

7 December 2012

**Rio Tinto Finance plc**

**Issue of £500,000,000 4.000 per cent. Instruments due 2029  
guaranteed by Rio Tinto plc and Rio Tinto Limited (ACN 004 458 404)  
under the U.S.\$10,000,000,000  
Programme for Issuance of Debt Instruments**

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 18 April 2012 and the supplement to the Base Prospectus dated 29 October 2012 which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "Prospectus Directive") as amended (which includes the amendments made by Directive 2010/73/EU (the "2010 PD Amending Directive") to the extent that such amendments have been implemented in a relevant Member State). This document constitutes the Final Terms of the Instruments described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer, the Guarantors and the offer of the Instruments is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus and the supplement to the Base Prospectus are and, in the case of Instruments listed on the Official List of the Luxembourg Stock Exchange and admitted to trading on the Luxembourg Stock Exchange's regulated market, the applicable Final Terms will also be published on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).

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|----|------|-----------------------------------|--|
| 1. | (i)  | Issuer:                           | Rio Tinto Finance plc  |
|    | (ii) | Guarantors:                       | Rio Tinto plc and Rio Tinto Limited  |
| 2. | (i)  | Series Number:                    | <b>2012/1</b>  |
|    | (ii) | Tranche Number:                   | 1  |
| 3. |      | Specified Currency or Currencies: | Sterling ("£")   |
| 4. |      | Aggregate Nominal Amount:         |  |
|    | (i)  | Series:                           | £500,000,000   |
|    | (ii) | Tranche:                          | £500,000,000   |
| 5. |      | Issue Price:                      | 99.824 per cent. of the Aggregate Nominal Amount   |
| 6. | (i)  | Specified Denominations:          | £100,000 and integral multiples of £1,000 in excess thereof up to and including £199,000. No Instruments in definitive form will be issued with a denomination above £199,000. |
|    | (ii) | Calculation Amount:               | £1,000   |
| 7. | (i)  | Issue Date:                       | 11 December 2012   |
|    | (ii) | Interest Commencement Date:       | Issue Date   |

8.	Maturity Date:	11 December 2029
9.	Interest Basis:	4.000 per cent. Fixed Rate (further particulars specified below)
10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest Basis or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	Date Board approval for issuance of Instruments and Chairman's Committee approval for Guarantee obtained:	25 October 2012 and 29 March 2012, respectively
14.	Method of distribution:	Syndicated

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

15.	Fixed Rate Instruments Provisions	Applicable
(i)	Rate of Interest:	4.000 per cent. per annum payable annually in arrear
(ii)	Interest Payment Date(s):	11 December in each year up to and including the Maturity Date
(iii)	Fixed Coupon Amount(s):	£40 per Calculation Amount
(iv)	Broken Amount(s):	Not Applicable
(v)	Day Count Fraction:	Actual/Actual (ICMA)
(vi)	Determination Date(s):	11 December in each year
(vii)	Other terms relating to the method of calculating interest for Fixed Rate Instruments:	None
16.	Floating Rate Instruments Provisions	Not Applicable
17.	Zero Coupon Instruments Provisions	Not Applicable
18.	Index Linked Interest Instruments Provisions	Not Applicable
19.	Dual Currency Interest Instruments Provisions	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

20.	Issuer Call:	Not Applicable
21.	Investor Put pursuant to Condition 8.4:	Not Applicable
22.	Put Event:	Not Applicable

23. Final Redemption Amount: £1,000 per Calculation Amount
24. Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons, pursuant to Condition 8.5 or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition 8.6): As per Condition 8.6

