

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, by their nature, involve

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
London Stock Exchange, the UK Takeover Panel, or the listing rules of ASX Limited) or undertaking to disseminate any updates
reflect any change in BHP Billiton's expectations with regard thereto or any change in events, conditions or circumstances on
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 investors in a Registration Statement (the "Prospectus"), 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