

Edgar Filing: RIO TINTO PLC - Form 425

RIO TINTO PLC
Form 425
May 13, 2008

Filed by: BHP Billiton Plc

and BHP Billiton Limited

Pursuant to Rule 425 under the Securities Act of 1933

Subject Company: Rio Tinto plc

Commission File No.: 001-10533

The following are slides comprising a presentation that was given by Marius Kloppers, Chief Executive Officer, BHP Billiton to the Merrill Lynch Global Metals, Mining & Steel Conference on May 13, 2008.

Merrill Lynch Global Metals, Mining & Steel
Conference
BHP Billiton: Resourcing the Future
Marius Kloppers, Chief Executive Officer
13 May 2008

Slide 1
Disclaimer
This
document
has
been
prepared

by
BHP
Billiton
Limited
and
BHP
Billiton
Plc
(BHP
Billiton")
and
comprises
the
written
materials/slides
for
a
presentation
concerning
BHP
Billiton's
offers
for
Rio
Tinto Limited and Rio Tinto plc (Rio Tinto). By reviewing/attending this presentation you agree to be bound by the following.
The directors of BHP Billiton accept responsibility for the information contained in this presentation. Having taken all reasonable care to ensure that
this
presentation
is,
to
the
best
of
the
knowledge
and
belief
of
the
directors
of
BHP
Billiton,
in
accordance
with
the
facts
and
contains

no
omission
likely
to
affect
its
import.

Subject to the above, neither BHP Billiton nor any of its directors, officers, employees or advisers nor any other person makes accordingly no reliance should be placed on, the fairness, accuracy or completeness of the information contained in the present law, neither BHP Billiton nor any of its directors, officers, employees or advisers nor any other person shall have any liability directly or indirectly, from any use of this information or its contents or otherwise arising in connection therewith.

This presentation is for information purposes only and does not constitute or form part of any offer or invitation to acquire, sell

or
otherwise
dispose
of,
purchase
or
subscribe
for,
any
securities,
nor
does
it
constitute
investment
advice,
nor
shall
it
or
any
part
of
it
nor
the
fact
of
its
distribution
form
the
basis
of,
or
be
relied
on

in connection with, any contract or investment decision, nor does it constitute a proposal to make a takeover bid or the solicitation of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction (or under an exemption from such requirements). No offering of securities shall be made into the United States except pursuant to registration exemption therefrom.

Neither this presentation nor any copy of it may be taken or transmitted or distributed or redistributed (directly or indirectly) in restricted by law and persons into whose possession this document comes should inform themselves about, and observe, any such information about Rio Tinto is based on public information which has not been

independently
verified.

This presentation is directed only at persons who (i) are persons falling within Article 49(2)(a) to (d) ("high net worth companies")

Markets

Act

2000

(Financial
Promotion)

Order

2005

(as
amended)

(the
"Order")

or

(ii)

have

professional

experience

in

matters

relating

to

investments

falling

within

Article

19(5)

of

the

Order

or

(iii)

are outside the United Kingdom (all such persons being referred to as "relevant persons"). This presentation must not be acted upon

Certain statements in this presentation are forward-looking statements. The forward-looking statements include statements regarding

timing of development projects, future production volumes, increases in production and infrastructure capacity, the identification of

and, without limitation, other statements typically containing words such as "intends", "expects", "anticipates", "targets", "plans to

statements speak only as at the date of this presentation. These statements are based on current expectations and beliefs and, but for

risks and uncertainties that could

Slide 2

Disclaimer (continued)

cause actual results, performance and achievements to differ materially from any expected future results, performance or achievements.

The forward-looking statements are based on numerous assumptions regarding BHP Billiton's present and future business strategies.

operate in the future and such assumptions may or may not prove to be correct.

