RIO TINTO PLC
Form 425
November 12, 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 Don Argus, Chairman, BHP Billiton on November 11, 2008.

Resourcing the Future
11 November 2008
Don Argus
Chairman
SHANGHAI

Slide 2
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Certain statements in this presentation are forward-looking statements (including statements regarding contribution synergies,
future production volumes, increases in production and infrastructure capacity, the identification of additional mineral Reserve
statements typically containing words such as "intends," "expects," "anticipates," "targets," plans," "estimates" and words of si
and beliefs and numerous assumptions regarding BHP Billiton's present and future business strategies and the environments in
such assumptions, expectations and beliefs may or may not prove to be correct and by their nature, are subject to a number of k
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-looki
successfully combine the businesses of BHP Billiton and Rio Tinto and to realise expected synergies from that combination, th
satisfaction of any conditions to any proposed transaction, including the receipt of required regulatory and anti-trust approvals,
successful completion of any transaction, and the risk factors discussed in BHP Billiton's and Rio Tinto s filings with the U.S.
Reports on Form 20-F for the most recent fiscal years) which are available at the SEC's website (http://www.sec.gov). Save as
London Stock Exchange, the UK Takeover Panel, or the listing rules of ASX Limited, BHP Billiton undertakes no duty to upd

Slide 3
Disclaimer
(continued)
No statement concerning expected cost savings, revenue benefits (and resulting incremental EBITDA) and EPS accretion in th
earnings per share of the enlarged BHP Billiton group for current and future financial years will necessarily match or exceed th
the actual estimated cost savings and revenue benefits (and resulting EBITDA enhancement) may be materially greater or less
References in this presentation to $ are to United States dollars unless otherwise specified.

In connection with the offer and sale of securities BHP Billiton would issue to Rio Tinto plc US shareholders and Rio Tinto pl
Statement on Form F-4 (the Registration Statement), which contains a preliminary prospectus (the Prospectus), and wil
communication is not a substitute for the Registration Statement or the Prospectus that BHP Billiton has filed, or any amendme
with the SEC.

U.S. INVESTORS AND U.S. HOLDERS OF RIO TINTO PLC SECURITIES AND ALL HOLDERS OF RIO TINTO PLC A
THE PROSPECTUS AND ANY OTHER DOCUMENTS MADE AVAILABLE TO THEM AND/OR FILED WITH THE SE
AMENDMENTS AND SUPPLEMENTS TO THOSE DOCUMENTS, WHEN THEY BECOME AVAILABLE BECAUSE T

Investors and security holders are able to obtain a free copy of the Registration Statement and the Prospectus as well as other r
(
http://www.sec.gov). Copies of such documents may also be obtained from BHP Billiton without charge.

BHP Billiton Limited is not required to, and does not plan to, prepare and file with the SEC a registration statement in respect
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 di
those of the United States. Financial statements included in the document will be prepared in accordance with foreign accounti
statements of United States companies.

It may be difficult for you to enforce your rights and any claim you may have arising under the U.S. federal securities laws, sin
of their officers and directors may be residents of foreign countries. You may not be able to sue a foreign company or its office
securities laws. It may be difficult to compel a foreign company and its affiliates to subject themselves to a U.S. court's judgme

You should be aware that BHP Billiton may purchase securities of either Rio Tinto plc or Rio Tinto Limited otherwise than un
negotiated purchases.

Information Relating to the US Offer for Rio Tinto plc

Information for US Holders of Rio Tinto Limited Shares

Information Relating to the US Offer for Rio Tinto plc and

the
Rio
Tinto
Limited
Offer
for
Rio
Tinto
shareholders
located
in
the
US

Slide 4
-2
0
2
4
6
8

10
12
14
Short-term global economic turmoil
Source: IMF World Economic Indicators, October / November 2008
Gross domestic production
(% growth, constant 2006 US$)
Asian Banking
Crisis
Technology
Correction
Current Financial
Crisis
China
Emerging and
developing economies
Advanced economies

Slide 5
Housing
Structural
Reform
High Value
Manufacturing
Urbanisation

In the long-term China remains on the steep part of the development curve supported by six growth drivers

Rising

Incomes

Rural Development

Slide 6
The significance of the resources sector to Australia
GDP
(Percent of GDP)
Exports
Percent (based on FOB value)
17%

