordinary resolution and Resolutions 24 to 26 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 [National Storage Mechanism | FCA](#). The results of the polls were as follows:

Resolution		Total Votes Cast	For		Against		Withheld
			Number	%	Number	%	
23.	General authority to allot shares	911,184,492	887,785,537	97.43	23,398,955	2.57	1,633,236
24.	Disapplication of pre-emption rights	910,434,476	902,134,044	99.09	8,300,432	0.91	2,383,252
25.	Authority to purchase Rio Tinto plc shares	911,498,039	725,457,319	79.59	186,040,720	20.41	1,319,689
26.	Notice period for general meetings other than annual general meetings	910,959,705	874,731,354	96.02	36,228,351	3.98	1,858,020

Resolution 25 'Authority to purchase Rio Tinto plc shares' was passed with less than 80% of votes in favour. Shining Prospect (a subsidiary of the Aluminium Corporation of China "Chinalco") voted against resolution 25. 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

Resolutions 23 to 24 below were put to Rio Tinto Limited shareholders only. Resolution 23 was carried as a special resolution and resolution 24 was carried as an ordinary resolution. The results of the polls were as follows:

Resolution		Total Votes Cast	For		Against		Abstained
			Number	%	Number	%	
23.	Amendments to Rio Tinto Limited's Constitution - general updates and changes	219,606,721	218,989,136	99.72	617,585	0.28	316,030
24.	Renewal of on-market share buy-back authority	219,654,207	216,259,337	98.45	3,394,870	1.55	268,882

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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 Andy Hodges, 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.

References in this appendix in respect of resolutions 1-21 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	Rio Tinto plc	Rio Tinto Limited
1. Receipt of the 2023 Annual Report		
Total number of proxy votes exercisable by all proxies validly appointed:	910,013,057	218,103,781
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	905,647,298	215,484,957
(ii) was to vote against the resolution	4,152,146	639,082
(iii) was to abstain on the resolution	2,779,192	1,748,401
(iv) may vote at the proxy's discretion	213,613	1,979,742
2. Approval of the Remuneration Policy		
Total number of proxy votes exercisable by all proxies validly appointed:	909,556,086	219,624,997
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	883,931,120	212,721,536
(ii) was to vote against the resolution	25,409,869	4,967,163
(iii) was to abstain on the resolution	3,236,204	225,316
(iv) may vote at the proxy's discretion	215,097	1,936,298
3. Approval of the Directors' Remuneration Report: Implementation Report		
Total number of proxy votes exercisable by all proxies validly appointed:	905,308,476	219,396,614
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	879,541,138	212,428,601
(ii) was to vote against the resolution	25,551,827	5,025,931
(iii) was to abstain on the resolution	7,483,595	455,350
(iv) may vote at the proxy's discretion	215,511	1,942,082

PROXY POSITION FOR RIO TINTO PLC AND RIO TINTO LIMITED ON JOINT DECISIONS	Rio Tinto plc	Rio Tinto Limited
4. Approval of the Directors' Remuneration Report		
Total number of proxy votes exercisable by all proxies validly appointed:	905,317,058	219,406,056
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	879,162,957	212,364,432
(ii) was to vote against the resolution	25,939,366	5,090,613
(iii) was to abstain on the resolution	7,475,103	446,248
(iv) may vote at the proxy's discretion	214,735	1,951,011
5. Increase to Non-Executive Directors' Fee Cap		
Total number of proxy votes exercisable by all proxies validly appointed:	911,371,204	219,641,670
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	906,965,365	215,558,398
(ii) was to vote against the resolution	4,191,071	2,137,028
(iii) was to abstain on the resolution	1,419,622	208,327
(iv) may vote at the proxy's discretion	214,768	1,946,244
6. To elect Dean Dalla Valle as a Director		
Total number of proxy votes exercisable by all proxies validly appointed:	911,486,056	219,565,145
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	903,275,774	215,405,246
(ii) was to vote against the resolution	7,991,612	2,147,864
(iii) was to abstain on the resolution	1,303,793	286,319
(iv) may vote at the proxy's discretion	218,670	2,012,035
7. To elect Susan Lloyd-Hurwitz as a Director		
Total number of proxy votes exercisable by all proxies validly appointed:	911,488,527	219,590,335
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	908,901,113	216,655,906
(ii) was to vote against the resolution	2,370,010	959,715
(iii) was to abstain on the resolution	1,302,822	260,347
(iv) may vote at the proxy's discretion	217,404	1,974,714