There

are

a
number
of
factors
that
could
cause
actual
results
or
performance
to
differ
materially
from
those
expressed
or
implied
in
the
forward-looking
statements.
Factors
that
could
cause
actual
results
or
performance
to
differ
materially
from
those
described
in
the
forward-looking
statements
include,
but
are
not
limited
to,
BHP
Billiton's
ability

to
successfully
combine
the
businesses
of
BHP

Billiton and Rio Tinto and to realise expected synergies from that combination, the presence of a competitive proposal in relation to the proposed transaction, including the receipt of required regulatory and anti-trust approvals, Rio Tinto's willingness to enter into any proposed transaction as

additional
factors
such
as
changes
in
global,
political,
economic,
business,
competitive,
market
or
regulatory
forces,
future
exchange
and
interest
rates,
changes
in
tax
rates,
future
business
combinations
or
dispositions
and
the
outcome
of
litigation
and
government
actions.
Additional
risks
and

factors
that
could
cause
BHP
Billiton
results
to
differ
materially
from
those
described
in
the
forward-looking
statements

can
be
found
in
BHP
Billiton's
filings
with
the
US
Securities
and
Exchange
Commission
(the
"SEC"),
including

BHP
Billiton's
Annual
Report
on
Form
20-F
for
the
fiscal

year-ended June 30, 2007, and Rio Tinto's filings with the SEC, including Rio Tinto's Annual Report on Form 20-F for the fiscal year ended June 30, 2007, on the company's website.

(<http://www.sec.gov>).

Other
unknown
or

unpredictable
factors
could
cause
actual
results
to
differ
materially
from
those
in
the
forward-looking
statements.

The
information
and
opinions

expressed in this presentation are subject to change without notice and BHP Billiton expressly disclaims any obligation (except under the listing rules of the London Stock Exchange, the UK Takeover Panel, or the listing rules of ASX Limited) or undertaking to disseminate any updates that may reflect any change in BHP Billiton's expectations with regard thereto or any change in events, conditions or circumstances on which

None of the statements concerning expected cost savings, revenue benefits (and resulting incremental EBITDA) and EPS accretion in this presentation should be interpreted to mean that the future

earnings per share of the enlarged BHP Billiton group for current and future financial years will necessarily match or exceed the actual estimated cost savings and revenue benefits (and resulting EBITDA enhancement) may be materially greater or less than

The
SEC
generally
permits
mining
companies
in
their
filings
with
the
SEC
to
disclose
only
those
mineral
deposits
that
the
company
can
economically
and
legally
extract.
Certain
terms
in
this

presentation, including "resource", would not generally be permitted in an SEC filing. The material denoted by such terms is in Industry Guide 7, and there can be no assurance that BHP Billiton will be able to convert such material to proven or probable reserves. Investors should refer to its Annual Report on Form 20-F for the fiscal year ended June 30, 2007, for its most recent statement of material

Information
Relating
to
the
US
Offer
for
Rio
Tinto
plc

BHP Billiton plans to register the offer and sale of securities it would issue to Rio Tinto plc US shareholders and Rio Tinto plc US shareholders (the "Offer"), which will contain a prospectus (the "Prospectus"), as well as other relevant materials. No such prospectus or any Registration Statement or Prospectus that BHP Billiton may file with the SEC.

U.S.
INVESTORS

AND
U.S.
HOLDERS
OF
RIO
TINTO
PLC
SECURITIES
AND
ALL
HOLDERS
OF
RIO
TINTO
PLC
ADSs
ARE
URGED
TO
READ
ANY
REGISTRATION
STATEMENT,
PROSPECTUS
AND
ANY
OTHER
DOCUMENTS
MADE
AVAILABLE
TO
THEM
AND/OR
FILED
WITH
THE
SEC
REGARDING
THE
POTENTIAL
TRANSACTION,
AS
WELL
AS
ANY
AMENDMENTS AND SUPPLEMENTS TO THOSE DOCUMENTS, WHEN THEY BECOME AVAILABLE BECAUSE T
Investors and security holders will be able to obtain a free copy of the Registration Statement and the Prospectus as well as oth
(<http://www.sec.gov>), once such documents are filed with the SEC. Copies of such documents may also be obtained from BHI

Slide 3
Disclaimer (continued)
Information
for
US
Holders
of

Rio
Tinto
Limited
Shares
BHP
Billiton
Limited
is
not
required
to,
and
does
not
plan
to,
prepare
and
file
with
the
SEC
a
registration
statement
in
respect
of
the
Rio
Tinto
Limited
Offer.

