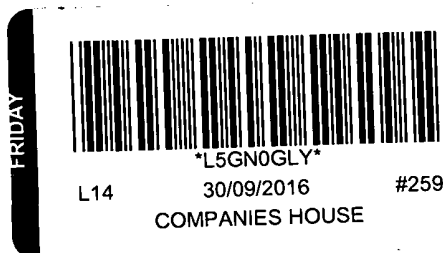


Registered number: 6404791

RTA HOLDCO 4 LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2015



RTA HOLDCO 4 LIMITED

COMPANY INFORMATION

DIRECTORS	M D Andrewes J T C Slade R A Avery
COMPANY SECRETARY	H C Day
REGISTERED NUMBER	6404791
REGISTERED OFFICE	6 St James's Square London SW1Y 4AD
INDEPENDENT AUDITOR	Grant Thornton UK LLP Statutory Auditor, Chartered Accountants Grant Thornton House Melton Street Euston Square London NW1 2EP

RTA HOLDCO 4 LIMITED

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RTA HOLDCO 4 LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2015

INTRODUCTION

RTA Holdco 4 Limited (the "Company") is a wholly owned subsidiary of Rio Tinto International Holdings Limited and a member of the Rio Tinto Group (the "Group"). The Company is an intermediate holding company for the Group. The company is incorporated and domiciled in the United Kingdom and is a company limited by shares.

BUSINESS REVIEW

The Company was released by its parent from an obligation to repay a loan of \$471,335,000 and participated in Rio Tinto Group initiatives during the year to refinance it and its Australian businesses.

On 29 July 2015 the Company issued a further 810,000,000 ordinary shares of \$0.732816 each, for a total consideration of \$593,581,000, to its immediate parent company Rio Tinto International Holdings Limited. These funds were used to purchase additional shares issued by a subsidiary (see below).

On 29 July 2015 the Company increased its investment in RTA Holdco Australia 1 Pty by a total of A\$810,000,000 (\$593,581,000) through the purchase of additional shares issued by that company.

The directors review the value of the Company's investments at each year end. As a result of these reviews impairment losses of \$361,233,000 (2014: \$80,857,000) have been provided for in these financial statements.

PRINCIPAL RISKS AND UNCERTAINTIES

The Company's principal risks and uncertainties are integrated with those of the Group and are not managed separately. The Group's risk factors and policies for financial risk management are also discussed in its 2015 Annual Report which does not form part of this report.

FINANCIAL KEY PERFORMANCE INDICATORS

The Company's directors are of the opinion that there are no meaningful financial or other key performance indicators that would be necessary or appropriate for an understanding of the development, performance or position of the Company's activities.

This report was approved by the board and signed on its behalf.



H C Day
Secretary

Date: 29 September 2016

RTA HOLDCO 4 LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2015

The directors present their report and the financial statements for the year ended 31 December 2015.

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Strategic report, the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. Under Company law the directors must not approve the financial statements unless satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

RESULTS AND DIVIDENDS

The loss for the year, after taxation, amounted to \$365,047,000 (2014 - loss \$85,881,000) and has been transferred to reserves.

No dividend was paid or proposed during the year (2014: \$nil).

DIRECTORS

The directors who served during the year and to the date of this report were:

M D Andrewes
J T C Slade
R A Avery (appointed 17 April 2015)
D G Witthoft (resigned 17 April 2015)

RTA HOLDCO 4 LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2015**

INDEMNITIES AND INSURANCE

The Articles of Association of the Company's ultimate parent, Rio Tinto plc, provides for it to indemnify, to the extent permitted by law, its officers of wholly owned subsidiaries against liabilities arising from the conduct of the Rio Tinto Group's business. The directors and the company secretary of Rio Tinto plc and certain serving employees serving as directors of certain subsidiaries, at the Group's request, have been indemnified in accordance with these provisions. Mr Andrewes was indemnified by Rio Tinto plc in June 2014 by virtue of his directorships of the finance companies wholly owned by Rio Tinto plc. No amount has been paid under any of these indemnities during the year.

The Group has purchased directors' and officers' insurance during the year to indemnify individual directors' and officers' personal legal liability and costs for claims arising out of actions taken in connection with the Group's business.

FUTURE DEVELOPMENTS

The Company's future developments are integrated with those of the Group which are discussed in its 2015 Annual Report which does not form part of this report.

DISCLOSURE OF INFORMATION TO AUDITOR

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

AUDITOR

Under section 487(2) of the Companies Act 2006, Grant Thornton UK LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

This report was approved by the board and signed on its behalf.



