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Company Announcements Office Australian Securities Exchange SYDNEY NSW 2000

20 April 2009

#### **RIO TINTO ANNUAL GENERAL MEETINGS**

The Annual General Meetings of Rio Tinto plc and of Rio Tinto Limited were held on 15 April 2009 and 20 April 2009 respectively. All resolutions were passed by poll by the requisite majorities. The results are as set out below and information on the proxy voting is set out in the Appendix.

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.

The following resolutions, which were put to both Rio Tinto Limited and Rio Tinto plc shareholders on a poll at the respective Annual General Meetings, were subject to the joint electoral procedure and the aggregate results of the joint polls were as follows:

	FOR	AGAINST
Receipt of reports and financial statements (Resolution 1)	750,839,406	827,555
Approval of the Demonstration report	044 500 400	445 704 504
Approval of the Remuneration report (Resolution 2)	611,583,182	145,764,581
To plant lan du Plancia de a director	700 000 000	20 447 700
To elect Jan du Plessis as a director (Resolution 3)	729,083,880	28,117,733
To re-elect Sir David Clementi as a director	646 454 745	04 072 070
(Resolution 4)	646,151,745	94,973,976
To re-elect Sir Rod Eddington as a director	450 440 405	040 407 000
(Resolution 5)	450,142,495	246,107,390

To re-elect Andrew Gould as a director (Resolution 6)	651,081,905	91,088,239
To re-elect David Mayhew as a director (Resolution 7)	631,251,052	110,547,159
Re-appointment of auditors of Rio Tinto plc and auditors' remuneration (Resolution 8)	733,961,841	19,136,905
Non executive directors' fees (Resolution 9)	745,920,067	12,802,391

The following resolution was passed at the Rio Tinto plc meeting on 15 April 2009 and also the Rio Tinto Limited meeting held on 20 April 2009. The result of the poll at the Rio Tinto Limited meeting was as follows:

	FOR	AGAINST
Amendments to the Rio Tinto Limited constitution and adoption and amendment of new Rio Tinto plc articles of association (Resolution 11)	116,191,026	15,108,061

The following resolution was passed at the Rio Tinto Limited meeting held on 20 April 2009. The result of the poll was as follows:

	FOR	AGAINST
Renewal of authority to buy back shares held by	136,844,617	3,037,623
Rio Tinto plc	100,044,017	0,007,020
(Resolution 10)		

Yours faithfully

Stephen Consedine Company Secretary

## **Appendix**

The following statistics in relation to the Annual General Meeting of Rio Tinto Limited held on 20 April 2009 are provided in accordance with section 251AA(2) of the *Corporations Act 2001* (Cth).

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 general meetings; a proxy is an authority or direction to the proxy holder to vote and not a vote itself.

For resolutions 1 to 9 (where the DLC joint electoral procedure applied), unlike the voting figures provided in the main part of this announcement, the statistics below do not take into account the proxy votes cast by Rio Tinto plc shareholders.

Resolution 1: Receipt of reports and financial statements

	I number of proxy votes exercisable by all ies validly appointed:	136,710,246
	number of proxy votes in respect of which the intments specified that the proxy:	
(i)	was to vote for the resolution	128,724,696
(ii)	was to vote against the resolution	604,300
(iii)	was to abstain from voting on the resolution	8,318,014
(iv)	may vote at the proxy's discretion	2,555,819
	otal number of abstentions from voting on the on this resolution were:	8,318,014

### Resolution 2: Approval of the Remuneration report

	I number of proxy votes exercisable by all les validly appointed:	127,702,167
	number of proxy votes in respect of which the intments specified that the proxy:	
(i)	was to vote for the resolution	123,129,134
(ii)	was to vote against the resolution	2,086,675
(iii)	was to abstain from voting on the resolution	491,567
(iv)	may vote at the proxy's discretion	2,483,881

The total number of abstentions from voting on the poll on this resolution were:

491,567

Resolution 3: To elect Jan du Plessis as a director

	I number of proxy votes exercisable by all ies validly appointed:	139,671,137
	number of proxy votes in respect of which the intments specified that the proxy:	•
(i)	was to vote for the resolution	124,390,873
(ii)	was to vote against the resolution	12,750,473
(iii)	was to abstain from voting on the resolution	533,965
(iv)	may vote at the proxy's discretion	2,527,518