Accordingly,
Rio
Tinto
Limited

shareholders should carefully consider the following:

The Rio Tinto Limited Offer will be an exchange offer made for the securities of a foreign company. Such offer is subject to disclosure

of
those
of
the
United
States.
Financial
statements
included
in
the
document

will
be
prepared
in
accordance
with
foreign
accounting
standards
that
may
not
be
comparable
to
the
financial
statements of United States companies.

Information
Relating
to
the
US
Offer
for
Rio
Tinto
plc
and
the
Rio
Tinto
Limited
Offer
for
Rio
Tinto
shareholders
located
in
the
US

It may be difficult for you to enforce your rights and any claim
you may have arising under the U.S. federal securities laws, since the issuers are located in a foreign country, and some or all of
their
officers
and
directors
may
be

residents
of
foreign
countries.

You
may
not
be
able
to
sue
a
foreign
company
or
its
officers
or
directors
in
a
foreign
court
for
violations
of
the
U.S.

securities
laws. It may be difficult to compel a foreign company and its affiliates to subject themselves to a U.S. court's judgment.

You
should
be
aware
that
BHP
Billiton
may
purchase
securities
of
either
Rio
Tinto
plc
or
Rio
Tinto
Limited
otherwise

than
under
the
exchange
offer,
such
as
in
open
market
or
privately
negotiated purchases.

References
in
this
presentation
to
\$
are
to
United
States
dollars
unless
otherwise
specified.

Slide 4

Resourcing the future

Industry outlook and growth

Our strategy and management philosophy

Growth drivers

Conclusion

Slide 5

Demand growth expected to continue

Finished steel consumption

(kg/capita)

Source: World Bank; Government Statistics for Taiwan; IISI
GDP/Capita (Jan. 2008 Constant US Dollars)

0

200
400
600
800
1,000
1,200
0
5,000
10,000
15,000
20,000
25,000
30,000
35,000
40,000
45,000
50,000
China
India
Japan
Korea, Rep.
United States
Taiwan

Slide 6
0
200
400
600
800
1,000

1,200
1,400
1997
2007
0
2,000
4,000
6,000
8,000
10,000
12,000
1996
2006

China's resource demand is not limited to steel

0
150
300
450
600
750
900
1997
2007
0
3,000
6,000
9,000
12,000
15,000
18,000
1997
2007

Copper consumption (kt)
Nickel consumption (kt)
Imported Iron ore (mt)
Energy consumption (mtoe)

China
USA
Other

Notes:
Seaborne
iron
ore
demand
based
on
import
statistics

-
CRU

data
for
2007,
IISI
data
for
1997.
Energy
consumption
is
all
uses
of
coal,
gas,
oil
and
nuclear,
expressed
as
millions
tonnes
of
oil
equivalent,
2007 data not yet available.

Source: CRU, Brook Hunt, BP Statistical Review of World Energy (2007), IISI.

Slide 7
14
2008
2010
2012
2014
18

20

22

24

2016

2020

2018

12

16

0

Risk that copper supply gap will widen

Source: BHP Billiton; McKinsey analysis

Includes projects classified by Brook Hunt as probable

Demand at

mine level

Production from

existing mines

Additional probable

brownfield production

Demand unmet by

brownfield

Additional

probable brownfields

Contained Copper

Mt

Current mines

Slide 8

Significant price increases across all product groups

552%

512%

337%

Met. Coal

Manganese

Iron Ore

421%

228%

90%

Copper

Nickel

Aluminium

491%

346%

163%

Uranium

Oil

Energy Coal

a)

Metallurgical

coal

based

on

Peak

Downs/Goonyella/Hay

Point

FOB.