83%
0%
20%
40%
60%
80%
100%
2006-07
46%
54%
0%
20%
40%
60%
80%
100%
2007
Total = A$168bn
Total = A$998bn
Other exports
Mineral
commodities**
All other
sectors
Mining
sector*
*
Direct and indirect contribution to GDP, contribution grew by 7.3% (absolute value) over this period, compared with 2.3% for
** Defined as mineral fuels/lubricants (coal, petroleum products and gas) and metalliferous ores (iron ore, copper, nickel, baux
other base and precious metals)
Source: Australian Bureau of Statistics 5204.0 Australian System of National Accounts, 2006 07, Table 9 Industry Gross
measures); Australian Bureau of Statistics 5209.0 Australian National Accounts Input-Output Tables 1998 99; Au
5368.0 International Trade in Goods and Services, Table 12a,b

Slide 7
Outstanding performance
Neptune
Gulf of Mexico

Slide 8
Our core strategy sets us apart in our industry

Focus on world-class assets that are large, low-cost and expandable

Focus on the extraction of upstream natural resources

Portfolio diversified by commodity, customer and geography reducing the volatility of cash flows

Maintenance of a deep diversified inventory of growth options

Focus on export orientated products

Overriding commitment to ethics, safety, environmental practice and community engagement

Employer of choice, and a preferred partner for countries and customers
Simplicity
Accountability
Effectiveness

Slide 9
0
100
200
300
400
500

600
700
BHP Billiton
Rio Tinto(a)
Vale
Xstrata
Anglo American
Note: EBIT and Employees as per last published Annual Report, data does not include contractors. BHP Billiton as at 30-Jun-2
as at 31-Dec-2007.
(a)
Rio Tinto Post Alcan EBIT based on CY2007 full year proforma results.
EBIT per employee
(US$ 000)
Pre-Alcan
Post-Alcan
Despite our size, simplicity is a core element of this strategy

Slide 10
Outstanding results
delivering superior returns to shareholders
Ordinary dividends per share
(US cents per share)
13
15
26

28
36
47
70
0
10
20
30
40
50
60
70
FY2002
FY2003
FY2004
FY2005
FY2006
FY2007
FY2008
Note:
Two interim dividends were paid in FY2004.
H1
H2

Slide 11
Outstanding results
driven by strategy and execution

Achieved record profit for the 7
th
consecutive year

Attributable profit up 12%, EPS up 18%

Dividend rebased upwards a signal of our outlook confidence

Full year dividend of 70 US cents per share, 49% increase

Production increases in 13 commodities, records in 7

10 major growth projects completed

A further 7 major projects sanctioned by the Board

Strong performance demonstrates the power of our diversified and high margin portfolio
Underlying
EBIT
margin
(a)
(FY2008)
48%
67%
30%
31%
62%
51%
58%
24%
25%
20%
Iron Ore
Manganese
Energy Coal
Metallurgical Coal
Diamonds and
Specialty Products
Base Metals
Petroleum
Stainless Steel
Materials
Aluminium
Group
Notes:
(a)
EBIT Margin excludes third party trading activities.

Slide 12
Underlying
EBIT
margin
(a)
(%)
The benefits of diversification across a high margin portfolio

0
10
20
30
40
50
60
70
80
H1
H2
H1
H2
H1
H2
H1
H2
H1
H2
H1
H2
H1
H2
Petroleum
Aluminium
Base Metals
D&SP
SSM
Iron Ore
Manganese
Met Coal
Energy Coal
BHP Billiton
FY2002
FY2003
FY2004
FY2005
FY2006
FY2007
FY2008
Notes:
(a)
FY2002 to FY2005 are calculated under UKGAAP. Subsequent periods are calculated under IFRS. All periods exclude third p

Slide 13
As at 14 August 2008
Proposed capital expenditure
SSM
Energy Coal
D&SP
Iron Ore
Base Metals
Petroleum
Met Coal
CSG
Manganese
Aluminium
2009
Execution
2013
Feasibility
Future Options
Maintenance of a deep diversified inventory of growth options
Boffa/Santou
Refinery
Pyrenees
Alumar
Atlantis
North
Bakhuis
Worsley
E&G
Douglas-

Middelburg
Newcastle
Third Port
WA Iron Ore
Quantum 2
Potash -
Jansen
WA Iron Ore
Quantum 1
Nimba
Angola
& DRC
WA Iron Ore
RGP 5
CW Africa
Exploration
Turrum
NWS
CWLH
DRC
Smelter
NWS
T5
NWS Nth
Rankin B
WA Iron Ore
RGP 4
Kipper
Olympic Dam
Expansion 2
Browse
LNG
Olympic Dam
Expansion 1
CMSA Heap
Leach 2
Shenzi
Nth
Klipspruit
NWS
Angel
Shenzi
GEMCO
Potash
Olympic Dam
Expansion 3
Thebe
CMSA
Pyro Expansion
Wards