#### **GENERAL PROVISIONS APPLICABLE TO THE INSTRUMENTS**

25. (a) Form of Instruments: Temporary Global Instrument exchangeable for a Permanent Global Instrument which is exchangeable for Definitive Instruments in the limited circumstances specified in the Permanent Global Instrument
- (b) Instrument in New Global Note (NGN) form: Yes
26. Additional Financial Centre(s) or other special provisions relating to Payment Dates: TARGET2
27. Talons for future Coupons or Receipts to be attached to Definitive Instruments (and dates on which such Talons mature): No
28. Details relating to Partly Paid Instruments: amount of each payment comprising the Issue Price and date on which each payment is to be made and, if different from those specified in the Temporary Global Instruments, consequences of failure to pay, including any right of the Issuer to forfeit the Instruments and interest due on late payment: Not Applicable
29. Details relating to Instalment Instruments:
- (i) Instalment Amount(s): Not Applicable
- (ii) Instalment Date(s): Not Applicable
30. Redenomination: Redenomination not applicable
31. Other final terms: Not Applicable

#### **DISTRIBUTION**

32. (i) If syndicated, names of Managers: *Joint Active Bookrunners*  
Barclays Bank PLC  
Deutsche Bank AG, London Branch  
RBC Europe Limited

*Joint Passive Bookrunners*  
Mitsubishi UFJ Securities International plc  
UBS Limited

- (ii) Date of Subscription Agreement: 7 December 2012
- (iii) Stabilising Manager (if any): Barclays Bank PLC
33. If non-syndicated, name of relevant Dealer: Not Applicable
34. Additional selling restrictions: Not Applicable

#### **LISTING AND ADMISSION TO TRADING APPLICATION**

These Final Terms comprise the final terms required for the issue and listing on the Official List of the Luxembourg Stock Exchange and admission to trading on the Luxembourg Stock Exchange's regulated market of the Instruments described herein pursuant to the U.S.\$10,000,000,000 Programme for the Issuance of Debt Instruments of Rio Tinto Finance Limited and Rio Tinto Finance plc.

#### **RESPONSIBILITY**

The Issuer and the Guarantors accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:   
.....  
*Duly authorised*

Signed on behalf of Rio Tinto plc:

By:   
.....  
*Duly authorised*

Signed on behalf of Rio Tinto Limited:

By:   
.....  
*Duly authorised*



## **PART B – OTHER INFORMATION**

### **1. LISTING AND ADMISSION TO TRADING**

- (i) Listing: Application has been made for the Instruments to be listed on the Official List of the Luxembourg Stock Exchange with effect from 11 December 2012.
- (ii) Admission to trading: Application has been made for the Instruments to be admitted to trading on the Luxembourg Stock Exchange's regulated market.
- (iii) Estimate of total expenses related to admission to trading: €10,090

### **2. RATINGS**

The following ratings reflect ratings assigned to Instruments of this type issued under the Programme generally: A3 (stable) by Moody's Investors Service, Inc. ("Moody's") and A- (stable) by Standard & Poor's Credit Market Services France SAS ("S&P").

Moody's is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009 (as amended) (the "CRA Regulation"). The ratings have been endorsed by Moody's Investors Service Ltd. in accordance with the CRA Regulation. Moody's Investors Service Ltd. is established in the European Union and registered under the CRA Regulation. As such Moody's Investors Service Ltd. is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation. The European Securities Markets Authority has indicated that ratings issued in the United States which have been endorsed by Moody's Investors Service Ltd. may be used in the EU by the relevant market participants.

S&P is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended). As such S&P is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with such Regulation.

### **3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Instruments has an interest material to the offer.

### **4. YIELD**

Indication of yield: 4.014 per cent. (annual)

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### **5. OPERATIONAL INFORMATION**

- (i) ISIN Code: XS0863076930
- (ii) Common Code: 086307693

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|-------|--|---|
| (iii) | Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): | Not Applicable  |
| (iv)  | Delivery:  | Delivery against payment  |
| (v)   | Names and addresses of additional Paying Agent(s) (if any):  | Not Applicable  |
| (vi)  | Intended to be held in a manner which would allow Eurosystem eligibility:  | <p>Yes</p> <p>Note that the designation "yes" simply means that the Instruments are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Instruments will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.</p> |