

Rio Tinto (2020)

Resolution 1 – Amendment to the Constitution

To amend the constitution to insert beneath Clause 57 'Annual general meetings' the following new sub-clause: "The company in general meeting may by ordinary resolution express an opinion or request information about the way in which a power of the company partially or exclusively vested in the directors has been or should be exercised. However, such a resolution must relate to a material risk as identified by the company and cannot either advocate action that would violate any law or relate to any personal claim or grievance. Such a resolution is advisory only and does not bind the directors or the company."

(Note that an accompanying ordinary resolution seeking transition planning disclosure should also be included on Rio Tinto Limited's Notice of 2019 Annual General Meeting. Shareholders who vote by proxy should be able to lodge a vote on both resolutions.)

Resolution 2 – Transition Planning Disclosure

Shareholders request that the company, in subsequent annual reporting, set out transition plans consistent with the goal of the Paris Agreement to limit global warming to 1.5°C. Plans should include short-, medium- and long-term targets to reduce scope 1, 2 and 3 greenhouse gas emissions, and detailed strategies to meet these targets.

This information should describe how capital expenditure decisions will align to the goals of the Paris Agreement, and how executive remuneration will incentivise adherence to the transition plans.