

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



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 International Financial Reporting Standards (IFRS) and 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 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 offer is made by a foreign company 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 offer 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