

RIO TINTO PLC
Form S-8
March 06, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Rio Tinto plc

(Exact name of registrant as specified in its charter)

England and Wales
(State or other jurisdiction
of incorporation or
organization)

None
(I.R.S. Employer
Identification No.)

2 Eastbourne Terrace
London W2 6LG,

United Kingdom
((Address of principal executive offices)

Rio Tinto plc
Performance Share Plan 2013

Rio Tinto Limited

ABN 96 004 458 404

(Exact name of registrant as specified in its charter)

Australia
(State or other jurisdiction
of incorporation or
organization)

None
(I.R.S. Employer
Identification No.)

120 Collins Street
Melbourne, Victoria 3000,
Australia

(Address of principal executive offices)

Rio Tinto Limited
Performance Share Plan 2013

Bonus Deferral Plan

(Full title of plans)

Cheree Finan

Corporate Secretary

Rio Tinto Services Inc

80 State Street

Albany

New York, 12207-2543

(Name and address of agent for service)

(801) 204-2251

Bonus Deferral Plan

(Full title of plans)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Amount to be registered(1)(2) | Proposed maximum offering price per share(3) | Proposed maximum aggregate offering price(3) | Amount of registration fee |
|--|-------------------------------------|--|--|-------------------------------|
| Rio Tinto plc ordinary shares of 10p each | | | | |
| -Performance Share Plan 2013(4) | 1,740,000 | US\$49.05 | US\$85,347,000 | US\$9,917.32 |
| -Bonus Deferral Plan | 330,000 | US\$51.06 | US\$16,849,800 | US\$1,957.95 |
| Rio Tinto Limited shares | | | | |
| -Performance Share Plan 2013 | 200,000 | US\$49.05 | US\$9,810,000 | US\$1,139.92 |
| -Bonus Deferral Plan | 40,000 | US\$51.06 | US\$2,042,400 | US\$237.33 |
| | | | | US\$13,252.52 |

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this registration statement also covers such indeterminate number of additional shares as may be issuable under the plans in connection with variations in share capital, demergers, special dividends or similar transactions.
- (2) The amount of shares being registered represents the estimated maximum aggregate amount issuable to the employees in the United States of each Registrant pursuant to such plans.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with 457 (c) and Rule 457 (h) under the Securities Act. The maximum offering price has been calculated on the basis:
- for the Rio Tinto plc Share Performance Plan 2013, the average of the high and low market prices of Rio Tinto plc ordinary shares of 10p each quoted on the London Stock Exchange on 2 March 2015 (£31.91);
 - for the Rio Tinto plc Bonus Deferral Plan, the average of the high and low market prices of Rio Tinto plc ordinary shares of 10p each quoted on the London Stock Exchange on 2 March 2015 (£31.91);
 - for the Rio Tinto Limited Share Performance Plan 2013, the average of the high and low market prices of Rio Tinto Limited shares quoted on the Australian Securities exchange on 2 March 2015 (A\$65.18).
 - for the Rio Tinto Limited Bonus Deferral Plan, the weighted average of the high and low market prices of Rio Tinto Limited shares quoted on the Australian Securities exchange on 2 March 2015 (A\$65.18).
- (4) The Rio Tinto plc ordinary shares to be distributed pursuant to the Performance Share Plan 2013 may also be represented by American Depositary Shares evidenced by American Depositary Receipts, each representing one Rio Tinto plc ordinary share. A separate registration statement on Form F-6, file No. 333-165808, has been filed with and declared effective by the Commission in respect of American Depositary Shares evidenced by American Depositary Receipts issuable upon deposit of the Ordinary Shares registered hereby.

The translation of pounds sterling into U.S. dollars and of Australian dollars into U.S. dollars have been made at the noon rate buying rates as posted by the Federal Reserve Bank of New York on 2 March 2015 of US\$1.5373 per £1.00 and US\$0.7834 per A\$1.00.