JFY2008

forecast

prices

calculated

based

on

206-240%

increase

above

JFY2007

benchmark

per

BHP

Billiton

announcement

9-Apr-2008.

b)

Manganese based on GEMCO lump ore contract FOB. JFY2008 prices based on recent manganese spot price settlement report

c)

Iron

ore

based

on

benchmark

FOB

prices.

JFY2008

forecast
prices
calculated
based
on
65-71%
increase
above
JFY2007
benchmark

per
Vale
settlement
for
Itabira
fines.

d)
Copper listed on the London Mercantile Exchange (LME)

e)
Nickel listed on the London Mercantile Exchange (LME)

f)
Aluminium listed on the London Mercantile Exchange (LME)

g)
Uranium NEUXCO spot prices

h)
WTI Crude Oil listed on the New York Mercantile Exchange (NYMEX)

i)
Energy Coal (Powder River Basin)

Carbon Steel Materials

Non-Ferrous

Energy

(a)

(b)

(c)

(d)

(e)

(f)

(g)

(h)

(i)

Slide 9
Resourcing the future
Industry outlook and growth
Our strategy and management philosophy
Growth drivers
Conclusion

Slide 10

Maintaining our commitment to our core strategy

Focus on Tier 1 assets that are large, low-cost, expandable and consistently profitable

Upstream focus and export-oriented commodities

A deep inventory of growth options

Portfolio diversified by commodity, geography and customer

Overriding commitment to ethics, safety, environment and community engagement

Employer of choice and a preferred partner

Slide 11

100

110

120

130

140

150

160

We have a strong track record of growth and delivery

Production Growth 2001 2007

(a)

(Index:

FY2001

production =

100)

BHP Billiton Ltd

(b)

(Index:

Jun-2001

=

100)

4.2

31-Dec-02

23.0

31-Dec-03

28.3

31-Dec-04

51.0

31-Dec-05

13.3

31-Dec-06

85.2

31-Oct-07

(c)

%

Period

Ended

Total BHP Shareholder

Return

(b)

FY05

FY04

FY03

FY07

FY02

FY06

BHP Billiton

CAGR 8%

Source: BHP Billiton production, interim and annual reports

a)

Production shown for the comparable 12 months ending 30-June for BHP Billiton. Converted to copper equivalent units using

b)

Source: IRESS. As at 31-Oct-2007. Total Shareholder Return (TSR) calculated as the increase in share value including dividends received by BHP Billiton Ltd shareholders in July 2002 were immediately sold with proceeds reinvested in BHP Billiton Ltd. I

c) 31-Oct-07 is the last undisturbed trading date for Rio Tinto prior to the BHP Billiton proposal

BHP Billiton

CAGR 30%

0
100
200
300
400
500
600
Jun-01
Jul-02
Jul-03
Aug-04
Aug-05
Sep-06
Oct-07

Slide 12

Corporate centre focuses on the things that matter

Ensures delivery of key directives including Zero
Harm, reputation & ethics

Monitors and measures business performance
Corporate Centre

Responsible for managing operations and delivering
efficiency

Delivers key directives

Plans and delivers down to EBIT level
Business Units

To deliver our strategy at scale we need a simple, accountable
organisation with global talent

Slide 13

Our globally diversified workforce enables deep understanding of operating contexts

Office location

GMC

located in offices

across the world

Our leadership team is
diversified across a
wide range of
nationalities
Business
Presidents

Slide 14
Resourcing the future
Industry outlook and growth
Our strategy and management philosophy
Growth drivers
Conclusion

Slide 15

Our portfolio is diversified and balanced across high margin commodities

Underlying EBITDA

(12 months, US\$bn)

Underlying EBITDA Margin

(a)

(CY2007, 12 months)

Note: Historical financial information has been restated for comparative purposes per note 1 of BHP Billiton's half-year financial statements. FY2002 EBITDA numbers are presented in accordance with UK GAAP whereas CY2007 is based on IFRS (so underlying EBITDA margin excludes third party sales).

a) EBITDA margin excludes third party sales.