M D Andrewes
Director

Date: 29 September 2016

6 St James's Square
London
SW1Y 4AD

RTA HOLDCO 4 LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF RTA HOLDCO 4 LIMITED

We have audited the financial statements of RTA Holdco 4 Limited for the year ended 31 December 2015 which comprise the balance sheet, the statement of comprehensive income, the statement of changes in equity and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including Financial Reporting Standard 101 'Reduced Disclosure Framework'.

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an Auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As explained more fully in the Directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2015 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

RTA HOLDCO 4 LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF RTA HOLDCO 4 LIMITED

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Grant Thornton UK LLP

Richard Hagley (Senior statutory auditor)

for and on behalf of

Grant Thornton UK LLP

Statutory Auditor, Chartered Accountants

Grant Thornton House
Melton Street
Euston Square
London
NW1 2EP

Date:

RTA HOLDCO 4 LIMITED

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2015

	Note	2015 \$000	2014 \$000
Amounts written off investments	6	(361,233)	(80,857)
Interest payable and similar charges	4	(3,814)	(4,024)
		<hr/>	<hr/>
Loss on ordinary activities before taxation		(365,047)	(84,881)
Taxation on loss on ordinary activities	5	-	(1,000)
		<hr/>	<hr/>
Loss for the financial year		(365,047)	(85,881)
Other comprehensive income		-	-
		<hr/>	<hr/>
Total comprehensive income for the year		<hr/> (365,047) <hr/>	<hr/> (85,881) <hr/>

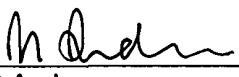
The notes on pages 9 to 15 form part of these financial statements.

RTA HOLDCO 4 LIMITED
REGISTERED NUMBER:6404791

BALANCE SHEET
AS AT 31 DECEMBER 2015

	Note	2015 \$000	2014 \$000
Fixed assets			
Investments	6	2,498,495	2,266,147
Current liabilities			
Creditors: Amounts falling due within one year	8	(1,873,905)	(2,341,426)
Net assets / (liabilities)		<u>624,590</u>	<u>(75,279)</u>
Capital and reserves			
Called up share capital	9	2,263,581	1,670,000
Share premium account		630,155	630,155
Capital reserve	10	471,335	-
Profit and loss account		(2,740,481)	(2,375,434)
Shareholders' funds / (deficit)		<u>624,590</u>	<u>(75,279)</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:


M D Andrewes
Director

Date: 29 September 2016

The notes on pages 9 to 15 form part of these financial statements.

RTA HOLDCO 4 LIMITED

**STATEMENT OF CHANGES IN EQUITY
AS AT 31 DECEMBER 2015**

	Share capital \$000	Share premium \$000	Capital reserve \$000	Retained earnings \$000	Total equity \$000
At 1 January 2015	1,670,000	630,155	-	(2,375,434)	(75,279)
Comprehensive income for the year					
Loss for the year	-	-	-	(365,047)	(365,047)
Contributions by and distributions to owners					
Shares issued during the year	593,581	-	-	-	593,581
Capital contribution	-	-	471,335	-	471,335
At 31 December 2015	2,263,581	630,155	471,335	(2,740,481)	624,590

**STATEMENT OF CHANGES IN EQUITY
AS AT 31 DECEMBER 2014**

	Share capital \$000	Share premium \$000	Retained earnings \$000	Total equity \$000
At 1 January 2014	-	630,155	(2,289,553)	(1,659,398)
Comprehensive income for the year				
Loss for the year	-	-	(85,881)	(85,881)
Contributions by and distributions to owners				
Shares issued during the year	1,670,000	-	-	1,670,000
At 31 December 2014	1,670,000	630,155	(2,375,434)	(75,279)

The notes on pages 9 to 15 form part of these financial statements.

Share capital represents the nominal value of shares issued by the Company.

Share premium represents the value in excess of nominal value received by the Company in consideration for issuing its shares.

Capital reserve represents a capital contribution received by the Company in the form of a loan payable being forgiven by its parent.

Retained earnings represents the accumulated profits and losses reported by the Company in the current and all previous years.

RTA HOLDCO 4 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

1. ACCOUNTING POLICIES

1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Company has transitioned from the previously extant UK Generally Accepted Accounting Practice (UK GAAP) to Financial Reporting Standard 101 "Reduced Disclosure Framework" ('FRS 101'), for all periods presented. There were no measurement or recognition adjustments for the Company on the adoption of FRS 101.