TABLE OF CONTENTS

PART I

PART II

Item 3. Incorporation of Documents by Reference

Item 4. Description of Securities

Item 5. Interests of Named Experts and Counsel

Item 6. Indemnification of Directors and Officers

Item 7. Exemption from Registration Claimed

Item 8. Exhibits

Item 9. Undertakings

EXHIBITS

SIGNATURES

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

As permitted by Rule 428 under the Securities Act and the instructional Note to Part I of Form S-8, this registration statement omits the information specified in Part I of Form S-8. We have delivered, or will deliver, the documents containing the information specified in Part I to the participants in the plans covered by this registration statement as required by Rule 428(b)(1) under the Securities Act. We are not filing these documents with the Securities and Exchange Commission as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. Such documents and the documents incorporated by reference herein pursuant to Item 3 of Part II of this form, taken together, constitute a prospectus for this registration statement that meets the requirements of Section 10(a) of the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

We incorporate by reference into this registration statement:

1. Rio Tinto plc's Annual Report on Form 20-F for the year ended 31 December 2014.
2. All other reports filed by Rio Tinto plc pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), since 31 December 2014 (other than the portions of those reports not deemed to be filed).
3. The description of (i) Rio Tinto plc's Ordinary Shares, nominal value 10 pence per share, (ii) Rio Tinto Limited's shares, and (iii) American Depositary Shares (ADSs) evidenced by American Depositary Receipts, each representing one Rio Tinto plc Ordinary Share, each contained in Rio Tinto plc's Annual Report on Form 20-F for the year ended 31 December 2014 under the section entitled Shareholder Information.

All documents subsequently filed by Rio Tinto pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities hereby registered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference and to be part hereof from the date of filing such documents.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document that is or is deemed to be incorporated by reference herein modifies or supersedes such previous statement. Any such statement so modified or superseded will not be

deemed to constitute a part of this registration statement, except as so modified or superseded.

Item 4. Description of Securities

Not applicable

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

Deeds of Indemnity

On 9 December 2008, Rio Tinto plc and Rio Tinto Limited each entered into deeds of indemnity with Paul Tellier, a director of Rio Tinto plc and Rio Tinto Limited. On 10 December 2008, Rio Tinto plc and Rio Tinto Limited entered into deeds of indemnity with Jan du Plessis, Michael Fitzpatrick, Richard Goodmanson and Lord Kerr of Kinlochard.

Directors appointed subsequent to 10 December 2008 have entered into deeds of indemnity with Rio Tinto plc and Rio Tinto Limited as follows: Sam Walsh on 4 June 2009, Ann Godbehere on 9 February 2010, Robert Brown on 1 April 2010, Chris Lynch and John Varley on 1 September 2011, Anne Lauvergeon on 15 March 2014, Simon Thompson on 15 April 2014, Michael L Estrange on 16 September 2014 and Megan Clark on 26 November 2014. On 10 September 2013, Rio Tinto plc and Rio Tinto Limited each entered into a deed of indemnity with Eleanor Evans, Company Secretary of Rio Tinto plc and Joint Company Secretary of Rio Tinto Limited. On 26 September 2013, Rio Tinto Limited entered into a deed of indemnity with Timothy Paine, Joint Company Secretary of Rio Tinto Limited.

Australian Law

Corporation Act of Australia

Section 199A(1) of the Corporations Act 2001 (Commonwealth) (the Corporations Act) provides that a company or a related body corporate must not exempt a person from a liability to the company incurred as an officer of the company.

Section 199A(2) of the Corporations Act provides that a company or a related body corporate must not indemnify a person against any of the following liabilities incurred as an officer of the company:

a liability owed to the company or a related body corporate;

a liability for a pecuniary penalty order or compensation order under specified provisions of the Corporations Act; or

a liability that is owed to someone other than the company or a related body corporate that did not arise out of conduct in good faith.

Section 199A(2) does not apply to a liability for legal costs.

Section 199A(3) provides that a company or a related body corporate must not indemnify a person against legal costs incurred in defending an action for a liability incurred as an officer of the company if the costs are incurred:

in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under Section 199A(2); or

in defending or resisting criminal proceedings in which the person is found guilty; or

in defending or resisting proceedings brought by the Australian Securities and Investments Commission (ASIC) or a liquidator for a court order if the grounds for making the order are found by the court to have been established (this does not apply to costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing proceedings for the court order); or

in connection with proceedings for relief to the person under the Corporations Act in which the court denies the relief.

Section 199B of the Corporations Act provides that a company or a related body corporate must not pay, or agree to pay, a premium for a contract insuring a person who is or has been an officer of the company against a liability (other than one for legal costs) arising out of:

conduct involving a willful breach of any duty in relation to the company; or

a contravention of the officer's duties under the Corporations Act not to improperly use their position or make improper use of information obtained as an officer.

