

Edgar Filing: RIO TINTO PLC - Form 425

RIO TINTO PLC
Form 425
October 23, 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 excerpts from a presentation given at BHP Billiton Plc's Annual General Meeting held October 23, 2008.

23 October 2008
BHP Billiton Plc
Annual General Meeting

BHP Billiton 2008 AGM

23 October 2008

Slide 8

Disclaimer

By viewing this presentation you agree to be bound by the following conditions.

The directors of BHP Billiton Limited and BHP Billiton Plc ("**BHP Billiton**") accept responsibility for the information contained herein to the best of their knowledge and belief, and to the extent reasonable

care
to
ensure
that
such
is
the
case,
the
information
contained
in
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
implied,
as
to,
and
accordingly
no
reliance
should
be
placed
on,
the
fairness,
accuracy
or
completeness
of
the

information
contained
in
the
presentation
or
of
the
views
given

or implied. To the extent permitted by law, neither BHP Billiton nor any of its directors, officers, employees or advisers nor any
whatsoever for any errors or omissions or any loss howsoever arising, directly or indirectly, from any use of this information or
therewith. Information about Rio Tinto plc and Rio Tinto Limited ("**Rio Tinto**") is based on public information which has not
This presentation is for information purposes only and does not constitute or form part of any offer for sale or issue of any security
subscribe for any such securities, nor shall it or any part of it be relied on in connection with, any contract or investment decision
takeover bid or the solicitation of any vote or approval in any jurisdiction, nor shall there be any sale of securities in any jurisdiction
would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction (or under an exemption
securities

shall
be
made
into
the
United
States
except
pursuant
to
registration
under
the
US
Securities
Act
of
1933,
as
amended,
or
an
exemption
therefrom.
Neither
this
presentation
nor
any
copy
of
it

may
be
taken
or
transmitted
or
distributed
or
redistributed
(directly
or
indirectly)
in
Japan
or
Malaysia.

The
distribution
of
this
presentation
in

other jurisdictions may be restricted by law and persons into whose possession this document comes should inform themselves. Certain statements in this presentation are forward-looking statements (including statements regarding contribution synergies, development projects, future production volumes, increases in production and infrastructure capacity, the identification of additional project lives and, without limitation, other statements typically containing words such as "intends," "expects," "anticipates," "targets" or "import.) These statements are based on current expectations and beliefs and numerous assumptions regarding BHP Billiton's present and future business strategies and the environments in which BHP Billiton and Rio Tinto will operate in the future and such assumptions, expectations and beliefs, in their nature, are subject to a number of known and unknown risks and uncertainties that could cause actual results, performance and achievements to differ materially.

Factors
that
could
cause
actual
results
or
performance
to
differ
materially
from
those
expressed
or
implied
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
Rio
Tinto,
satisfaction
of
any
conditions
to
any
proposed
transaction,
including
the

receipt
of
required
regulatory
and
anti-trust
approvals,

Rio Tinto's willingness to enter into any proposed transaction, the successful completion of any transaction, and the risk factors

filings
with
the
US
Securities
and
Exchange
Commission
("SEC")

(including
in
Annual
Reports
on
Form
20-F)

which
are
available
at
the
SEC's
website
(<http://www.sec.gov>).

Save
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,
BHP
Billiton

undertakes no duty to update any forward-looking statements in this presentation.

BHP Billiton 2008 AGM

23 October 2008

Slide 9

Disclaimer continued

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

estimated.

Information Relating to the US Offer for Rio Tinto plc

In connection with the offer and sale of securities BHP Billiton would issue to Rio Tinto plc US shareholders and Rio Tinto plc will file with the SEC a Registration Statement on Form F-4 (the **Registration Statement**), which contains a preliminary prospectus (the **Preliminary Prospectus**) and other materials with the SEC. This communication is not a substitute for the Registration Statement or the Prospectus that BHP Billiton may file with the SEC. This communication is not a substitute for the Registration Statement or the Prospectus that BHP Billiton may file with the SEC. This communication is not a substitute for the Registration Statement or the Prospectus that BHP Billiton may file with the SEC.

US INVESTORS AND US HOLDERS OF RIO TINTO PLC SECURITIES AND ALL HOLDERS OF RIO TINTO PLC ADS SHOULD READ THE REGISTRATION STATEMENT, THE PROSPECTUS AND ANY OTHER DOCUMENTS MADE AVAILABLE TO THEM AND/OR FILED WITH THE SEC IN CONNECTION WITH THIS TRANSACTION, AS WELL AS ANY AMENDMENTS AND SUPPLEMENTS TO THOSE DOCUMENTS, WHEN THEY BECOME AVAILABLE, SINCE THEY MAY CONTAIN IMPORTANT INFORMATION.

Investors and security holders are 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>). Copies of such documents may also be obtained from BHP Billiton without charge.

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 offer of Rio Tinto Limited shares. 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 requirements that are different from those of the United States. Financial statements included in the document will be prepared in accordance with accounting principles that may 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 United States. It may be difficult for you to enforce your rights and any claim you may have arising under the US federal securities laws, since the laws of the United States 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 in a US court for violations of the US securities laws. It may be difficult to compel a foreign company and its affiliates to subject themselves to the jurisdiction of a US court. You should be aware that BHP Billiton may purchase securities of either Rio Tinto plc or Rio Tinto Limited otherwise than through the public offering or privately negotiated purchases.

BHP Billiton results are reported under International Financial Reporting Standards (IFRS). References to Underlying EBIT are net of exceptional items. A reconciliation to profit from operations is contained within the profit announcement. References in this presentation to \$ are to United States dollars unless otherwise specified.

BHP Billiton 2008 AGM
23 October 2008
Slide 35
Shareholder benefits

We believe a combined BHP Billiton and Rio Tinto would provide

the ability to lower cost by optimising
the use of assets and
infrastructure

a more diversified asset portfolio

the ability to deliver volumes on an accelerated basis

a management team drawn from the best of both companies
that will have exceptional experience and depth

a commitment to continue with progressive dividend policy

strong cash flows and a strong balance sheet that will allow
re-investment throughout the cycle