8. To elect Martina Merz as a Director		
Total number of proxy votes exercisable by all proxies validly appointed:	911,484,659	219,582,736
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	910,716,119	217,234,562
(ii) was to vote against the resolution	550,127	363,282
(iii) was to abstain on the resolution	1,306,690	267,602
(iv) may vote at the proxy's discretion	218,413	1,984,892
9. To elect Joc O'Rourke as a Director		
Total number of proxy votes exercisable by all proxies validly appointed:	911,448,618	219,567,789
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	906,592,103	215,703,573
(ii) was to vote against the resolution	4,636,676	1,866,098
(iii) was to abstain on the resolution	1,341,231	284,393
(iv) may vote at the proxy's discretion	219,839	1,998,118
10. To re-elect Dominic Barton BBM as a Director		
Total number of proxy votes exercisable by all proxies validly appointed:	909,280,716	219,596,628
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	868,550,874	211,347,512
(ii) was to vote against the resolution	40,512,108	6,261,473
(iii) was to abstain on the resolution	3,509,129	255,553
(iv) may vote at the proxy's discretion	217,734	1,987,643
11. To re-elect Peter Cunningham as a Director		
Total number of proxy votes exercisable by all proxies validly appointed:	909,112,438	218,972,866
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	900,000,747	215,625,812
(ii) was to vote against the resolution	8,895,812	1,347,141
(iii) was to abstain on the resolution	3,677,410	879,316
(iv) may vote at the proxy's discretion	215,879	1,999,913

12. To re-elect Simon Henry as a Director		
Total number of proxy votes exercisable by all proxies validly appointed:	910,199,014	219,594,812
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	885,742,953	214,376,246
(ii) was to vote against the resolution	24,238,907	3,200,206
(iii) was to abstain on the resolution	2,590,834	254,506
(iv) may vote at the proxy's discretion	217,154	2,018,360
13. To re-elect Kaisa Hietala as a Director		
Total number of proxy votes exercisable by all proxies validly appointed:	910,486,564	219,610,946
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	884,639,627	213,650,032
(ii) was to vote against the resolution	25,627,446	3,967,067
(iii) was to abstain on the resolution	2,304,784	241,235
(iv) may vote at the proxy's discretion	219,491	1,993,847
14. To re-elect Sam Laidlaw as a Director		
Total number of proxy votes exercisable by all proxies validly appointed:	910,472,574	219,596,122
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	880,596,869	211,887,980
(ii) was to vote against the resolution	29,658,873	5,710,288
(iii) was to abstain on the resolution	2,317,274	256,059
(iv) may vote at the proxy's discretion	216,832	1,997,854
15. To re-elect Jennifer Nason as a Director		
Total number of proxy votes exercisable by all proxies validly appointed:	911,476,638	219,614,032
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	890,328,711	214,856,479
(ii) was to vote against the resolution	20,931,628	2,753,039
(iii) was to abstain on the resolution	1,314,710	238,149
(iv) may vote at the proxy's discretion	216,299	2,004,514

16. To re-elect Jakob Stausholm as a Director		
Total number of proxy votes exercisable by all proxies validly appointed:	911,460,453	219,630,667
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	898,549,215	216,032,046
(ii) was to vote against the resolution	12,693,549	1,601,520
(iii) was to abstain on the resolution	1,330,276	220,948
(iv) may vote at the proxy's discretion	217,689	1,997,101
17. To re-elect Ngaire Woods CBE as a Director		
Total number of proxy votes exercisable by all proxies validly appointed:	910,451,962	219,602,788
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	884,156,395	213,646,592
(ii) was to vote against the resolution	26,075,351	3,963,930
(iii) was to abstain on the resolution	2,337,886	249,393
(iv) may vote at the proxy's discretion	220,216	1,992,266
18. To re-elect Ben Wyatt as a Director		
Total number of proxy votes exercisable by all proxies validly appointed:	909,060,203	218,973,819
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	890,234,078	214,816,708
(ii) was to vote against the resolution	18,610,134	2,161,760
(iii) was to abstain on the resolution	3,729,642	878,362
(iv) may vote at the proxy's discretion	215,991	1,995,351
19. Re-appointment of auditors		
Total number of proxy votes exercisable by all proxies validly appointed:	910,894,200	219,658,453
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	906,426,893	217,455,924
(ii) was to vote against the resolution	4,241,168	203,349
(iii) was to abstain on the resolution	1,896,686	193,729
(iv) may vote at the proxy's discretion	226,139	1,999,180