For the purpose of Sections 199A and 199B, an officer of a company includes:

a director or secretary;

a person who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the company;

a person who has the capacity to significantly affect the company's financial standing; and

a person in accordance with whose instructions or wishes the directors of the company are accustomed to act.

English law

Sections 232 to 236 of the Companies Act 2006 provide as follows:

232. Provisions protecting directors from liability

- (1) Any provision that purports to exempt a director of a company (to any extent) from any liability that would otherwise attach to him in connection with any negligence, default, breach of duty or breach of trust in relation to the company is void.
- (2) Any provision by which a company directly or indirectly provides an indemnity (to any extent) for a director of the company, or of an associated company, against any liability attaching to him in connection with any negligence, default, breach of duty or breach of trust in relation to the company of which he is a director is void, except as permitted by
 - (a) section 233 (provision of insurance),
 - (b) section 234 (qualifying third party indemnity provision), or

(c) section 235 (qualifying pension scheme indemnity provision).

- (3) This section applies to any provision, whether contained in a company's articles or in any contract with the company or otherwise.
- (4) Nothing in this section prevents a company's articles from making such provision as has previously been lawful for dealing with conflicts of interest.

233. *Provision of insurance*

Section 232(2) (voidness of provisions for indemnifying directors) does not prevent a company from purchasing and maintaining for a director of the company, or of an associated company, insurance against any such liability as is mentioned in that subsection.

234. *Qualifying third party indemnity provision*

- (1) Section 232(2) (voidness of provisions for indemnifying directors) does not apply to qualifying third party indemnity provision.
 - (2) Third party indemnity provision means provision for indemnity against liability incurred by the director to a person other than the company or an associated company. Such provision is qualifying third party indemnity provision if the following requirements are met.
-

- (3) The provision must not provide any indemnity against
 - (a) any liability of the director to pay
 - (i) a fine imposed in criminal proceedings, or
 - (ii) a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising); or
 - (b) any liability incurred by the director
 - (i) in defending criminal proceedings in which he is convicted, or
 - (ii) in defending civil proceedings brought by the company, or an associated company, in which judgment is given against him, or
 - (iii) in connection with an application for relief (see subsection (6)) in which the court refuses to grant him relief.
- (4) The references in subsection (3)(b) to a conviction, judgment or refusal of relief are to the final decision in the proceedings.
- (5) For this purpose
 - (a) a conviction, judgment or refusal of relief becomes final
 - (i) if not appealed against, at the end of the period for bringing an appeal, or
 - (ii) if appealed against, at the time when the appeal (or any further appeal) is disposed of; and
 - (b) an appeal is disposed of
 - (i) if it is determined and the period for bringing any further appeal has ended, or

(ii) if it is abandoned or otherwise ceases to have effect.

(6) The reference in subsection (3)(b)(iii) to an application for relief is to an application for relief under section 661(3) or (4) (power of court to grant relief in a case of acquisition of shares by innocent nominee), or section 1157 (general power of court to grant relief in case of honest and reasonable conduct).

235. *Qualifying pension scheme indemnity provision*

(1) Section 232(2) (voidness of provisions for indemnifying directors) does not apply to qualifying pension scheme indemnity provision.

(2) Pension scheme indemnity provision means provision indemnifying a director of a company that is a trustee of an occupational pension scheme against liability incurred in connection with the company's activities as trustee of the scheme. Such provision is qualifying pension scheme indemnity provision if the following requirements are met.

(3) The provision must not provide any indemnity against

- (a) any liability of the director to pay
 - (i) a fine imposed in criminal proceedings, or
 - (ii) a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising); or
 - (b) any liability incurred by the director in defending criminal proceedings in which he is convicted.
- (4) The reference in subsection (3)(b) to a conviction is to the final decision in the proceedings.
- (5) For this purpose
- (a) a conviction becomes final
 - (i) if not appealed against, at the end of the period for bringing an appeal, or
 - (ii) if appealed against, at the time when the appeal (or any further appeal) is disposed of; and
 - (b) an appeal is disposed of
 - (i) if it is determined and the period for bringing any further appeal has ended, or
 - (ii) if it is abandoned or otherwise ceases to have effect.
- (6) In this section *occupational pension scheme* means an occupational pension scheme as defined in section 150(5) of the Finance Act 2004 (c 12) that is established under a trust.