Well
Scarborough
Caroona
WA Iron Ore
RGP 6
Eastern
Indonesian
Facility
Escondida
3rd Conc
RBM
Puma
Blackwater
UG
NWS
WFGH
MKO
Talc
Cannington
Life Ext
Corridor
Sands
Kennedy
Gabon
Saraji
Exp
Red Hill
UG
Resolution
Neptune
Nth
GEMCO
Exp
Ekati
Guinea
Alumina
Angostura
Gas
HPX3
Maruwai
Stage 1
Knotty
Head
Samarco 4
Peak Downs
Exp (Caval
Ridge)
Macedon
CMSA Heap
Leach 1

Antamina
Exp
Newcastle
Third Port Exp
Mad Dog
West
Mt Arthur
Coal UG
Cerrejon
Opt Exp
Daunia
Maruwai
Stage 2
Navajo Sth
Perseverance
Deeps
Mt Arthur Coal
OC (MAC20)
Mt Arthur Coal
(MACX)
New Saraji
Goonyella
Expansions
Escondida
Moly
$501m-$2bn
$2bn+
$500m

Slide 14
Focused on low risk volume growth from existing assets and in our own backyard
By
project
type
(b)

87%
13%
Brownfield
Greenfield
By
region
(c)
Existing
New
3%
97%
63%
Notes:
a)
Growth in production volumes on a copper equivalent units basis between CY2007 and CY2012 calculated using BHP Billiton
Production
volumes
exclude
BHP
Billiton s
Specialty
Products
operation
and
all
bauxite
production.
All
energy
coal
businesses
are
included.
Alumina
volumes
reflect
only
tonnes
available
for
external
sale.
Conversion
of
production
forecasts
to
copper
equivalent
units

completed
using
long
term
consensus
price
forecasts,
plus
BHP
Billiton
assumptions
for
diamonds,
domestic
coal
and
manganese.
Prices
as
at
July
2008.
b)
Brownfield includes growth from existing operations as at 31-Dec-2007, as well as expansions and additional developments of
c)
Existing regions represents those countries in which BHP Billiton already has asset operating as at 31-Dec-2007.
Expected
production
growth
(a)
(Copper equivalent tonnes, CY2007-CY2012)

Slide 15
The Rio Tinto Offer

Slide 16

Notes:

a)

Australian CGT rollover relief will be available for Australian resident shareholders accepting the Rio Tinto Ltd Offer if comp
rollover provisions will apply to accepting Rio Tinto plc shareholders if there are at least 70 per cent acceptances under the

b)

Estimated total incremental EBITDA (nominal) based on publicly available information. To be read in conjunction with the no

6-Feb-2008. Full run rate synergies expected in the seventh full year following completion.
c)
Premium based on the combined volume-weighted market capitalisation of Rio Tinto based on the volume-weighted average c
of £43.09 and A$109.20 for Rio Tinto plc and Rio Tinto Ltd respectively and volume-weighted average closing share prices ov
and BHP Billiton Ltd of £17.99 and A$45.77 respectively. Based on BHP Billiton and Rio Tinto issued ordinary shares outstan
shareholdings eg. Rio Tinto plc s shareholding in Rio Tinto Ltd) as at 9-Nov-2007 and exchange rates of 2.077 US$/£ and 0.9
NOTE: Consistent with the UK City Code on Takeovers and Mergers, the offer represents a 29% discount based on the combi
closing share prices of Rio Tinto plc of £43.50 on 7-Nov-2007 and Rio Tinto Ltd of A$113.40 on 8-Nov-2007 and closing shar
£11.40 and A$31.60 respectively on 5-Nov-2008. Based on BHP Billiton and Rio Tinto issued ordinary shares outstanding (ex
Rio Tinto plc s shareholding in Rio Tinto Ltd) as at 5-Nov-2008 and exchange rates of 1.615 US$/£ and 0.701 US$/A$ as at 5
d)
The offer is conditional on more than 50% acceptances of the publicly held shares in each of Rio Tinto plc and Rio Tinto Ltd.
e)
i.e. if BHP Billiton acquires 100% of the shares in Rio Tinto Limited and Rio Tinto plc on the 3.4:1 announced offer terms.