The total number of abstentions from voting on the poll on this resolution were:

533,965

#### Resolution 4: To re-elect Sir David Clementi as a director

	I number of proxy votes exercisable by all ies validly appointed:	133,356,634
	number of proxy votes in respect of which the intments specified that the proxy:	
(i)	was to vote for the resolution	90,639,261
(ii)	was to vote against the resolution	39,194,140
(iii)	was to abstain from voting on the resolution	7,213,411
(iv)	may vote at the proxy's discretion	3,155,318

The total number of abstentions from voting on the poll on this resolution were:

7,213,411

## Resolution 5: To re-elect Sir Rod Eddington as a director

	al number of proxy votes exercisable by all ies validly appointed:	134,461,233
	I number of proxy votes in respect of which the pintments specified that the proxy:	
(i)	was to vote for the resolution	45,606,906
(ii)	was to vote against the resolution	85,154,266
(iii)	was to abstain from voting on the resolution	6,343,209
(iv)	may vote at the proxy's discretion	3,097,033

The total number of abstentions from voting on the poll on this resolution were:

6,343,209

Resolution 6: To re-elect Andrew Gould as a director

	I number of proxy votes exercisable by all ies validly appointed:	133,365,054
	number of proxy votes in respect of which the intments specified that the proxy:	
(i)	was to vote for the resolution	94,092,960
(ii)	was to vote against the resolution	35,759,787
(iii)	was to abstain from voting on the resolution	7,205,690
(iv)	may vote at the proxy's discretion	3,144,392
The t	otal number of abstentions from voting on the	

The total number of abstentions from voting on the poll on this resolution were:

7,205,690

## Resolution 7: To re-elect David Mayhew as a director

	I number of proxy votes exercisable by all ies validly appointed:	133,363,117
	number of proxy votes in respect of which the intments specified that the proxy:	
(i)	was to vote for the resolution	85,862,419
(ii)	was to vote against the resolution	43,989,235
(iii)	was to abstain from voting on the resolution	7,207,627
(iv)	may vote at the proxy's discretion	3,143,548

The total number of abstentions from voting on the poll on this resolution were:

7,207,627

## Resolution 8: Re-appointment of auditors of Rio Tinto plc and auditors' remuneration

	I number of proxy votes exercisable by all ies validly appointed:	139,864,707
	number of proxy votes in respect of which the intments specified that the proxy:	
(i)	was to vote for the resolution	135,951,436
(ii)	was to vote against the resolution	1,351,759
(iii)	was to abstain from voting on the resolution	369,456
(iv)	may vote at the proxy's discretion	2,527,887

The total number of abstentions from voting on the poll on this resolution were:

369,456

#### Resolution 9: Non executive directors' fees

Total number of proxy votes exercisable by all proxies validly appointed:		138,610,008
	number of proxy votes in respect of which the intments specified that the proxy:	t
(i)	was to vote for the resolution	126,232,912
(ii)	was to vote against the resolution	11,134,359
(iii)	was to abstain from voting on the resolution	487,399
(iv)	may vote at the proxy's discretion	1,240,260

The total number of abstentions from voting on the poll on this resolution were:

487,399

## Resolution 10: Renewal of authority to buy back shares held by Rio Tinto plc

Total number of proxy votes exercisable by all proxies validly appointed:		139,702,402
	number of proxy votes in respect of which the intments specified that the proxy:	
(i)	was to vote for the resolution	134,951,405
(ii)	was to vote against the resolution	2,180,464
(iii)	was to abstain from voting on the resolution	545,036
(iv)	may vote at the proxy's discretion	2,521,979

The total number of abstentions from voting on the poll on this resolution were:

545,036

# Resolution 11: Amendments to the Rio Tinto Limited constitution and adoption and amendment of new Rio Tinto plc articles of association

Total number of proxy votes exercisable by all proxies validly appointed:		131,145,861
	number of proxy votes in respect of which the intments specified that the proxy:	
(i)	was to vote for the resolution	113,454,695
(ii)	was to vote against the resolution	15,082,359
(iii)	was to abstain from voting on the resolution	6,114,653
(iv)	may vote at the proxy's discretion	2,551,122

The total number of abstentions from voting on the poll on this resolution were:

6,114,653