236. *Qualifying indemnity provision to be disclosed in directors' report*

- (1) This section requires disclosure in the directors' report of

- (a) qualifying third party indemnity provision, and
 - (b) qualifying pension scheme indemnity provision. Such provision is referred to in this section as qualifying indemnity provision .
- (2) If when a directors report is approved any qualifying indemnity provision (whether made by the company or otherwise) is in force for the benefit of one or more directors of the company, the report must state that such provision is in force.
- (3) If at any time during the financial year to which a directors report relates any such provision was in force for the benefit of one or more persons who were then directors of the company, the report must state that such provision was in force.
- (4) If when a directors report is approved qualifying indemnity provision made by the company is in force for the benefit of one or more directors of an associated company, the report must state that such provision is in force.
- (5) If at any time during the financial year to which a directors report relates any such provision was in force for the benefit of one or more persons who were then directors of an associated company, the report must state that such provision was in force .

Section 1157 of the Companies Act 2006 provides as follows:

1157. Power of court to grant relief in certain cases:

- (1) If in proceedings for negligence, default, breach of duty or breach of trust against
 - (a) an officer of a company, or
 - (b) a person employed by a company as auditor (whether he is or is not an officer of the company),

it appears to the court hearing the case that the officer or person is or may be liable but that he acted honestly and reasonably, and that having regard to all the circumstances of the case (including those connected with his appointment) he ought fairly to be excused, the court may relieve him, either wholly or in part, from his liability on such terms as it thinks fit.

- (2) If any such officer or person has reason to apprehend that a claim will or might be made against him in respect of negligence, default, breach of duty or breach of trust
 - (a) he may apply to the court for relief, and
 - (b) the court has the same power to relieve him as it would have had if it had been a court before which proceedings against him for negligence, default, breach of duty or breach of trust had been brought.
- (3) Where a case to which subsection (1) applies is being tried by a judge with a jury, the judge, after hearing the evidence, may, if he is satisfied that the defendant (in Scotland, the defender) ought in pursuance of that subsection to be relieved either in whole or in part from the liability sought to be enforced against him, withdraw the case from the jury and forthwith direct judgment to be entered for the defendant (in Scotland, grant decree of absolvitor) on such terms as to costs (in Scotland, expenses) or otherwise as the judge may think proper .

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

See index of Exhibits hereto.

Item 9. Undertakings

Each undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and
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- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the registration statement is furnished on Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement;

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof;
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the city of London, United Kingdom, on 6 March 2015.

Rio Tinto plc
(Registrant)

Rio Tinto Limited
(Registrant)

By /s/ Eleanor Evans
Eleanor Evans
Company Secretary
(Signature and Title)

By /s/ Eleanor Evans
Eleanor Evans
Joint Company Secretary
(Signature and Title)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below severally constitutes and appoints each Director listed below (with full power to each of them to act alone), his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities to do any and all things and execute any and all instruments that such attorney may deem necessary or advisable under the Securities Act of 1933 (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission (the "Commission") in connection with the registration under the Securities Act of the Securities and any securities or Blue Sky law of any of the states of the United States of America in order to effect the registration or qualification (or exemption therefrom) of the said securities for issue, offer, sale or trade under the Blue Sky or other securities laws of any of such states and in connection therewith to execute, acknowledge, verify, deliver, file and cause to be published applications, reports, consents to service of process, appointments of attorneys to receive service of process and other papers and instruments which may be required under such laws, including specifically, but without limiting the generality of the foregoing, the power and authority to sign his or her name in his or her capacity as an Officer, Director or Authorized Representative in the United States of America or in any other capacity with respect to this registration statement and any registration statement in respect of the Securities that is to be effective upon filing pursuant to Rule 462(b) (collectively, the "Registration Statement") and/or such other form or forms as may be appropriate to be filed with the Commission or under or in connection with any Blue Sky laws or other securities laws of any state of the United States of America or with such other regulatory bodies and agencies as any of them may deem appropriate in respect of the Securities, and with respect to any and all amendments, including post-effective amendments, to this Registration Statement and to any and all instruments and documents filed as part of or in connection with this Registration Statement.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Pursuant to the requirements of Section 6(a) of the Securities Act of 1933, the undersigned has signed the registration statement in the capacity of the duly authorized representative of Rio Tinto plc in the United States.

