

SH06

Notice of cancellation of shares

4

Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's share capital immediately following the cancellation.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
GBP (£)	Ordinary	1,256,398,507	125,639,850.70	
GBP (£)	Dlc Dividend	1	£0.10	
GBP (£)	Special Voting	1	£0.10	
Totals		1,256,398,509	125,639,850.90	£0.00

Currency table B				
Totals				

Currency table C				
Totals				

Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
		1,256,398,509	125,639,850.90	£0.00

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

5 Statement of capital (prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 4**.

Class of share

£0.10 Ordinary

Prescribed particulars

①

The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

Class of share

£0.10 DLC Dividend

Prescribed particulars

①

The DLC Dividend Share does not confer on its holder any right: to vote or to attend or be heard at any General Meeting; to redemption or, in a winding-up, to repayment of capital; or subject to Article 8A (B), to participate in assets or profits of the Company; or to receive notices of any General Meetings. The holder of the DLC Dividend Share shall not be entitled to receive a dividend on the shares unless and until the conditions in Article 8A(B) have been satisfied.

Class of share

£0.10 Special Voting

Prescribed particulars

①

Rio Tinto plc had also issued one Special Voting Share of 10p in connection its dual listed companies ('DLC') merger with Rio Tinto Limited which was designed to place the shareholders of both companies in substantially the same position as if they held shares in a single enterprise owning all of the assets of both companies. The Special Voting Share facilitates the DLC shareholder voting structure.

① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation pages

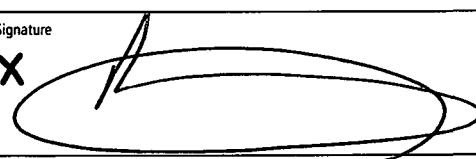
Please use a Statement of Capital continuation page if necessary.

6**Signature**

I am signing this form on behalf of the company.

Signature

Signature

X  X

This form may be signed by:

Director ②, Secretary, Person authorised ②, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

② Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

③ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	Company Secretariat									
Company name	Rio Tinto plc									
Address	6 St James's Square									
Post town	London									
County/Region										
Postcode	S	W	1	Y		4	A	D		
Country	UK									
DX										
Telephone	020 7781 1773									

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have completed section 2.
- ☐ You have completed section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

**Important information**

Please note that all information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

**Further information**

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

Statement of capital

Complete a separate table for each currency.

Totals

SH06 - continuation page

Notice of cancellation of shares

5 Statement of capital (prescribed particulars of rights attached to shares) ^①

Class of share	
Prescribed particulars	① Prescribed particulars of rights attached to shares The particulars are: a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. A separate table must be used for each class of share.