

Edgar Filing: RIO TINTO PLC - Form 425

RIO TINTO PLC
Form 425
August 06, 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 on June 12, 2008 and subsequently amended. The amended version of this presentation has been posted to www.bhpbilliton.com, replacing the version that was originally posted there.

UBS Sharing Insights -
Resources
Marius Kloppers, Chief Executive Officer
12 June 2008
BHP Billiton: Resourcing the Future

Slide 2

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solicitation
of
any
vote
or
approval
in
any
jurisdiction,
nor
shall
there
be
any
sale
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
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whose
possession

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inform
themselves

about,
and
observe,

any
such
restrictions.

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") under the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the "Order") or (ii) have professional qualifications in the United Kingdom, the European Economic Area, the United States or any other jurisdiction.

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Certain statements in this presentation are forward-looking statements. The forward-looking statements include statements regarding reserves, savings, the cost and timing of development projects, future production volumes, increases in production and infrastructure capital expenditures, and

Reserves

and

Resources

and

project

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and, without

limitation,

other

statements

typically

containing

words

such

as

"intends",

"expects",

"anticipates",

"targets",

"plans",

"estimates" and words of similar import. These forward-looking statements speak only as at the date of this presentation. These statements and beliefs and, by their nature, are subject to a number of known and unknown risks and uncertainties that could cause actual results to differ materially from any expected future results, performance or achievements expressed or implied by such forward-looking statements. These statements are based on numerous assumptions regarding BHP Billiton's present and future business strategies and the environments in which BHP Billiton operates. Such assumptions may or may not prove to be correct.

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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 not limited to, the 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 Rio Tinto, satisfaction of any conditions to any proposed transaction, including the receipt of required regulatory and anti-trust approvals for the proposed transaction, the successful completion of any transaction, as well as additional factors such as changes in global, political and regulatory forces, future exchange and interest rates, changes in tax rates, future business combinations or dispositions and the like. Additional risks and factors that could cause BHP Billiton results to differ materially from those described in the forward-looking statements include:

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
December
31,
2007,
which
are
available
at
the
SEC's
website

(<http://www.sec.gov>). Other unknown or unpredictable factors could cause actual results to differ materially from those in the
opinions
expressed
in
this
presentation
are
subject
to
change
without
notice
and
BHP
Billiton
expressly
disclaims
any
obligation
(except
as
required
by
law
or
the
rules
of
the
UK

Listing Authority and the London Stock Exchange, the UK Takeover
Panel, or the listing rules of ASX Limited) or undertaking to disseminate any updates or revisions to any
forward-looking
statements

contained
herein
to
reflect
any
change
in
BHP
Billiton's
expectations with
regard
thereto
or any
change
in
events,
conditions
or
circumstances
on
which any such statement is based.

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Disclaimer

(continued)

No statement concerning expected cost savings, revenue benefits (and resulting incremental EBITDA) and EPS accretion in the future that the future earnings per share of the enlarged BHP Billiton group for current and future financial years will necessarily match the earnings per share of BHP Billiton, and the actual estimated cost savings

and revenue benefits (and resulting EBITDA enhancement) may be materially greater or less than estimated.

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 Registration Statement (the Registration Statement), which will contain a prospectus (the Prospectus), as well as other re been filed. This communication is not a substitute for 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

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ANY

REGISTRATION

STATEMENT, PROSPECTUS AND ANY OTHER DOCUMENTS MADE AVAILABLE TO THEM AND/OR FILED WITH THIS TRANSACTION, AS WELL AS ANY AMENDMENTS AND SUPPLEMENTS TO THOSE DOCUMENTS, WHEN THEY CONTAIN IMPORTANT INFORMATION.

Investors and security holders will be able to obtain a free copy of the Registration Statement and the Prospectus as well as other documents filed with the SEC's

website (<http://www.sec.gov>), once such documents are filed with the SEC. Copies of such documents may also be obtained from the SEC's website once they are filed with the SEC.

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 differences

different

from

those

of

the

United

States.

Financial
statements
included
in
the
document
will
be
prepared
in
accordance
with
foreign
accounting
standards
that
may
not
be

e 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 such litigation. 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.

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BHP Billiton: Resourcing the future

Today: The world's leading diversified resources company

Our past: A proven track record

Our future: The outlook is exciting

The offer for Rio Tinto

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With a diversified global portfolio

Aluminium

Base Metals

Diamonds & Specialty Products

Energy Coal

Iron Ore

Manganese

Metallurgical Coal

Petroleum

Stainless Steel Materials

Offices

Note: Location of dots indicative only

Stainless Steel Materials

#3 global nickel producer

Iron Ore

#3 global supplier

of seaborne iron ore

Manganese

#1 global supplier of

seaborne manganese ore

Metallurgical Coal

#1 global supplier of seaborne

traded metallurgical coal

Base Metals

#3 global producer of copper, silver and lead

Aluminium

#4 global producer of bauxite and #4 aluminium

company

based

on

net

third

party

sales

Energy Coal

#4 global supplier of seaborne

export thermal coal

Petroleum

A significant oil and gas exploration

and production business

Diamonds & Specialty Products

EKATI Diamond Mine is one of the world's

largest gem quality diamond producers.

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The world's largest diversified resources company

Sources: Bloomberg, Datastream.

a)

Rio Tinto undisturbed market cap as at 31-Oct-2007.

Top 10 metals and mining companies

(Market capitalisation as at 30-May-2008, US\$bn)

Vale

China

Shenhua

Anglo

American

Xstrata

Norilsk

Nickel

Freeport

McMoRan

Anglo

Platinum

Barrick

Gold

Rio Tinto

BHP Billiton

0

60

120

180

240

Australian head office

Non-Australian head office

Undisturbed (a)

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Led by an experienced senior management team

Notes:

a)

Andrew Mackenzie's appointment to BHP Billiton was announced on 20-Nov-2007, he has not yet commenced his new role at Rio Tinto where he was Chief Executive, Diamonds and Industrial Minerals.

Chairman and Chief Executive Officer

Group Management Committee

Don Argus

Chairman

Chairman of BHP Billiton

Group since June 2001

Chairman of BHP Limited

since April 1999

Marius Kloppers

Chief Executive Officer

15 years resources

experience

15 years at BHP Billiton

Marcus Randolph

Chief Executive Ferrous and Coal

31 years resources experience

9 years at BHP Billiton

Previously worked at Rio Tinto

Alex Vanselow

Chief Financial Officer

19 years resources experience

19 years at BHP Billiton

Karen Wood

Chief People Officer

7 years resources experience

7 years at BHP Billiton