Pre-conditional offer, capable of acceptance by shareholders following completion of regulatory processes
and posting of offer documents

Regulatory processes anticipated to be completed by early 2009

Rio Tinto
shareholders
are
being
offered
3.4
BHP
Billiton
shares
for
every
Rio
Tinto
share
held

All share offer

No
shareholder
forced
to
exit

exchange
shares
into
a
stronger
combined

company

Ability to participate in the synergies as well as the premium

CGT
rollover
relief
for
eligible
shareholders
(a)

Unlocks
US$3.7bn
per
annum
of
quantifiable
synergies
(b)

The
offer
represents
a
45%
premium
to
the
undisturbed
price
(c)

50%
minimum
acceptance
condition
(d)

Proposed
share
buyback
of
up
to
US$30bn
following
completion
if
the

offer
is
successful
(e)

BHP Billiton believes this offer is compelling for Rio Tinto shareholders, and value enhancing for BHP Billiton shareholders
Overview of the offer for Rio Tinto

Slide 17
3.4 continues to be compelling value
45%
premium
(a)
Ongoing
regulatory
clearance

process
Prior to
BHP Billiton s
approach
1.
2.
Initial period following
announcement of proposal/offer
3.
Historical
share
exchange
ratio
(b)
2.2 : 1
2.4 : 1
2.6 : 1
2.8 : 1
3.0 : 1
3.2 : 1
3.4 : 1
3.6 : 1
Jul-2007
Sep-2007
Nov-2007
Jan-2008
Mar-2008
May-2008
Jul-2008
Sep-2008
BHP Billiton's offer for Rio Tinto

Source: Datastream (as at 5-Nov-2008).

a)
Premium based on the combined volume-weighted market capitalisation of Rio Tinto based on the volume-weighted average c
of £43.09 and A$109.20 for Rio Tinto plc and Rio Tinto Ltd respectively and volume-weighted average closing share prices o
BHP Billiton Ltd of £17.99 and A$45.77 respectively. Based on BHP Billiton and Rio Tinto issued ordinary shares outstandin
eg. Rio Tinto plc s shareholding in Rio Tinto Ltd) as at 9-Nov-2007 and exchange rates of 2.077 US$/£ and 0.927 US$/A$ as
NOTE: Consistent with the UK City Code on Takeovers and Mergers, the offer represents a 29% discount based on the combi
closing share prices of Rio Tinto plc of £43.50 on 7-Nov-2007 and Rio Tinto Ltd of A$113.40 on 8-Nov-2007 and closing sha
£11.40 and A$31.60 respectively on 5-Nov-2008. Based on BHP Billiton and Rio Tinto issued ordinary shares outstanding (ex
Rio Tinto plc s shareholding in Rio Tinto Ltd) as at 5-Nov-2008 and exchange rates of 1.615 US$/£ and 0.701 US$/A$ as at 5

b)
Exchange ratio assumes 100% BHP Billiton Ltd shares for each Rio Tinto Ltd share and BHP Billiton shares for each Rio Tint
shares and 20% BHP Billiton Ltd shares.

Slide 18
Shareholder questions
and a few answers

If satisfactory regulatory clearance is not achieved and/or the offer fails, what will happen to Rio Tinto s relative share price?

What happens if regulatory clearance is achieved and Rio Tinto shareholders accept the offer?

Capture the 45% premium
(a)

Exchange your Rio Tinto shares for a share in a stronger combined company:

With an unrivalled portfolio of long life, low cost assets

That unlocks substantial synergies not available to Rio Tinto any other way

That is more diversified, lower risk, has greater financial strength and is positioned to
deliver superior returns, including higher dividends, through the cycle

That is better positioned to capture renewed growth in demand

And what is in it for BHP Billiton shareholders?

Earnings per share and cashflow per share accretive in the first
full fiscal year
following completion
(b)

Become shareholders in the same stronger combined company which will unlock the
substantial synergies that are also not available to BHP Billiton on its own
Notes:
a)
Premium based on the combined volume-weighted market capitalisation of Rio Tinto based on the volume-weighted average c
31-Oct-2007 of £43.09 and A$109.20 for Rio Tinto plc and Rio Tinto Ltd respectively and volume-weighted average closing s
BHP Billiton Plc and BHP Billiton Ltd of £17.99 and A$45.77 respectively. Based on BHP Billiton and Rio Tinto issued ordin
and
cross
shareholdings
eg.
Rio
Tinto
plc s
shareholding
in
Rio
Tinto
Ltd)
as
at
9-Nov-2007
and
exchange
rates
of
2.077

US$/£
and
0.927
US$/A$
as
at
31-Oct-2007.
NOTE:
Consistent with the UK City Code on Takeovers and Mergers, the offer represents a 29% discount based on the combined mar
share prices of Rio Tinto plc of £43.50 on 7-Nov-2007 and Rio Tinto Ltd of A$113.40 on 8-Nov-2007 and closing share price
and
A$31.60
respectively
on
5-Nov-2008.
Based
on
BHP
Billiton
and
Rio
Tinto
issued
ordinary
shares
outstanding
(excluding
Treasury
shares
and
cross
shareholdings
eg.
Rio
Tinto
plc s
shareholding
in
Rio
Tinto
Ltd)
as
at
5-Nov-2008
and
exchange
rates
of
1.615
US$/£

and
0.701
US$/A$
as
at
5-Nov-2008.
b)
Earnings per share accretive after adjusting for the proposed share buyback and excluding depreciation on the write-up of Rio '
accretive after adjusting for the proposed share buyback.