20. Remuneration of auditors		
Total number of proxy votes exercisable by all proxies validly appointed:	910,805,946	219,610,083
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	909,705,096	217,202,478
(ii) was to vote against the resolution	883,365	410,162
(iii) was to abstain on the resolution	1,981,742	242,099
(iv) may vote at the proxy's discretion	217,485	1,997,443
21. Authority to make political donations		
Total number of proxy votes exercisable by all proxies validly appointed:	907,472,595	219,658,685
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	897,629,090	215,405,333
(ii) was to vote against the resolution	9,627,597	2,314,026
(iii) was to abstain on the resolution	5,298,046	192,839
(iv) may vote at the proxy's discretion	215,908	1,939,326

PROXY POSITION FOR MATTERS DECIDED BY RIO TINTO PLC AND RIO TINTO LIMITED VOTING AS SEPARATE ELCTORATES	Rio Tinto plc	Rio Tinto Limited
22. Amendments to Rio Tinto Limited's Constitution - approval of amendments that constitute Class Rights Actions		
Total number of proxy votes exercisable by all proxies validly appointed:	910,856,055	219,559,931
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution	909,403,957	217,023,690
(ii) was to vote against the resolution	1,222,079	536,094
(iii) was to abstain on the resolution	1,935,835	292,251
(iv) may vote at the proxy's discretion	230,019	2,000,147

PROXY POSITION FOR RIO TINTO PLC ONLY MATTERS - RESOLUTIONS FROM MEETING HELD ON 4 APRIL 2024	<u>Rio Tinto plc</u>
23. General authority to allot shares	
Total number of proxy votes exercisable by all proxies validly appointed:	911,160,338
Total number of proxy votes in respect of which the appointments specified that the proxy:	
(i) was to vote for the resolution	887,538,994
(ii) was to vote against the resolution	23,401,311
(iii) was to abstain on the resolution	1,632,236
(iv) may vote at the proxy's discretion	220,033
24. Disapplication of pre-emption rights	
Total number of proxy votes exercisable by all proxies validly appointed:	910,413,760
Total number of proxy votes in respect of which the appointments specified that the proxy:	
(i) was to vote for the resolution	901,890,433
(ii) was to vote against the resolution	8,300,377
(iii) was to abstain on the resolution	2,378,814
(iv) may vote at the proxy's discretion	222,950
25. Authority to purchase Rio Tinto plc shares	
Total number of proxy votes exercisable by all proxies validly appointed:	911,473,885
Total number of proxy votes in respect of which the appointments specified that the proxy:	
(i) was to vote for the resolution	725,219,244
(ii) was to vote against the resolution	186,037,049
(iii) was to abstain on the resolution	1,318,485
(iv) may vote at the proxy's discretion	217,592
26. Notice period for general meetings other than annual general meetings	
Total number of proxy votes exercisable by all proxies validly appointed:	910,935,755
Total number of proxy votes in respect of which the appointments specified that the proxy:	
(i) was to vote for the resolution	874,488,318
(ii) was to vote against the resolution	36,228,290
(iii) was to abstain on the resolution	1,856,816
(iv) may vote at the proxy's discretion	219,147

PROXY POSITION FOR RIO TINTO LIMITED ONLY MATTERS - RESOLUTIONS FROM MEETING HELD ON 2 MAY 2024		<u>Rio Tinto Limited</u>
23. Amendments to Rio Tinto Limited's Constitution - general updates and changes		
Total number of proxy votes exercisable by all proxies validly appointed:		219,557,288
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution		216,950,592
(ii) was to vote against the resolution		617,560
(iii) was to abstain on the resolution		293,750
(iv) may vote at the proxy's discretion		1,989,136
24. Renewal of on-market share buy-back authority		
Total number of proxy votes exercisable by all proxies validly appointed:		219,582,668
Total number of proxy votes in respect of which the appointments specified that the proxy:		
(i) was to vote for the resolution		214,218,453
(ii) was to vote against the resolution		3,391,708
(iii) was to abstain on the resolution		268,370
(iv) may vote at the proxy's discretion		1,972,507