The financial statements have been prepared using the historical cost convention, and in accordance with the Companies Act 2006. The financial statements have been prepared on a going concern basis.

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

The Company is a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements are therefore separate financial statements.

The financial statements are presented in US dollars and all amounts are rounded to the nearest thousand (\$ 000) unless otherwise stated.

1.2 FINANCIAL REPORTING STANDARD 101 - REDUCED DISCLOSURE EXEMPTIONS

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member
- the requirements of paragraphs 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

Where required, equivalent disclosures are given in the Rio Tinto Group consolidated financial statements that can be obtained as set out in Note 12.

1.3 GOING CONCERN

The directors consider that use of the going concern basis of accounting is appropriate. In arriving at this conclusion they have considered the Company's activities, future plans and possible events that could threaten the appropriateness of using the going concern basis and they have received an undertaking from the Company's parent that it will not seek repayment of a loan outstanding until the Company has sufficient funds to do so.

RTA HOLDCO 4 LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2015**

1. ACCOUNTING POLICIES (continued)

1.4 VALUATION OF INVESTMENTS

Investments in subsidiaries are measured at cost less accumulated impairment.

1.5 CREDITORS

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

1.6 FOREIGN CURRENCY TRANSLATION

Functional and presentation currency

The Company's functional and presentational currency is USD.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss account.

1.7 TAXATION

Current tax, including UK corporation tax and overseas tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

RTA HOLDCO 4 LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2015

2. JUDGMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the financial statements requires management to make assumptions, judgements and estimates and to use judgement in applying accounting policies and in making critical accounting estimates. These judgements, estimates and assumptions are based on management's best knowledge of the relevant facts and circumstances, having regard to previous experience, but actual results may differ materially from the amounts included in the financial statements.

In preparing these financial statements, the directors have had to make judgements regarding the review of investment carrying values, impairment charges and reversals. Investment values (note 6) are reviewed at least annually for signs of impairment. Events or changes in circumstances can give rise to significant impairment charges or reversals of impairment. The value of the Company's investments is also sensitive to changes in long term estimates of alumina, aluminium and other commodity costs, closure costs and discount rates.

3. LOSS ON ORDINARY ACTIVITIES

The loss on ordinary activities is stated after providing for an impairment charge against investment values of \$361,233,000 (2014 - \$80,857,000) as detailed in Note 6.

The Company has no employees. The directors did not receive any remuneration (2014 - \$nil). The directors are remunerated by other Group companies for their services to the Group as a whole.

The auditor's remuneration of \$3,427 (2014 - \$3,240) is borne by a fellow Group undertaking.

4. INTEREST PAYABLE AND SIMILAR CHARGES

	2015	2014
	\$000	\$000
Interest payable on loans from Group undertakings	3,814	4,024

RTA HOLDCO 4 LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2015**

5. TAXATION

	2015 \$000	2014 \$000
Corporation tax		
Current tax on loss for the year	-	1,000

FACTORS AFFECTING TAX CHARGE FOR THE YEAR

The tax assessed for the year is higher than (2014 - higher than) the standard rate of corporation tax in the UK of 20.25% (2014 - 21.5%). The differences are explained below:

	2015 \$000	2014 \$000
Loss on ordinary activities before tax	(365,047)	(84,881)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 20.25% (2014 - 21.5%)	(73,922)	(18,249)
Effects of:		
Non-tax deductible impairment	73,150	17,384
Adjustments to tax charge in respect of prior periods	-	1,000
Group relief surrendered for nil value	772	865
Total tax charge for the year	-	1,000

FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

The UK Corporation tax rate was reduced from 21% to 20% with effect from 1 April 2015. In the 2015 Summer Finance Bill, the government announced a reduction in the rate to 19% from 1 April 2017, and a further reduction to 18% from 1 April 2020. These rates were substantively enacted on 26 October 2015.

RTA HOLDCO 4 LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2015

6. FIXED ASSET INVESTMENTS

	Investments in subsidiary companies \$000
Cost or valuation	
At 1 January 2015	4,626,139
Additions	593,581
At 31 December 2015	<u>5,219,720</u>
Impairment	
At 1 January 2015	2,359,992
Charge for the period	361,233
At 31 December 2015	<u>2,721,225</u>
At 31 December 2015	<u>2,498,495</u>
At 31 December 2014	<u>2,266,147</u>

On 29 July 2015 the Company increased its investment in RTA Holdco Australia 1 Pty by a total of A\$810,000,000 (\$593,581,000) through the purchase of additional shares issued by that company. The directors review the value of the Company's investments at each year end. As a result of these reviews impairment losses of \$361,233,000 (2014: \$80,857,000) have been provided in these accounts.