Slide 19
Comparative dividend per share
FY2008
dividends
per
A$1,000
of

shares
(a)
Net
debt
(c)
Notes:
a)
Calculated based on Rio Tinto Ltd and BHP Billiton Ltd share prices as at 5-Nov-2008 and using the dividend for the respectiv
BHP Billiton and Rio Tinto.
b)
Dividends per share on a US$ basis. Rio Tinto s ordinary dividends per share restated to June year end.
c)
As at 30-Jun-2008.
FY2007
to
FY2008
DPS
growth
(b)
FY2008 vs
FY2002 DPS
(b)
31%
49%
Rio Tinto
BHP Billiton
Rio Tinto
BHP Billiton
A$24.95
(2.50% yield)
A$19.67
(1.97% yield)
2.2
x
5.4
x
Rio Tinto
BHP Billiton
Rio Tinto
BHP Billiton
US$8.5bn
US$42.1bn

Slide 20
Combination is about reducing risk, not increasing it

Increased
size
does
not

mean
increased
complexity

simplicity
of
the
business
model
remains
key

We believe operating as one company results in:

More diversified and higher quality asset portfolio, lower risk

An enhanced portfolio of growth opportunities

Greater ability to develop the next generation of large scale projects in new geographies

Operating and capital cost efficiencies

Quantifiable
synergies
of
US$3.7bn
per
annum
(a)

Other combination benefits

Key management positions will be filled by drawing on the best of both management teams

High share price correlation means similar portfolio concentration, whether the companies are combined or separate

Notes:
(a)
Estimated incremental EBITDA (nominal) based on publicly available information. To be read in conjunction with the notes ir
BHP Billiton s announcement dated 6-Feb-2008. Full run rate synergies expected in the seventh full year following completio

Slide 21
Indicative timetable for the offer
Jan
2009
2008
Offer Period
Event

Jul
Aug
Sep
Oct
Nov
Dec
Day
0
(a)
Day 60
Post Day 60
Regulatory Approvals
Satisfaction of regulatory approval
pre-conditions
Offer Documentation
Posting of offer documents for Rio Tinto plc offer
and Rio Tinto Ltd offer to shareholders
Offer Fulfilment
Last date for fulfilment of greater than 50%
minimum acceptance condition in both the Rio
Tinto plc and Rio Tinto Ltd offers
Post Day 60
Notes:
a)
Date
for
Day
0
may
fall
in
2008
or
2009.
Timetable
is
indicative
only.
(within 28 days of the
pre conditions being
satisfied)
If
minimum
acceptance
conditions
are
met

offer
continues.

(i.e.
in
order
to
receive
sufficient
acceptances to enable compulsory acquisition)

Slide 22
Summary

We expect financial market volatility and economic uncertainty to continue in the short-term

However, China, India and other developing economies are expected to continue to drive demand for commodities in the long-term

Our uniquely diversified portfolio of low cost and high quality assets places us at a competitive advantage in the current uncertain environment

Our strong cash flow and balance sheet allows us to re-invest throughout the cycle

Strong future production growth expected to be delivered from lower risk projects and high margin products

BHP Billiton is working towards completing the regulatory review process for the Rio Tinto offer by early 2009

BHP Billiton believes this offer is compelling for Rio Tinto shareholders, and value enhancing for BHP Billiton shareholders

Cannington

Slide 23
Questions and Answers

Slide 24
BHP Billitons
senior management team
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
Michael Yeager
Chief Executive Petroleum

27 years resources experience

2 years at BHP Billiton
Alberto Calderon
Chief Commercial Officer

9 years resources experience

2 years at BHP Billiton

Slide 25
More information for shareholders
Internet
More information on BHP Billiton or BHP Billiton s offer for Rio Tinto can be found at either of the following web pages:
BHP Billiton:
www.bhpbilliton.com
BHP Billiton s offer for Rio Tinto:

www.bhpbilliton.com\RioTintoOffer
Or Email:
investor.relations@bhpbilliton.com
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New Zealand toll free:
0800 668 228
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Fax:
+61 3 9473 2460