/s/ Cheree Finan
By: Cheree Finan
Title: Authorized Representative

Pursuant to the requirements of Section 6(a) of the Securities Act of 1933, the undersigned has signed the registration statement in the capacity of the duly authorized representative of Rio Tinto Limited in the United States.

/s/ Cheree Finan
By: Cheree Finan
Title: Authorized Representative

EXHIBIT INDEX

The following are filed as exhibits to this registration statement:

| <u>Exhibit No.</u> | <u>Exhibit Description</u> |
|--------------------|----------------------------|
|--------------------|----------------------------|

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|------|--|
| 4.1 | Articles of Association of Rio Tinto plc (adopted by special resolution passed on 20 April 2009 and amended on 1 October 2009) (incorporated by reference to Exhibit 1.1 of Rio Tinto plc's Annual Report on Form 20-F for the fiscal year ended 31 December 2009, File No. 1-10533). |
| 4.2 | Constitution of Rio Tinto Limited (ACN 004 458 404) (as adopted by special resolution passed on 24 May 2000 and amended by special resolution on 18 April 2002, 29 April 2005, 27 April 2007, 24 April 2008 and 20 April 2009) (incorporated by reference to Exhibit 1.2 of Rio Tinto plc Annual report on Form 20-F for the fiscal year ended 31 December 2009, File No. 1-10533). |
| 4.3 | Rules of the Rio Tinto plc Performance Share Plan 2013 (incorporated by reference to Exhibit 4.05 of Rio Tinto plc Annual report on Form 20-F for the fiscal year ended 31 December 2013, File No. 1-10533). |
| 4.4 | Rules of the Rio Tinto plc Bonus Deferral Plan. |
| 4.5 | Rules of the Rio Tinto Limited Performance Share Plan 2013 (incorporated by reference to Exhibit 4.06 of Rio Tinto plc Annual report on Form 20-F for the fiscal year ended 31 December 2013, File No. 1-10533). |
| 4.6 | Rules of the Rio Tinto Limited Bonus Deferral Plan. |
| 4.7 | Form of certificate representing American Depositary Receipts of Rio Tinto plc (incorporated by reference to the form of American Depositary Receipt contained in the Form of Third Amended and Restated Depositary Agreement attached as Exhibit 99-a to the Company's Registration Statement on Form F-6 (Registration No. 333-165808) filed with the Commission on 31 March 2010 and amended on 23 April 2014). |
| 5.1 | Opinion of counsel of Rio Tinto plc, as to the validity of newly issued shares. |
| 23.1 | Consent of Independent Registered Public Accounting Firms to the incorporation of the audit report relating to the Rio Tinto Group by reference. |
| 24.1 | Power of Attorney (included on the signature page of this registration statement). |
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For on behalf of Rio Tinto plc and Rio Tinto Limited

| Signature | Title | Date |
|-----------------------------|-------------------------|--------------|
| /s/ Jan du Plessis | | 6 March 2015 |
| Jan du Plessis | Chairman | |
| /s/ Sam Walsh | | 6 March 2015 |
| Sam Walsh | Chief executive | |
| /s/ Christopher Lynch | | 6 March 2015 |
| Christopher Lynch | Chief financial Officer | |
| /s/ Robert Brown | | 6 March 2015 |
| Robert Brown | Non executive director | |
| /s/ Megan Clark | | 6 March 2015 |
| Megan Clark | Non executive director | |
| /s/ Michael Fitzpatrick | | 6 March 2015 |
| Michael Fitzpatrick | Non executive director | |
| /s/ Ann Godbehere | | 6 March 2015 |
| Ann Godbehere | Non executive director | |
| /s/ Richard Goodmanson | | 6 March 2015 |
| Richard Goodmanson | Non executive director | |
| /s/ Lord Kerr of Kinlochard | | 6 March 2015 |
| Lord Kerr of Kinlochard | Non executive director | |
| /s/ Anne Lauvergeon | | 6 March 2015 |
| Anne Lauvergeon | Non executive director | |

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| | | |
|------------------------|------------------------|--------------|
| /s/ Michael L Estrange | | 6 March 2015 |
| Michael L Estrange | Non executive director | |
| /s/ Paul Tellier | | 6 March 2015 |
| Paul Tellier | Non executive director | |
| /s/ Simon Thompson | | 6 March 2015 |
| Simon Thompson | Non executive director | |
| /s/ John Varley | | 6 March 2015 |
| John Varley | Non executive director | |