Iron ore

75%

Manganese

Energy coal

Metallurgical coal

52%

52%

Diamond and

specialty products

Base metals

40%

43%

36%

Petroleum

70%

Stainless

steel materials

Aluminium

34%

23%

0

6,000

12,000

18,000

24,000

FY2002

CY2007

4,677

23,623

Iron Ore

Manganese

Met. Coal

Petroleum

Energy Coal

Aluminium

Base Metals

Stainless

Steel

Diamond & Specialty Products

Non

ferrous

(56%)

Energy

(21%)

Carbon

Steel

Materials
(22%)

Slide 16
Boffa/Santou
Refinery
2010
As at 2 May 2008
Proposed capital expenditure
SSM
Energy Coal
D&SP
Iron Ore
Base Metals
Petroleum
Met Coal
CSG
Manganese
Aluminium
2008
Execution
Pyrenees
Samarco
Neptune
Shenzi
Alumar

Atlantis
North
Klipspruit
GEMCO
Zamzama
Phase 2
2013
Feasibility
Guinea
Alumina
Guinea
Alumina
Worsley
E&G
Perseverance
Deeps
Maruwai
Stage 1
Douglas-
Middelburg
Mt Arthur
Coal UG
Future Options
Cliffs
Newcastle
Third Port
NWS
Angel
Nimba
Ekati
Canadian
Potash
WA Iron Ore
Quantum 1
CW Africa
Exploration
Angola
& DRC
WA Iron Ore
RGP 5
Macedon
Turrum
CMSA Heap
Leach 1
NWS
CWLH
Peak Downs
Exp
DRC
Smelter

Mad Dog
West
KNS
Exp
Hallmark
Corridor
Sands 1
Puma
Cerrejon
Opt Exp
Angostura
Gas
NWS
T5
Our Tier 1 project growth pipeline is attractive
Navajo
Sth
Bakhuis
Maruwai
Stage 2
NWS Nth
Rankin B
WA Iron Ore
RGP 4
Kipper
Antamina
Exp
Goonyella
Expansions
Olympic Dam
Expansion 3
Corridor
Sands 2
Knotty
Head
Maya
Nickel
Gabon
Daunia
RBM
Olympic Dam
Expansion 2
Browse
LNG
Resolution
Saraji
Saraji
Thebe
CMSA
Pyro Expansion

Cannington
Life Ext
SA Mn
Ore Exp
Wards
Well
Eastern
Indonesian
Facility
NWS
WFGH
Blackwater
UG
Olympic Dam
Expansion 1
CMSA Heap
Leach 2
Escondida
3rd Conc
Red Hill
UG
GEMCO
Exp
Samarco 4
Shenzi
Nth
Neptune
Nth
MKO
Talc
Scarborough
Caroona
Kennedy
WA Iron Ore
Quantum 2
\$2bn+
\$501m-\$2bn
<\$500m

Slide 17

Source: BHP Billiton 2007 Annual Report, 2008 Interim Financial Results Announcement, Goldman Sachs JBWere Research

Note:

(a)

Iron equivalent production based on coking coal and manganese production converted to iron ore equivalent tons. Prices estimated from EBIT from Iron Ore, Coking Coal and Manganese. Production calculated on BHP Billiton figures for the last twelve months, c
Our Carbon Steel Materials assets are Tier 1

Significant producer of Carbon
Steel Materials (Iron Ore, Coking
Coal and Manganese)

Resource and mineralisation that
supports production for more than
50 years in both Coking Coal and
Iron Ore

Large high grade ore bodies,
concentrated around key
infrastructure

Very low cost curve position and
close proximity to Asian growth
market

First class project development
and production growth record

Attractive infrastructure

Iron Ore

Coking Coal

Manganese

27.4

103.5

62.5

Iron

ore

equivalent

(a)

production

(mt) (CY 2007)

193.3

1.1

0.6

3.0

4.7

Underlying EBIT

(12 months, US\$bn)