RTA HOLDCO 4 LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2015**

7. PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The following were subsidiary, associate and joint venture undertakings of the Company:

Name and country of incorporation		Class of shares	Holding
a. Directly Owned Subsidiaries			
RTA Holdco Australia 1 Pty Ltd	Australia	AUD755,000,004.00 Ordinary shares	100%
		AUD2.00 Ordinary shares	100%
		AUD1.672341 Ordinary shares	100%
		AUD Ordinary shares	100%
		AUD Ordinary shares	100%
RTA Holdco Australia 5 Pty Ltd	Australia	AUD2.00 Ordinary shares	100%
b. Indirectly Owned Subsidiaries			
Alcan Gove Development Pty Limited	Australia	AUD1.00 Ordinary shares	100%
Alcan Gove Pty Limited	Australia	AUD1.00 Class A Shares	100%
		AUD1.00 Class B Shares	100%
Alcan Gove Superannuation Pty Limited	Australia	AUD1.00 Ordinary shares	100%
Alcan Holdings Australia Pty Limited	Australia	AUD1.00 Class A Shares	100%
		AUD1.00 Ordinary shares	100%
Alcan Northern Territory Alumina Pty Limited	Australia	AUD1.00 Ordinary shares	100%
Alcan South Pacific Pty Ltd	Australia	AUD1.00 Ordinary shares	100%
Gove Aluminium Ltd	Australia	AUD1.00 A Non Redeemable Preference shares	100%
		AUD100.00 A Redeemable Preference shares	100%
		AUD1.801851 Ordinary shares	100%
		AUD1.00 Ordinary shares	100%
Rio Tinto Alcan Technology Pty Ltd	Australia	AUD1.00 Ordinary shares	100%
RTA AAL Australia Limited	Australia	AUD1,000.00 Ordinary shares	100%
		AUD1,000.00 Ordinary shares	100%
		AUD1.00 ordinary shares	100%
		AUD1.00 Ordinary 1 shares	100%
Swiss Aluminium Australia Limited	Australia	AUD1.00 Ordinary shares	100%
		AUD1,000.00 Stock Unit Shares A	100%
		AUD999.00 Stock Unit Shares C	100%
		AUD997.00 Stock Unit Shares C	100%
Trans Territory Pipeline Pty Limited	Australia	AUD1.00 Ordinary shares	100%
Name and country of incorporation		Principal place of business address	Holding
c. Joint venture			
Queensland Alumina Limited	Australia	Plant Operations Building, Parsons Point, Gladstone QLD 4680	41.39%

RTA HOLDCO 4 LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2015**

8. CREDITORS: Amounts falling due within one year

	2015 \$000	2014 \$000
Amounts owed to Group undertakings	1,873,905	2,341,426

Amounts owed to Group undertakings are charged interest based upon US Dollar LIBOR and are repayable on demand.

9. SHARE CAPITAL

	2015 \$000	2014 \$000
Allotted, called up and fully paid		
1,670,000,101 Ordinary Shares shares of \$1 each	1,670,000	1,670,000
810,000,000 Ordinary Shares shares of \$0.732816 each	593,581	-
	<u>2,263,581</u>	<u>1,670,000</u>

On 29 July 2015 the Company issued a further 810,000,000 ordinary shares of \$0.732816 each, for a total consideration of \$593,581,000, to its immediate parent company Rio Tinto International Holdings Limited. These funds were used to purchase additional shares issued by its subsidiary RTA Holdco Australia 1 Pty Limited.

10. RESERVES

The Capital Reserve of \$471,335,000 was created because the Company was released by its parent from an obligation to repay a loan. This loan forgiveness is considered to be a capital contribution to the Company and so has been accounted for through reserves.

11. RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption contained within paragraph 8(k) of FRS101 and has not disclosed transactions entered into with wholly-owned Group companies.

12. CONTROLLING PARTY

The immediate parent undertaking is Rio Tinto International Holdings Limited. The ultimate parent undertaking and controlling party is Rio Tinto plc, which is the parent undertaking of the smallest and largest group to consolidate these financial statements. The Group's consolidated financial statements can be obtained from the registered office at 6 St James's Square, London SW1Y 4AD, or from the Rio Tinto website at www.riotinto.com.