Slide 18

We are a significant independent petroleum player with a strong growth pipeline

Source: BHP Billiton estimates

Key growth pipeline

Project

Stybarrow

Genghis Khan

Atlantis

Zamzama

Neptune

Train 5 NWS

LNG

Shenzi

Pyrenees

Stage

Online

Online

Online

Online

2Q CY2008

Expansion late

2008

Start up mid-2009

Start-up 2010

BHP Billiton

% interest

50.00

44.00

44.00

38.50

35.00

16.67

44.00

71.43

Significant further growth options in Gulf of Mexico (U.S.), and Western Australia

0

50

100

150

200

FY07

FY08E

FY09E

FY10E

FY11E

Liquid

Gas

Petroleum net production forecast
(mmboe/yr)

Slide 19

0

200

400

600

800

1,000

1,200

1,400

1,600

FY91

FY92

FY93

FY94

FY95

FY96

FY97

FY98

FY99

FY00

FY01

FY02

FY03

FY04

FY05

FY06

FY07

FY08

Escondida

Norte +

Sulphide Leach

Phase IV + Laguna

Seca Concentrator

Oxide Plant Expansion

Phase 3.5 +

Oxide Plant

Phase III

Phase I + II

Copper production at Escondida

(Tonnes, 000)

Source: BHP Billiton estimates

The value of Tier 1 assets is the ability to expand production

Original plan: 320kt of copper a year

Slide 20
20
180
150
190
190
730

Staged development of Olympic Dam will unlock significant value

Staged development . . .

4.0 +

0.5

4.5

5

5

= 19

100 +

20

280

200

200

= 800

(a) Does

not

include

silvers

approximate

\$1

per

tonne

Source: Resources, metal grades and recover rates obtained from the BHP Billiton FY2007 Annual Report. Prices as at 30 April

Copper

kt p.a.

Gross average revenue yield per tonne

of

resource

(a)

(US\$)

. . . of an incredibly rich resource

29

Olympic Dam

Escondida

71

106

6

33

Uranium

kt p.a.

Gold

koz p.a.

Staged

development

concept

-

forecast

production

at

each
stage
Expansion stages
1.2&1.3
1.1
2.0
3.0
Today
Full
produc-
tion

Slide 21

BHP Billiton has an attractive growth profile of significant scale

Copper Equivalent Tonnes '000

Production in copper equivalent tonnes

Source: BHP Billiton analysis.

Similar methodology as per Rio Tinto 13 February 2008 presentation on an unrisksed basis.

CAGR 6.9%

Estimate

0

2,000

4,000

6,000

8,000

10,000

12,000

14,000

CY 07

CY 08

CY 09

CY 10

CY 11

CY 12

Slide 22

47%

37%

29%

64%

47%

37%

61%

14%

Iron Ore

Manganese

Met Coal

Copper

Stainless

Steel

Materials

Aluminium

Petroleum

Energy Coal

BHP Billiton's growth is focused on high margin commodities

Source: BHP Billiton analysis. EBIT margin excludes third party trading.

Note: BHP Billiton margins are actual CY07 margins.

Carbon Steel Materials

Non-Ferrous

Energy

Slide 23

Resourcing the future

Industry outlook and growth

Our strategy and management philosophy

Growth drivers

Conclusion

Slide 24

Conclusion

Strength, stability and growth

Strong pricing fundamentals due to increased demand and lagging supply

BHP

Billiton's
strategy
is
unchanged
-
a
diversified
upstream
portfolio
of
Tier
1,
large,
low-cost, expandable assets

BHP Billiton is well positioned to continue to create strong value for shareholders with a large project pipeline, focussed on high margin investments, which will deliver strong growth

The
Rio
Tinto
acquisition
can
generate
additional
value
for
both
sets
of
shareholders
and
is strongly aligned with BHP Billiton's strategy and management philosophy of simplicity, accountability and global talent

The combined organisation would deliver:

More production, faster and lower cost, an enhanced set of future growth options and quantifiable synergies -
\$3.7B in incremental EBITDA by year 7

A compelling 45% premium for Rio Tinto shareholders and participation in the world's largest mining company